LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a Shareholder(s) of ***Artech Power Products Limited.*** If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or Registrar to the Offer. In case you have recently sold your Shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER

Pursuant to Regulations 3 (1) and 4 and applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto.

BY

MR. NIRMAL KUMR TIWARI, (Acquirer-1)

having the residential address at 21, Sundhara Bunglows, Drive in road, Thaltej, Ahmedabad- 380054. Tel. No. +79-26854622; Email: tiwarinirmal847@gmail.com

AND

MR. VIKRAM KUMAR KARANRAJ SAKARIA, (Acquirer-2)

having the residential address at 12, Ratna Kalash Apartment, Opp. Sagar Flats, Satyanarayan Society, Ramnagar, Sabarmati Ahmedbad-380005 Tel. No. +79-32201413; Email: vickysakari@gmail.com

(Hereinafter collectively referred as "Acquirers")

TO THE SHAREHOLDERS OF ARTECH POWER PRODUCTS LIMITED

(Hereinafter referred as "APPL" or "the Target Company" or "TC" or "the Company")

Having the Registered Office at Anitha Second floor, S A Road, Elamkulam, Cochin - 682020, Phone No. +910484-2203697; Email id: artech.power@gmail.com

TO ACQUIRE

Up to 9,81,318 Fully Paid-up Equity Shares of Rs. 10/- each, representing in aggregate 26% of the Paid up and Voting Equity Share Capital of APPL, for cash, at a price of **Rs.1.25/-** (**Rupee One and Twenty Five Paise Only)** per Fully Paid-up Equity Share **("Offer Price").**

1. This Offer is being made pursuant to the Regulations 3 (1) & 4 of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and subsequent amendments thereof.
2. This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company.
3. **This offer is not a competing offer**
4. As on the date of this Letter of Offer, to the best of the knowledge of the Acquirers, there are no statutory or other approvals which are required to make this Offer. However, in case of any regulatory or statutory or other approval being required at a later date before the closure of the Tendering Period, the Offer shall be subject to all such approvals and the Acquirers shall make the necessary application for such approvals
5. **There has been no competing offer or revision of Offer Price as on date of this Letter of Offer.**

6. Shareholders who have tendered shares in acceptance of the Open Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement/Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.

7. If there is any upward revision in the Offer Price by the Acquirers at any time prior to commencement of the last three working days before the commencement of the tendering period viz., **Tuesday 3rd July 2012** you will be informed by way of another Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published. The Acquirers shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer or if the Offer is withdrawn pursuant to Regulation 23, the same would be communicated within two working days by an Announcement in the same newspapers in which the Detailed Public Statement was appeared.

8. A copy of the Public Announcement, Detailed Public Statement and the Letter of Offer (including Form of Acceptance-cum-Acknowledgement) are also available on SEBI's Website: www.sebi.gov.in.

9.All correspondence relating to this offer, if any, should be addressed to the Registrar to the Offer, viz **Purva Sharegistry (India) Pvt. Ltd.**

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
COMFORT	**Comfort Securities Limited** SEBI Registration No. INM000011328 A-301, Hetal Arch, S V Road, Malad (W), Mumbai - 400064. Tel. No: +91-22-28449765/28449766 Fax No. +91-22-28892527 Contact Person: Ms. Mayuri Thakkar Email: mayurithakkar@comfortsecurities.co.in Website: www.comfortsecurities.co.in	U R P V A	**PURVA SHAREGISTRY (INDIA) PVT. LTD** SEBI Registration No. INR000001112 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai - 400011 Tel. No. 022 –23018261/23016761 Fax no.: 022 – 23012517 Contact Person : Mr. Rajesh Shah Email: busicomp@vsnl.com Website : www.purvashare.com
OFFER OPENS ON: MONDAY, 9TH JULY 2012		**OFFER CLOSES ON: FRIDAY,20TH JULY 2012**	

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Original Date and Day	Revised Date and Day
1	Date of Public Announcement	03.05.2012, Thursday	03.05.2012, Thursday
2	Opening of Escrow Account	07.05.2012, Monday	07.05.2012, Monday
3	Publication of Detailed Public Statement (DPS) in newspapers	10.05.2012, Thursday	10.05.2012, Thursday
4	Submission of Detailed Public Statement to BSE, MSE, DSE, CSE, Target Company & SEBI	11.05.2012, Friday	11.05.2012, Friday
5	Filing of Draft Offer Document with SEBI along with soft copies of Public Announcement and Detailed Public Statement	17.05.2012, Thursday	17.05.2012, Thursday
6	Last Date for a competing Offer	31.05.2012 Thursday	31.05.2012 Thursday
7	Receipt of Comments from SEBI on Draft Letter of Offer	07.06.2012 Thursday	22.06.2012, Friday
8	Identified Date*	08.06.2012 Friday	22.06.2012, Friday
9	Date by which Letter of Offer will be dispatched to the Shareholders	18.06.2012 Monday	02.07.2012, Monday
10	Last date for revising the Offer Price	19.06.2012 Tuesday	03.07.2012, Tuesday
11	Last date by which Board of Target Company shall give its recommendations	18.06.2012 Monday	02.07.2012, Monday**
12	Advertisement of Schedule of activities for open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	21.06.2012 Thursday	05.07.2012, Thursday
13	Date of Commencement of tendering period (Offer Opening Date)	25.06.2012 Monday	09.07.2012, Monday
14	Date of Expiry of tendering period (Offer Closing Date)	06.07.2012 Friday	20.07.2012, Friday
15	Date of communicating the rejection/ acceptance and payment of consideration for the acquired shares	20.07.2012 Friday	03.08.2012, Friday
16	Final Report from Merchant Banker	27.07.2012 Friday	10.08.2012, Friday

***** *"Identified Date" is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.***

Note: Duly Signed Application and Transfer Deed(s) together with share certificate(s) should be dispatched by Registered Post / Courier or hand delivered to the Registrar to the Offer at above address to arrive not later than 6.00 p.m. on 20th July 2012.

**The Independent directors committee of the Target Company has given their recommendation on 27th June, 2012 on the Open Offer

RISK FACTORS

A. RELATING TO THE OFFER

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for analyzing all the risks with respect to their participation in the Offer.

1) The Offer involves an offer to acquire up to 26% of the Paid Up Equity Share Capital of APPL from the Eligible Persons for the Offer. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2) In the event that (a) there is any litigation leading to a "stay" of the Offer, or (b) SEBI instructing the Acquirer not to proceed with the Offer, and then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of APPL whose Shares has been accepted in the Offer as well as the return of Shares not accepted by the Acquirers may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default or negligence or failure to diligently pursue such approvals on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers paying interest to the shareholders for the delay, as may be specified by SEBI.

3) Shareholders should note that shareholders who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

4) No statutory and regulatory approvals are required by the Acquirers, and wherever applicable, by the Target Company, in connection with the Offer.

5) The Shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the equity shares of APPL. Accordingly, the Acquirers makes no assurance with respect to the market price of the shares both during the Offer Period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any shareholder of APPL on whether to participate or not to participate in the Offer.

B. IN ASSOCIATION WITH THE ACQUIRERS

The Acquirers makes no assurance with respect to the financial performance of the Target Company. They also make no assurance with respect to the market price of the Shares upon the completion of the Offer, and disclaim any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

The Acquirers does not accept any responsibility for statements made otherwise than in the Letter of Offer / Public Announcement/ Detailed Public Statement, and anyone placing reliance on any other sources of information (not released by the Acquirers) would be doing so at his / her / its own risk.

C. RISK IN THE TRANSACTION

The Share Purchase Agreement (SPA) dated 3rd May 2012 contains a clause that it is subject to the provisions of SEBI (SAST) Regulations and in case of non-compliance with any of the provisions of the Regulations, the Sellers or the Acquirers shall not act upon the agreement for such sale.

The Acquirers makes no assurance with respect to the market price of the Shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

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1. DEFINITIONS

1.	Acquirers or The Acquirers	Mr. Nirmal Kumar Tiwari and Mr. Vikram Kumar Karanraj Sakaria
2.	Acquisition Agreement or SPA	Share Purchase Agreement dated 3rd May 2012 for purchase of 9,83,900 paid up Equity Shares of Artech Power Products Limited of Rs. 10/- each, representing up to 26.068% of total paid up capital of APPL from the following Sellers by Acquirers at a price of Re.1/- each per fully paid up Share. a. Mr. Vijayan I V b. Mrs. Repsy Vijayan c. Mr. Ranjit Vijayan
3.	APPL//Target Company/ TC	Artech Power Products Limited
4.	B.Sc	Bachelor of Science
5.	BSE	Bombay Stock Exchange Limited, Mumbai.
6.	CSE	Cochin Stock Exchange Limited
7.	Detailed Public Statement or DPS	Public Statement of the Open Offer made by The Acquirers, which appeared in the newspapers on Thursday, 10th May, 2012
8.	DSE	Delhi Stock Exchange Limited
9.	Effective Date	The date of certificate by the Merchant banker after filing the final Report with SEBI under SEBI (SAST) Regulations
10.	EGM	Extra Ordinary General Meeting
11.	EPS	Earnings Per Share which is Profit After Tax / No. of Equity Shares.
12.	FCA	Fellow Chartered Accountant
13.	FEMA	Foreign Exchange Management Act, 1999 including related rules and regulations
14.	Form of Acceptance or FOA	Form of Acceptance cum Acknowledgement.
15.	HDFC	HDFC Bank Limited
16.	Identified Date	Friday, 22nd June 2012
17.	Listing Agreement	Listing agreement as entered by the Target Company with the Stock Exchanges
18.	LoO, or Letter of Offer	This Offer Document.
19.	Manager to the Offer or, Merchant Banker	Comfort Securities Limited
20.	MBA	Master of Business Administration
21.	MSE	Madras Stock Exchange Limited
22.	Negotiated Price	Re. 1/-(Rupee One Only) per fully paid-up Equity Share of face value of Rs.10/- each.
23.	Net Asset Value/ Book Value per Share	(Equity Capital + Free Reserve excluding of Revaluation reserve – Debit balance in Profit & Loss a/c – Misc expenditure not written off) / No. of Equity Shares.
24.	Offer/Open Offer/ The Offer	Offer to acquire up to 9,81,318 Equity Shares of Rs. 10/- each representing 26.00% of the total paid up equity share capital of the Target Company, to be acquired by the Acquirers, at a price of Rs. 1.25/- per Equity share payable in cash
25.	Offer Price	Rs. 1.25/-(Rupee One and Twenty Five Paise Only) per fully paid up Share of Rs.10/- each payable in cash.
26.	PA	Public Announcement
27.	PAC/PACs	Person(s) Acting in Concert
28.	Persons eligible to participate in the	Registered shareholders of Artech Power Products Limited, and unregistered

	Offer/ Shareholders	shareholders who own the Shares of Artech Power Products Limited on or before the last date of tendering period excluding the parties to the Share Purchase Agreement and other existing promoters / Promoter Group are eligible to participate in the offer.
29.	Promoter/ Promoter Group	Mr. Vijayan I V Mrs. Repsy Vijayan Mr. Ranjit Vijayan Ms. Reshmi Vijayan
30.	Public Shareholding	The Shares held by Shareholders other than those classified as the promoters of the Company in the latest shareholding pattern filed with the stock exchange
31.	RBI	Reserve Bank of India.
32.	Registrar or Registrar to the Offer	Purva Sharegistry (India) Pvt. Ltd
33.	Return on Net worth	(Profit after Tax)/ (Equity Capital + Free Reserve excluding of Revaluation reserve– Debit balance in Profit & Loss a/c – Misc. expenditure not written off) *100.
34.	SEBI	Securities and Exchange Board of India
35.	SEBI (SAST) Regulations / the Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
36.	SEBI Act	Securities and Exchange Board of India Act, 1992.
37.	Sellers	Mr. Vijayan I V Mrs. Repsy Vijayan Mr. Ranjit Vijayan
38.	Shares	Equity shares of Rs. 10 /- (Rupees ten only) each of the Target Company

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to "Rs." are to the reference of Indian National Rupees ("INR"). Throughout this Letter of Offer, all figures have been expressed in "Lacs" unless otherwise specifically stated. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ARTECH POWER PRODUCTS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, COMFORT SECURITIES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 16TH MAY 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open Offer ("Offer") is being made by Mr. Nirmal Kumar Tiwari (Acquirer-1) and Mr. Vikram Kumar Karanraj Sakaria (Acquirer-2) (collectively known as Acquirers) under the offer to the Equity Shareholders of **M/s. Artech Power Products Limited *("APPL" or the "Target Company")*** a company incorporated and duly registered under the Companies Act, 1956, and having its Registered office at Anitha Second floor, S A Road, Elamkulam, Cochin - 682020 Phone No. +91-0484- 2203697 Email id: artech.power@gmail.com pursuant to the Regulation 3 (1) and Regulation 4 and in compliance with the SEBI (SAST) Regulations, 2011. The Acquirers proposes to do a substantial acquisition of shares of APPL pursuant to the SPA and also to takeover the management control of APPL.

3.1.2 The Acquirers hereby makes this Offer to the Shareholders of the Target Company (other than the parties to the SPA) to acquire up to 9,81,318 fully paid up Equity Shares ("Shares") of the Target Company of Rs.10/- each, representing in aggregate 26.00% of the paid up Equity Share Capital and voting capital at a price of Rs. 1.25/- (Rupee One and Twenty Five Paise only) per share ("Offer Price") payable in cash subject to the terms and conditions mentioned in the DPS and in this Letter of Offer.

3.1.3 There is no person acting in concert **("PAC")** with the Acquirers within the meaning of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.

3.1.4 The Acquirers have entered into a SPA with Sellers on 3rd May 2012 for the purchase of 9,83,900 Equity Shares wherein it is proposed that Mr. Nirmal Kumar Tiwari shall purchase 3,81,200 and Mr. Vikram Kumar Karanraj Sakaria shall purchase 6,02,700 fully paid up equity shares of the Target Company bearing a face value of Rs.10/- each

("**Sale Shares**"), which amounts to 10.10% and 15.97% of the total paid-up equity share capital respectively and management control of **Artech Power Products Limited**, which represents up to 26.07% of the total paid-up equity share capital of APPL at a price of Re. 1/- (Rupee One Only) per fully paid up Share (Negotiated Price) payable through cash. The total consideration payable in cash for the proposed acquisition will be Rs.9,83,900/-. The Sellers belongs to the Promoter group of the Target Company. Consequent changes in control of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirers in compliance with Regulation 3 (1), 4 and other applicable provisions of SEBI (SAST) Regulations, 2011. This SPA has triggered the open offer requirement under SEBI (SAST) Regulations, 2011.

3.1.5 The details of the Sellers are as under:

Sr. No.	Name & Address of Sellers	Tel. No.	Fax No.	DETAILS OF SHARES/ VOTING RIGHTS HELD BY THE SELLERS				Balance no. of shares	
				Pre Transaction		No. of shares sold through SPA			
				Number	%	Number	%	Number	%
1.	**Mr. Vijayan I V** **Add**: Anitha, IInd floor, S A Road, Elamkulam, Kochi-682020, Kerala	04843290809	--	4,05,990	10.76	2,74,890	7.28	1,31,100	3.47
2.	**Mrs. Repsy Vijayan** **Add:** Anitha, IInd floor, S A Road, Elamkulam, Kochi-682020, Kerala	04843290809	--	1,88,110	4.98	1,06,310	2.82	81,800	2.17
3.	**Mr. Ranjith Vijayan** **Add:** Anitha, IInd floor, S A Road, Elamkulam, Kochi-682020, Kerala	04843290809	--	6,02,700	15.97	6,02,700	15.97	NIL	-
			Total	**11,96,800**	**31.71**	**9,83,900**	**26.07**	**2,12,900**	**5.64**

Note : Along with the Sellers Ms. Reshmi Vijayan who is the promoter of the company holding 3400 shares but not forming part of the SPA and Mr. Vijayan I V and Mrs. Repsy Vijayan who are the party to the SPA can not participate in the offer and all these shares i.e total 2,16,300 shares will be classified under public category after the completion of offer.

3.1.6 The salient features of the SPA dated 3rd May 2012 are as under:

3.1.6.1 The SPA is subject to compliance of provisions of SEBI(SAST) Regulations and in case of non compliance with the provisions of SEBI(SAST) Regulations this SPA shall not be acted upon.

3.1.6.2 The obligations of the Sellers and the Acquirers under the SPA are subject to the satisfaction of, or, if applicable, waiver of the following conditions precedent:

- The SPA is subject to the compliances of provisions of SEBI (SAST) Regulations and in case of non compliances with the provisions of SEBI (SAST) Regulations, this SPA shall not be acted upon.
- This agreement shall be binding on the parties, their heirs, legal representatives, executors and successors.
- That the Sale Shares under the SPA are free from all charges, encumbrances or liens;
- The Sellers shall hand over to the Acquirers the original certificates relating to the Sale Shares together with transfer deeds duly executed by the Sellers after the completion of sale.
- The Acquirers/Sellers agrees to diligently provide all information within his power and possession to give true and proper disclosures to SEBI, Stock Exchanges and to the shareholders
- All costs and expenses (including stamp duty on the agreement) shall be borne and padi by the acquirers.
- In consideration of the purchase of the Shares, the Acquirers has delivered the Sellers Demand Drafts/ Cheques for Rs. 9,83,900/- (Rupeees Nine Lacs Eighty Three Thousand Nine Hundred Only) being the total consideration for sale of 9,83,900 number of Equity Shares.

3.1.7 Upon completion of this Open Offer in terms of the SEBI (SAST) Regulations, the change of control of Target Company shall be effected.

3.1.8 The Acquirers, Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.9 Mr. Nirmal Kumar Tiwari and Mr. Vikram Kumar Karanraj Sakaria are the Acquirers and there are no person acting in concert with the acquirers in this Offer.

3.1.10 The Shares of the Target Company are listed at BSE, CSE, DSE and MSE.

3.1.11 As per the Stock Exchanges latest filings made with the BSE, CSE, DSE and MSE the Sellers and Ms. Reshmi Vijayan are the Promoters of the Target Company.

3.1.12 The Acquirers have not acquired any Shares of the Target Company during the twelve (12) months period prior to the date of PA i.e 3rd May 2012.

3.1.13 The Acquirers does not hold any Shares/ Voting Rights of the Target Company other than the shares agreed and proposed to be acquired through the SPA.

3.1.14 The Manager to the Open Offer i.e. Comfort Securities Limited does not hold any Shares in the Target Company as on the date of appointment as Manager to the Open Offer. They declare and undertake that they shall not deal on their own account in the Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.

3.1.15 The Acquirers intends to control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof. Mr. Nirmal Kumar Tiwari and Mr. Vikram Kumar Karanraj Sakaria will be the proposed directors on behalf of acquirers after the Open offer.

3.1.16 There is no non-compete arrangement and/or agreement between the Acquirers and the Sellers.

3.1.17 The Board of the Target Company has constituted the Committee of the Independent Directors of the target compay with Mr. Sudhir Menon and Mr. Pathrose Pangappillil for the recommendations on the Open ofer and the recommendations has given by the committee on 27.06.2012.

3.2 Details of the Proposed Offer

3.2.1 The Acquirers has made a Detailed Public Statement pursuant to Public Announcement on 10th May 2012 in the following newspapers in accordance with the Regulation 14 (3) and pursuant to Regulation 3 (1) and 4 of SEBI (SAST) Regulations.

Name of the Newspaper	Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Mangalam Daily	Malayalam	Cochin
Apla Mahanagar	Marathi	Mumbai

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in.

3.2.2 The Acquirers are making this Open Offer under the SEBI (SAST) Regulations, to acquire up to 9,81,318 Shares of Rs. 10/- each representing up to 26.00 % of the total Paid up equity share capital from the Shareholders of APPL on the terms and subject to the conditions set out in this Letter of Offer, at a price of Rs. 1.25/- (Rupee One and Twenty Five Paise Only) payable in cash. These Shares are to be acquired by the Acquirers, free from all liens, charges and encumbrances and together with all voting rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.3 There are no partly paid up Shares in the Target Company.

3.2.4 The Offer is not subject to any minimum level of acceptances from the Shareholders i.e. it is not a conditional offer.

3.2.5 The Offer is not as a result of any exercise regarding global acquisition which culminates in the indirect acquisition of control over, or acquisition of equity shares or voting rights in, the Target Company.

3.2.6 The Acquirers have not acquired any Shares in the Target Company since the date of PA i.e 3rd May 2012, up to the date of Letter of Offer.

3.2.7 The Offer is subject to the terms and conditions set out herein and the PA and the DPS made by the Acquirers from time to time in this regard.

3.3 Object of the Offer:

3.3.1 The Offer is being made pursuant to signing of the SPA as provided in Para 3.1.4 above and is being made in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

3.3.2 The Offer to the Shareholders of APPL is for the purpose of acquiring up to 26.00% of the total paid up capital. After the proposed Offer, the Acquirers will achieve substantial acquisition of Shares and voting rights, accompanied with effective management control over the Target Company.

3.3.3 The Acquirers intends to continue the existing business of the Target Company and may diversify its business activities in future with prior approval of shareholders. The main purpose of takeover is to expand the Company's business activities in the same line through exercising the effective management and control over the Target Company and further there will be no repercussions on employment and locations of the target company.

3.3.4 The Acquirers intends seek a reconstitution of the Board of Directors of the Target Company after successful completion of the Takeover.

4. BACKGROUND OF THE ACQUIRERS

A. MR. NIRMAL KUMAR TIWARI (ACQUIRER-1)

4.1 Mr. Nirmal Kumar Tiwari, aged 57 years, S/o. Ramnath Tiwari is residing at 21, Surdhara Bunglows, near SAL Hospial, Drive in Road, Thaltej, Ahmedabad - 380054 Tel. No. +79-26854622; Email: tiwarinirmal847@gmail.com

4.2 Mr. Nirmal Kumar Tiwari is a master of Science and Law Graduate by qualification.

4.3 Mr. Nirmal Kumar Tiwari has an experience of one year in Income Tax and almost 31 years in Customs and Central Excise and 3 years of experience in consultancy in indirect taxation.

4.4 Mr. Nirmal Kumar Tiwari is holding a Permanent Account Number (PAN) AAZPT3562B.

4.5 The Networth of Mr. Nirmal Kumar Tiwari as on 31st March 2012 is Rs 375 lakhs and the same is certified by Mr. Vishves A Shah (Membership No. 109944), Chartered Accountant having his office at No 22, Narayan Park-1, Bopal, Ahmedabad-380058 Tel. No. +91-9825471182; Email: vishvesca@gmail.com.

4.6 Mr. Nirmal Kumar Tiwari has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.

4.7 Mr. Nirmal Kumar Tiwari has not promoted any other company and he does not hold any directorship in other companies.

4.8 Mr. Nirmal Kumar Tiwari is not related to the Target Company, its Directors and Promoters in any manner whatsoever except the signed SPA dated 3rd May 2012 with the promoters of Target Company to acquire 9,83,900 equity shares constituting 26.068 % of the fully paid equity shares of the Target Company

4.9 Mr. Nirmal Kumar Tiwari has not acquired any equity shares/voting rights of the Target Company during the twelve (12) months period preceding the date of this Public Announcement.

B. MR. VIKRAM KUMAR KARANRAJ SAKARIA (ACQUIRER-2)

4.10 Mr. Vikram Kumar Karanraj Sakaria, aged 42 years, S/o. Karanraj Sakaria is residing at 12, Ratna Kalash Apartment, Opp. Sagar Flats, Satyanarayan Society, Ramnagar, Sabarmati, Ahmedbad-380005 Tel. No. +79-32201413; Email: vickysakari@gmail.com

4.11 Mr. Vikram Kumar Karanraj Sakaria is a Graduate in Commerce by qualification.

4.12 Mr. Vikram Kumar Karanraj Sakaria has an experience of almost 20 years in Financial Market.

4.13 Mr. Vikram Kumar Karanraj Sakaria is holding a Permanent Account Number (PAN) AEAPS1142R.

4.14 The Networth of Mr. Vikram Kumar Karanraj Sakaria as on 31st March 2012 is Rs 99.35 lakhs and the same is certified by Mr. Vishves A Shah (Membership No. 109944), Chartered Accountant having his office at No 22, Narayan Park-1, Bopal, Ahmedabad-380058 Tel. No. +91-9825471182; Email: vishvesca@gmail.com.

4.15 Mr. Vikram Kumar Karanraj Sakaria has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.

4.16 Mr. Vikram Kumar Karanraj Sakaria has not promoted any other company and he does not hold any directorship in other companies.

4.17 Mr. Vikram Kumar Karanraj Sakaria is not related to the Target Company, its Directors and Promoters in any manner whatsoever except the signed SPA dated 3rd May 2012 with the promoters of Target Company to acquire 9,83,900 equity shares constituting 26.068 % of the fully paid equity shares of the Target Company.

4.18 Mr. Vikram Kumar Karanraj Sakaria has not acquired any equity shares/voting rights of the Target Company during the twelve (12) months period preceding the date of this Public Announcement.

4.19. Other details about acquirers

4.19.1 As per Regulation 17 of SEBI (SAST) Regulations, Acquirers have opened an Escrow Account bearing no. 00600350106545 with the Escrow Agent, i.e. HDFC Bank Limited, having address at 2nd Floor, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai 400 001 and has deposited a cash of Rs. 3,10,000/- (Rupees Three Lacs Ten Thousand only), being more than 25% of the amount required for the Open Offer.

4.19.2 The Acquirers have adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirers. As per certificate dated 12th April 2012 from M/s. Vishves A Shah & Co., Chartered Accountants. (Proprietor: Vishves A Shah, Membership No. 109944 and Firm Regn No 121356W), having office at No 22, Narayan Park-1, Bopal, Ahmedabad-380058 Tel. No. +91-9825471182; Email: vishvesca@gmail.com. the Net Worth of Mr. Nirmal Kumar Tiwari and Mr. Vikram Kumar Karanraj Sakaria is Rs. 375.00 and 99.35 lacs respectively.

4.19.3 As per the Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirers do not have any plans to alienate any material assets of the Target Company or otherwise sale, lease, encumber any assets of the Target Company in the next 2 (two) years, except in the ordinary course of business of the Company, Other than in the ordinary course of business, the Acquirers undertakes that it shall not alienate whether by sale, lease or encumber any material assets of the Target Company except with the prior approval of shareholders.

4.19.4. The Acquirers intends to continue the existing business of the Target Company and may diversify its business activities in future with prior approval of shareholders. The main purpose of takeover is to expand the Company's business activities in the same line through exercising the effective management and control over the Target Company. However, no firm decision in this regard has been taken or proposes so far.

4.19 .5. Pursuant to this offer, the public shareholding in the Target Company may reduce to less than the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and Listing Agreement. The Acquirers undertakes that if the public shareholding is reduced to below such minimum level they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Listing Agreement and other provisions of applicable laws, within the time period mentioned therein.

5. BACKGROUND OF THE TARGET COMPANY (APPL)

5.1 APPL was originally incorporated on 15th September 1989 with the Registrar of Companies, Kerala at Cochin as Artech power Products Limited vide Certificate of Incorporation No. 09-05478 and received the Certificate of Commencement on 8th November 1989. Presently the Registered Office of the company is situated at Anitha Second floor, S A Road, Elamkulam, Cochin - 682020 Phone No. +91-0484- 2203697 Email id: artech.power@gmail.com

5.2 The Sellers and Ms. Reshmi Vijayan are the current Promoters of APPL and collectively holds 31.80% of the total paid up Equity Share Capital of APPL.

5.3 APPL has been incorporated with the object of engaging in to the operations of Switch mode power supplies.

5.4 The authorized share capital of APPL as on date of PA is Rs. 5,00,00,000 (Rupees Five Crores Only), comprising of 40,00,000 Equity Shares bearing a face value of Rs 10/- (Rupees Ten only) each and 1,00,000 Redeemable Preference Shares of 100/- each. As on date of PA Paid-up Equity Share capital of the APPL is Rs. 3,77,43,000/- (Rupees Three Crore Seventy Seven Lacs Forty Three Thousand Only) divided into 37,74,300 Equity Shares of Rs. 10/- each.

Paid up Equity Shares of APPL	No. of Equity Shares/ Voting rights	% of Shares / voting rights
Fully paid-up Equity Shares	37,74,300	100.00
Partly paid-up Equity Shares	NIL	NIL
Total Equity Shares	37,74,300	100.00
Total Voting Rights in the Target Company	37,74,300	100.00

5.5 The current capital structure of the Company has been build up since inceptions are as under:

Date of allotment	No. of shares issued	No. of shares issued in % (of then capital)	Face Value	Cumulative paid up capital (in Rs.)	Mode of Acquisition (Memorandum/IPO/FPO/Market Purchase/Preferential Allotment/ etc.,)	Identity of allottees (whether promoters or public, in case both separate figures to be given)	Status of Compliance
15.09.1989	70	100.00	10	700	Memorandum	Promoters	Provisions of Companies Act, 1956 & other provisions of applicable laws complied with. SEBI(SAST) and other SEBI Regulations not applicable
08.06.1990	152900	99.95	10	1529700	Preferential Allotment	Promoters & friends & Relatives	-do-
28.03.1991	97600	38.95	10	2505700	Preferential Allotment	Promoters& friends & Relatives	-do-
26.09.1991	47300	15.88	10	2978700	Preferential Allotment	Promoters& friends & Relatives	-do-
24.12.1991	91450	23.49	10	3893200	Preferential Allotment	Promoters& friends & Relatives	-do-
30.03.1992	107000	21.56	10	4963200	Preferential Allotment	Promoters& friends & Relatives	-do-
30.06.1992	75700	13.23	10	5720200	Preferential Allotment	Promoters& friends & Relatives	-do-
17.09.1992	112100	16.39	10	6841200	Preferential Allotment	Promoters& friends & Relatives	-do-
11.02.1994	281280	29.14	10	9654000	Preferential Allotment	Promoters& friends & Relatives	-do-
04.10.1994	484600	33.42	10	14500000	Preferential Allotment	Promoters& friends & Relatives	-do-
04.10.1994	2101500	59.17	10	35515000	IPO	Public	-do-
14.03.1996	222800	5.90	10	37743000	Preferential Allotment	Promoters& friends & Relatives	-do-

* IPO Opening date

5.6 The Equity Shares of the APPL are listed on BSE, CSE, DSE and MSE and are not suspended for trading by BSE, CSE, DSE and MSE.. The Equity shares of the company were suspended from BSE due to non compliances of the listing agreement. Thereafter in the year 2012 the company suspension has been revoked by the BSE

5.7 There are no partly paid-up Shares in the Company.

5.8 There are no outstanding convertible instruments / warrants.

5.9 As on date, the Company has complied with the requirements of the Listing Agreement with BSE and further no penal action is initiated by the BSE, CSE, DSE & MSE where the Equity Shares of the Company are listed except by BSE for the suspension of the company, however BSE has issued in-principal approval for revocation of suspension in trading of equity shares of APPL dated 02.02.2012 and the suspension has been revoked by the BSE.

5.10 The composition of the board of directors of APPL as the date of P.A i.e. 3rd May 2012 is as follows:

Sr. No.	Name of Director	Designation	Residential Address	Date of Appointment	Qualification	DIN No.	Experience in years
1	Vijayan I V	Director	Anitha, IInd floor, S A Road, Elamkulam, Kochi-682020, Kerala	15.09.1989	B.Sc (Engg) (Mech)	2764836	38 years of experience in Engineering and Management
2	Repsy Vijayan	Managing	Anitha, IInd floor, S A	15.09.1989	B.Sc	2764816	32 years of experience

Sr. No.	Name of Director	Designation	Residential Address	Date of Appointment	Qualification	DIN No.	Experience in years
		Director	Road, Elamkulam, Kochi-682020, Kerala		(Maths)		in Financial and Insurance Services
3	Sudhir Menon	Director	9B, Suryakanthi Apts.,Iyyattil JN, Chittoor Road, Ernakulam-682011, Kerala	15.09.1989	MBA	2780966	25 years of experience in Electrical trade
4	Pathrose Pangappillil	Director	Pangappillil House, Udaya Road, Vyttila P.O, Ernakulam-682019, Kerala	20.09.1999	Diploma in Elec.Engg	2587071	35 years of experience in Kerala State Electricity Board

5.11 The Shareholding pattern of the APPL, as on the date of PA is as follows:

Shareholder Category	Number Of Equity Shares Of The Target Company	Percentage of Equity Share Capital (%)
Promoter	12,00,200	31.80
Public	25,74,100	68.20
Total	**37,74,300**	**100.00**

5.12 There has been no merger, de-merger and spin-off during the past three years in APPL. There are no pending litigations against APPL.

5.13 Audited financial information of Artech Power Products Limited for the financial year ended on March 31, 2009, 2010, 2011 and Un-audited financial information for the Period ended 31st December, 2011 is given below:

(Rs. in Lacs)

Profit & Loss Statement	Year Ended 31.03.2009 (Audited)	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Period Ended 31.12.2011 (Un-Audited & Certified)
Income from Operations	-	-	8.88	2.12
Other Income	-	361.91	5.82	-
Stock Differential	-	(91.70)	-	-
Total Income	-	**270.21**	**14.70**	**2.12**
Total Expenditure (Excl Depreciation and Interest)	5.40	223.82	11.04	2.55
Profit (Loss) before Depreciation, Interest and Tax	**(5.40)**	**46.40**	**3.66**	**(0.43)**
Depreciation	0.07	-	-	-
Interest	0.01	-	-	-
Profit / (Loss) before Tax	**(5.48)**	**46.40**	**3.66**	**(0.43)**
Provision for Tax (including prior period taxes)	-	-	-	-
Deferred Tax	-	-	-	-
Profit /(Loss) after Tax	**(5.48)**	**46.40**	**3.66**	**(0.43)**

(Rs. in Lacs)

Balance Sheet Statement	Year Ended 31.03.2009 (Audited)	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Period Ended 31.12.2011 (Un-Audited & Certified)
Sources of Funds				
Paid up Share Capital	377.43	377.43	377.43	377.43
Reserves & Surplus (Excluding Revaluation Reserve)	20.00	153.62	153.62	153.62
Secured Loan	681.96	-	-	-
Unsecured Loan	126.16	9.18	6.31	6.31
Current Liabilities & Provisions	53.16	12.20	0.28	0.65
Deferred Tax Liability	-	-	-	-
TOTAL	**1,258.71**	**552.43**	**537.64**	**538.01**
Uses of Funds				
Net Fixed Assets	399.53	-	-	-
Deferred Tax Asset (net)	-	-	-	-
Investments	-	-	-	-
Current Assets, Loans and Advances	200.07	28.61	17.48	17.41
Miscellaneous Expenses not written off/ Preliminary Expenses	88.88	-	-	-
Profit & Loss A/c (Dr. Bal)	570.23	523.82	520.16	520.60
TOTAL	**1,258.71**	**552.43**	**537.64**	**538.01**

Other Financial Data	Year Ended 31.03.2009 (Audited)	Year Ended 31.03.2010 (Audited)	Year Ended 31.03.2011 (Audited)	Period Ended 31.12.2011 (Un-Audited & Certified)
Net Worth (Rs.)	(261.67)	7.23	10.89	10.45
Dividend (%)	-	-	-	-
Earnings Per Share (Rs.)	(0.15)	1.23	0.10	(0.01)
Return on Networth (%)	-	641.77	33.61	(4.11)
Book Value Per Share	(6.93)	0.19	0.29	0.28

There is no contingent liabilities for the year ended 31st March, 2011 as well as on the date of this Letter of Offer.

Reason for fall/rise in total income and profit after tax are as follows:

FY 2009-10 Compared to 2008-09

During the financial year 2009-10, the company has booked other income by reversal of capital items whereas in the fiscal 2009 there were no income, from operations not any write offs occurred during the year. The profits after tax in the financial year 2009-10 has resulted into Rs. 46.40 Lacs whereas in the financial year 2008-09 the company has reported loss of Rs. 5.49 Lacs.

FY 2010-2011 Compared to 2009-2010

The Company has earned total income from operations of Rs. 8.88 Lacs in the financial year 2010-11, whereas in the financial year 2009-10, the company has not been able to carry out any operations and hence has not reported income from operations. Under the heading, other income the company has showed a steep decline by posting Rs. 5.82 Lacs in the fiscal 2011 as against total other income of Rs. 361.91 Lacs in the financial year 2009-10. Consequently, the profits after taxes in the financial year 2010-11 has declined to Rs. 3.66 Lacs as against total profits after taxes of Rs. 46.40 Lacs in the financial year 2009-10.

5.14 Pre- and Post-Offer shareholding pattern of the APPL is as per the following table:

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement/acquisition and offer (A)		Shares/voting rights acquired which triggered off the Regulations (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptance) (C)		Shareholding/voting rights after the acquisition and Offer	
		No.	%	No.	%	No.	%	No.	%
1.	**Promoter Group**								
	a. Parties to agreement	9,83,900	26.07	(9,83,900)[1]	(26.07)	Nil	Nil	Nil	Nil
	b. Promoters other than (a) above	2,16,300	5.73	Nil	Nil	Nil	Nil	Nil	Nil
	Total 1 (a+b)	**12,00,200**	**31.80**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
2.	**Acquirer**								
	a. Mr. Nirmal Kumar Tiwari	Nil	Nil	3,81,200	10.10	9,81,318	26.00	19,65,218	52.07
	b. Mr. Vikram Kumar Karanraj Sakaria	Nil	Nil	6,02,700	15.97				
	Total	**Nil**	**Nil**	**9,83,900**	**26.07**	**9,81,318**	**26.00**	**19,65,218**	**52.07**
3.	Public (other than Parties to agreement Acquirer & PAC's)					(9,81,318)	(26.00)	18,09,082	47.93
a.	**FIs/MFs/FIIs/ Bank** Central Bank of India	Nil	Nil	Nil	Nil				
b.	Others	25,74,100	68.20	Nil	Nil				
	Total no. of shareholders i.e 252 in "Public Category" 3(a+b)	**25,74,100**	**68.20**	Nil	Nil				
	Total	**37,74,300**	**100.00**	**9,83,900**	**26.07**	**Nil**	**Nil**	**37,74,300**	**100.00**

Notes:

1 *The data within bracket indicates sale of Equity Shares.*

5.15 The number of Shareholders in APPL in public category is 11022 as on date of PA including NRI Shareholders in the Company.

5.16 The Company is not a sick Company.

5.17 There is change in shareholding of Promoters group. The details of change in shareholding of Promoters as per reporting u/r. 8(3) of the SEBI (SAST) Regulations, 1997 filed with the Stock Exchanges since 1997 to 3rd May 2012 (Date of Public Announcement) are as under.

Year ended 31st March	Opening Balance (No. of Shares)	Opening % holding promoter group	Net purchase/ (sale)	Mode of Acquisition/ sale	Closing holding promoter group (No. of Shares)	Closing % holding promoter group	Increase/decrease in percentage holding (+/- %)	Compliance
1997	1047500	27.75	--	--	1047500	27.75	--	--
1998	1047500	27.75	--	--	1047500	27.75	--	--
1999	1047500	27.75	--	--	1047500	27.75	--	--
2000	1047500	27.75	--	--	1047500	27.75	--	--
2001	1047500	27.75	--	--	1047500	27.75	--	--
2002	1047500	27.75	--	--	1047500	27.75	--	--
2003	1047500	27.75	--	--	1047500	27.75	--	--
2004	1047500	27.75	--	--	1047500	27.75	--	--
2005	1047500	27.75	--	--	1047500	27.75	--	--
2006	1047500	27.75	--	--	1047500	27.75	--	--
2007	1047500	27.75	200	Open Market	1047700	27.76	0.01	NA
2008	1047700	27.76	--	--	1047700	27.76	--	--
2009	1047700	27.76	--	--	1047700	27.76	--	--
2010	1047700	27.76	--	--	1047700	27.76	--	--
30.09.2010	1047700	27.76	15600	Off Market	1063300	28.17	0.41	NA
29.12.2010	1063300	28.17	136900	Off Market	1200200	31.80	3.63	Delay in Complying the Regulation 7(1A)

Mr. Ranjith Vijayan, one of the promoter group has delayed in filing the Compliance U/R 7(1A) of SEBI (SAST) Regulations, 1997

All the promoters and Promoter group of the company has delayed by 11 days in filing the Regulation 30(2) of SEBI (SAST) Regulations, 2011 for the year ended 31.03.2012

Status of compliances by APPL under Regulations 6(2), 6(4) and 8(3) of SEBI (SAST) Regulations, 1997: -

Sr. No.	Regulations/Sub Regulations	Due Date for compliance as mentioned in the regulation	Actual Date of Compliance	Delay, if any (in no. of days)
1	6(2)	20-May-1997	20.09.2011	5237
2	6(4)	20-May-1997	20.09.2011	5237
3	8(3)	30-Apr-1998	20.09.2011	4892
4	8(3)	30-Apr-1999	20.09.2011	4527
5	8(3)	30-Apr-2000	20.09.2011	4161
6	8(3)	30-Apr-2001	20.09.2011	3796
7	8(3)	30-Apr-2002	20.09.2011	3431
8	8(3)	30-Apr-2003	20.09.2011	3066
9	8(3)	30-Apr-2004	20.09.2011	2700
10	8(3)	30-Apr-2005	20.09.2011	2335
11	8(3)	30-Apr-2006	20.09.2011	1970
12	8(3)	30-Apr-2007	20.09.2011	1605
13	8(3)	30-Apr-2008	20.09.2011	1239
14	8(3)	30-Apr-2009	20.09.2011	874
15	8(3)	30-Apr-2010	20.09.2011	509
16	8(3)	30-Apr-2011	20.09.2011	144

The Target Company has complied with provisions of the Regulations 6(2), 6(4) and 8(3) of SEBI (SAST) Regulations, 1997 with certain delays as mentioned above in the table.

SEBI may take suitable action against the promoter and the target company for aforesaid delay compliances.

5.18 Status of corporate governance compliances by APPL: -

As per the Annual Report for the Financial Year 2010-2011, the Target Company has complied with the norms of the SEBI Guidelines on Corporate Governance as enumerated in Clause 49 of the Listing agreements with Stock Exchanges.

The Company has filed the latest Corporate Governance report with the Stock Exchange as on 31st March 2012. The details are as follows:

Name of the Company: Artech Power Products Limited
Quarter ending on : 31st March 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		---
(A) Composition of Board	49(IA)	Yes	---
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	---
(C) Other provisions as to Board and Committee	49 (IC)	Yes	---
(D) Code of Conduct	49 (ID)	Yes	---
II. Audit Committee			---
(A)Qualified & Independent Audit Committee	49 (IIA)	Yes	---
(B)Meeting of Audit Committee	49 (IIB)	Yes	---
(C)Powers of Audit Committee	49 (IIC)	Yes	---
(D)Role of Audit Committee	49 (IID)	Yes	---
(E)Review of Information by Audit Committee	49 (IIE)	Yes	---
III. Subsidiary Companies	49 (III)	NA	---
IV. Disclosures	49 (IV)		---
(A)Basis of related party transactions	49 (IV A)	Yes	---
(B) Board Disclosure	49 (IV B)	Yes	---
Proceeds from public issues, rights issues, Preferential issues etc	49 (IV C)	NA	---
Remuneration of Directors	49 (IV E)	Yes	---
Management	49 (IV F)	Yes	---
Shareholders	49 (IV G)	Yes	---
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	---
VII Compliance	49 (VII)	Yes	---

5.19 Mr. Vijayan IV is the Compliance Officer of the Company, his address is Anitha First Floor, S A Road, Elamkulam, Cochin-682020, Tel No.: +91-9349594488, Email : artech.power@gmail.com

6 OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on the Bombay Stock Exchange Limited, Mumbai (BSE), Cochin Stock Exchange Limited (CSE), Delhi Stock exchange Limited (DSE) and Madras Stock Exchange Limited (MSE). The shares are placed under **Group 'T'** having a Scrip Code of **"517481"** & Scrip Id: **ARTKPOW** on the BSE..

6.1.2 , There has been no trading in the shares of Target Company as per the data maintained on the website of the BSE i.e. www.bseindia.com during twelve calendar months preceding the month in which this PA is made. The Equity Shares of APPL are not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations.

6.1.3 The Offer Price of Rs. 1.25/- (Rupee One and Twenty Five Paise only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Negotiated price under the Shares Purchase Agreement	1.00
(b)	The volume- weighted average price paid or payable for acquisitions by the acquirer during 52 weeks immediately preceding the date of PA.	Not applicable
(c)	Highest price paid or payable for acquisitions by the acquirer during 26 weeks immediately preceding the date of PA.	Not applicable
(d)	the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period.	Not applicable

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)	
(e)	Other Financial Parameters as at:	**31.03.2011**	**31.12.2011**
	(i) Return on Net Worth	33.61	13.79
	(ii) Book Value Per Share	0.29	0.31
	(iii) Earning Per Share	0.10	0.04

In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 1.25/- (Rupee One and Twenty Five Paise Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

The Fair Value of APPL is negligible as certified vide Valuation certificate dated 2nd May 2012, by R N More (Membership No. 040031) of M/s. R N More & Associates, Chartered Accountants having its office situated at… D-204, Riddhi Siddhi Complex, Prem Nagar Road, Off. S. V. Road, Goregaon (W), Mumbai – 400 062 Tel: 2878 4970 Tel/Fax: 2876 1438 E-mail: rnmoreassciates@gmail.com

6.2 Financial Arrangements

6.2.1 Assuming full acceptance under the offer, the maximum consideration payable by the Acquirers under the offer would be Rs. 12,26,647.50 (Rupees Twelve Lakhs Twenty Six Thousand Six Hundred and Forty Seven and Fifty Paise Only) ("maximum consideration") i.e. consideration payable for acquisition of 9,81,318 equity shares of the target Company at offer price of Rs.1.25/- per Equity Share.

6.2.2 The Acquirers have adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirers.

6.2.3 Assuming the full acceptance of 26% i.e. acquisition of 9,81,318 equity shares of the target Company, the total requirement of funds for the Open Offer is Rs. 12,26,647.50 (Rupees Twelve Lakhs Twenty Six Thousand Six Hundred and Forty Seven and Fifty Paise Only). In compliance of Regulation 17 of SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account bearing no. 00600350106545 with the Escrow Agent, i.e. HDFC Bank Limited, having address at 2nd floor, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai 400 001, and have deposited cash of Rs. 3,10,000/- (Rupees Three Lakhs Ten Thousand Only), being more than 25% of the total amount required for the Open Offer. The Acquirers have empowered M/s Comfort Securities Limited, Manager to the Offer, to instruct the bank to issue demand draft or to make payment of the amounts to the shareholders who tendered their shares in the open offer and realise the value of the escrow account in terms of Regulation 17(5) of the SEBI (SAST) Regulations, 2011.

6.2.4 The Acquirers have duly empowered M/s Comfort Securities Limited, Manager to the Offer, to realise the value of the escrow account in terms of the SEBI (SAST) Regulations, 2011.

6.2.5 The Manager to the Offer, M/s Comfort Securities Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations.

6.2.6 M/s. Vishves A Shah & Co. Chartered Accountants, Proprietor: Mr. Vishves A Shah (Membership No. 109944 and Firm Regn No. 121356W), having his office at No 22, Narayan Park-1, Bopal, Ahmedabad-380058 Tel. No. +91-9825471182; Email: vishvesca@gmail.com certified that the total Net Worth of Mr. Nirmal Kumar R Tiwari and Mr. Vikram Kumar Karanraj Sakaria, Acquirers as on 31st March, 2012 is Rs. 375.00 Lacs and 99.35 lacs respectively and have sufficient means to fulfil the obligations under this open offer.

6.2.7 The Manager to the Offer, M/s. Comfort Securities Limited, hereby confirms that the Acquirers are capable to implement the Offer obligations in accordance with the SEBI (SAST) Regulations.

7 TERMS AND CONDITIONS OF THE OFFER

7.1 Persons eligible to participate in the Offer

7.1.1 Registered shareholders of Artech Power Products Limited, and unregistered shareholders who own the Shares of Artech Power Products Limited on or before the last date of tendering period excluding the parties to the Share Purchase Agreement and other existing promoters / Promoter Group are eligible to participate in the offer.

7.1.2 No Equity Shares of APPL are under lock-in requirements as per SEBI Regulations. There shall be no discrimination in the acceptance of locked in and non-locked in shares in the Offer.

7.2 Statutory Approvals

7.2.1 NRI/OCB Shareholders who wish to tender their Shares in the Offer will be required to submit all the previous RBI approvals (Specific and general) that they would have obtained for acquiring the Shares of Target Company. In case the previous RBI approvals are not being submitted, the Acquirers reserves the right to reject the Shares tendered in the Offer.

7.2.2 No approval from any bank or financial institutions is required for the purpose of this Offer.

7.2.3 As on the date of this DLOF, to the best of the knowledge of Acquirers, there are no statutory or other approval which are required to make this Offer. However, in case of any regulatory or statutory or other approval being required at a later date before the closure of the Tendering Period, the Offer shall be subject to all such approvals and the Acquirers shall make the necessary application for such approvals

7.2.4 The Open Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

7.2.5 In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations, 2011, will be adhered to, i.e. SEBI have power to grant extension of time to Acquirers for payment of consideration to Shareholders subject to Acquirers agreeing to pay interest for delayed period as directed by SEBI.

7.2.6 The Acquirers shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders who have accepted the open offer within 10 working days from the last date of the tendering period.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1.1 The Acquirers have appointed **Purva Sharegistry (India) Pvt. Ltd** as the Registrar to the Offer.

8.1.2 All eligible Equity Shareholders of fully paid Equity Shares of APPL, registered or unregistered who wish to avail and accept the Offer will be required to communicate their acceptance along with all relevant documents in the form and manner specified in the LoO/FoA at below mentioned collection centre on or before closure of the Offer i.e Friday, 20th July 2012. The documents shall be tendered at below mentioned collection centre on all working days i.e. from Monday to Friday between 10.00 a.m. to 6.00 p.m. and on Saturday from 10.00 a.m. to 1.00 p.m. The centre will be closed on Sundays and Public holidays.

Address of Collection Centre	Name of the Contact Person, Tel. No., Fax No. and Email	Mode of Delivery
PURVA SHAREGISTRY (INDIA) PVT. LTD SEBI Registration No. INR000001112 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai - 400011	Mr. Rajesh Shah Email : busicomp@vsnl.com Website : www.purvashare.com Tel. No. 022 -23018261/23016761 Fax no.: 022 - 23012517	Hand Delivery / Registered Post

Shareholders are advised to ensure that the Form of Acceptance cum Acknowledgement and other documents are complete in all respects; otherwise the same are liable to be rejected. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the Special Depository Account before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares, not credited in favour of the special depository account before the closure of the Offer, will be rejected.

8.1.2.1 Shareholders should send all the relevant documents mentioned herein.

I For equity shares held in physical form – Documents to be delivered:

A Registered Shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- Original Share Certificate(s).
- Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with APPL and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with this LoO.
- Self attested copy of the PAN card.

B Unregistered owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.

- ❖ Original Share Certificate(s).
- ❖ Original Broker Contract Note.
- ❖ Valid Share Transfer form(s) as received from the market.
- ❖ Self attested copy of the PAN card of all the proposed transferees.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of buyer will be filled upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

II For Equity shares held in demat form:

C. Beneficial owners should enclose:

- ❖ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
- ❖ Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP.
- ❖ For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance.
- ❖ The Beneficial Owners who hold shares in demat form are required to execute a trade by tendering the Delivery Instruction for debiting their Beneficiary Account with the concerned DP and crediting the Special Depository Account. The credit in the Special Depository Account should be received on or before 6.00 pm as on the date of closure of the Offer, i.e., Friday, 20th July 2012.
- ❖ The Delivery Instructions to be given to the DP should be in “Off-Market” mode only. A special depository account has been opened, details thereof are as under:

Account Name	“PSIPL-ESCROW A/C – ARTECH OPEN OFFER ”
Depository	National Securities Depository Limited (NSDL)
DP Name	Trustline Securities Limited
DP ID Number	IN303743
Client ID Number	10000877
Mode	Off Market

Shareholders having their beneficiary account with Central Depository Services (India) Limited (CDSL), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the above mentioned Special Depository Account with NDSL. In case of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirers may deem the Offer to have been accepted by the shareholder.

Applicants may send their documents only by Registered Post, at their own risk, if not hand delivered at the designated collection centre, to the Registrar at the addresses as mentioned here-in-above during business hours indicated above other than on holidays. Please note that the Share Certificates/Delivery Instruction Slip and other documents in relation to the acceptance of the Offer should not be sent to the Acquirers or the Target Company. Such documents should not be sent to the Manager to the Offer.

8.1.3 In case of non-receipt of the Letter of Offer, Shareholders may obtain a copy of the same by writing to the Registrar to the Offer at either of the collection centres mentioned at 8.1.2 marking the envelope “Artech Power Products -Open Offer”. Alternatively, eligible Shareholders may send their acceptance to the Registrar to the Offer, on a plain paper stating their name, address, folio nos., distinctive nos. no. of Shares held, No. of Shares tendered, along with documents as mentioned at para 8.1.3 so as to reach the Registrar to the Offer on or before 6.00 p.m on the Closure of the Offer i.e Friday, 20th July, 2012 or in case of beneficial owners they may send their application in writing to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of Shares held; Number of shares offered; DP name; DP ID; Beneficiary Account Number and a photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favour of the Special Depository Account, or the eligible persons can write to the Manager to the Offer requesting for the LoO and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e., not later than Friday, 20th July, 2012. Unregistered owners should not sign the transfer deed and the transfer deed should be valid for transfer. Alternatively, the LoO and Form of Acceptance cum Acknowledgement will be available on SEBI’s website (www.sebi.gov.in), from the date of Opening of the Offer. The eligible persons can download the Form of Acceptance cum Acknowledgement from the SEBI’s website and apply using the same.

8.1.4 No Indemnity is needed from Unregistered Shareholders.

8.2 If the aggregate of the valid responses to the Offer exceeds 9,81,318 fully paid up Equity Shares, then the Acquirers shall accept the valid applications received on a proportionate basis in such a way that acquisition from a shareholder shall not be less than the market lot or the entire holding, if it is less than the market lot. The marketable lot of APPL **is 100 (Hundred) Equity Shares** for physical shares and **1 (One) Equity Share** for shares held in Demat.

8.3 In case of delay in receipt of any statutory approval, Regulation 18(11) of SEBI (SAST) Regulations, 2011, will be adhered to, i.e. SEBI have power to grant extension of time to Acquirers for payment of consideration to Shareholders of APPL, subject to Acquirers agreeing to pay interest for delayed period as directed by SEBI. If the delay in payment consideration is not due to the above reasons, then the amount held in the Escrow Account shall be subject to forfeiture as per Regulation 17(9) and dealt in the manner provided in Regulation 17(10) of the SEBI (SAST) Regulations, 2011.

8.4 Unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders' sole risk to the sole/ first shareholder. Unaccepted shares held in dematerialised form will be credited back to the beneficial owners' DP account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective depository participants when transferred by the Registrar to the Offer.

8.5 The Registrar to the Offer will hold in trust the shares/share certificates, Form of Acceptance cum Acknowledgment, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the cheques/drafts for the consideration and/ or the unaccepted shares/ share certificates are despatched/ returned.

8.6 Payment of consideration for the applications accepted in the Offer shall be made within 10 working days from the last date of the tendering period. Credit for the consideration will be given to the shareholders whose Equity Shares have been accepted in the Open Offer by ECS, or crossed account payee cheques/pay orders/demand drafts, RTGS and NEFT.

8.7 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Special Depository Account is received on or before the date of Closure of the Offer, i.e., not later than Friday, 20th July, 2012 else the application would be rejected.

8.8 The consideration received by the shareholders for Equity Shares accepted in the Offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further, the securities transaction tax will not be applicable on Equity Shares accepted in this Offer.

8.9 Dispatches involving payment of a value in excess of Rs. 1,500/- will be made by registered post/speed post at the shareholder's sole risk. In the case shareholders residing in any of the centres specified by the SEBI and have opted an option to get payment consideration through electronic transfer of funds by using ECS (Electronic Clearing Service), Direct Credit, RTGS (Real Time Gross Settlement) or NEFT (National Electronic Funds Transfer), as is for the time being permitted by the Reserve Bank of India should provide all the necessary Bank details including MICR code or RTGS code or IFSC code in Form of Acceptance-cum-Acknowledgement and the payment intimation will be sent to the sole / first named shareholder of APPL whose equity shares are accepted by the Acquirers at his address registered with APPL. Rejected documents will be sent by registered post/speed post. All other despatches will be made by ordinary post at the shareholder's sole risk. All cheques / demand drafts will be crossed Account Payee and will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the cheque / demand draft.

8.10 **Non Resident Shareholders**

8.10.1 Non-Resident Shareholders may tender their Shares in accordance with the Procedure mentioned at 8.3 (as applicable) above. In case the RBI approvals are not submitted, the Acquirers reserves the right to reject such equity shares.

8.10.2 While tendering the shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirers reserves the right to reject such shares tendered.

8.10.3 While tendering shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by Acquirer under the Income Tax Act, 1961 (the "Income Tax Act"), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, Acquirers will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

8.10.4 The above documents should not be sent to the Acquirers or to APPL or to the Manager to the Offer. The same should be sent to the Registrar to the Offer only at the collection centres given above in 8.1.3.

8.11 **General**

a. The Form of Acceptance and instructions contained therein are integral part of this LoO.

b. Neither the Acquirers nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of APPL.

c. The Offer Price is denominated and payable in Indian Rupees only.

d. All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole/first applicant, folio number, Number of Equity Shares tendered, date of lodgement of the Form of Acceptance and other relevant particulars.

e. If there is any upward revision in the Offer Price by the Acquirers at any prior to commencement of the last three working days before the commencement of the tendering period viz., Tuesday, 3rd July 2012 the same would be informed by way of another Public Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published as per Regulation 18(7) of SEBI (SAST) Regulations, 2011.

f. If there is Competing Offer:

- The Public Offers under all the subsisting bids shall close on the same date.
- The Offer Price can be revised at any time prior to the commencement of the last three working days before the commencement of the tendering period to know the final Offer Price of each bid and tender their acceptance accordingly.

9 DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at Comfort Securities Limited A-301, Hetal Arch, Opp Natraj Market, S. V. Road, Malad (West), Mumbai – 400 064 from 10.30 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

9.1 Certificate of Incorporation, Memorandum and Articles of Association of Artech Power Products Limited.

9.2 M/s. Vishves A Shah & Co., Chartered Accountants., certifying the Net worth of Acquirers as on 31/03/2012.

9.3 Annual Reports of APPL for years ended on March 31, 2009, 2010 and 2011

9.4 Certificate from HDFC Bank Limited having office at 2nd floor, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai-400001 confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation.

9.5 A copy of the Share Purchase Agreement between the Acquirers and the Sellers dated 3rd May 2012 for Acquisition of upto 9,83,900 (26.07%) which triggered the Open Offer.

9.6 Copy of Public Announcement dated 3rd May, 2012.

9.7 Published copy of the Detailed Public Statement, which appeared in the newspapers on Thursday, 10th May 2012 for acquisition of 9,81,318 Equity Shares.

9.8 Copy of Recommendation made by APPL Board of Directors dated 27th June 2012

9.9 Observation letter no. CFD/DCR/TO/DA/OW/13750/12 dated 21st June 2012 on the draft Letter of Offer filed with the Securities and Exchange Board of India.

9.10 Memorandum of Understanding between Lead managers i.e. Comfort Securities Limited. & Acquirers.

9.11 Undertaking from the Acquirers, stating full responsibility for all information contained in the P.A., Detailed Public Statement and the Letter of Offer.

9.12 Certificate from Statutory Auditors for financial data audited for the purpose of Open Offer of APPL, the Target Company.

9.13 Undertaking from the Acquirers that if they acquire any shares of the target company during the Offer Period, they shall inform Stock Exchanges, the Target Company and the Manager to the Offer within 24 hours as per Regulation 18(6) of SEBI (SAST) Regulations, 2011.

9.14 Undertaking from the Acquirers for unconditional payment of the consideration within 10 working days from the last date of the tendering period to all Shareholders of the Target Company whose applications are accepted in the Open Offer.

9.15 Undertaking from the Acquirers with regard to Directors Responsibility under Regulation 2(o) and Regulation 7(4) of SEBI (SAST) Regulations.

9.16 Valuation Certificated dated 2nd May 2012 issued by R N More & Associates for the valuation of fair value of target company

10. DECLARATION BY THE ACQUIRERS

10.1 The Acquirers Mr. Nirmal Kumar Tiwari and Mr. Vikram Kumar Karanraj Sakaria accept full responsibility for the information contained in this Letter of Offer and also accept responsibility for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations. All the information contained in this document is as on date of the Public Announcement, unless stated otherwise.

10.2 We have made all reasonable inquiries, accept responsibility for, and confirm that this Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

10.3 We hereby declare and confirm that all the relevant provisions of Companies Act, 1956 and all the provisions of SEBI (SAST) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 1956 and SEBI (SAST) Regulations.

Mr. Nirmal Kumar Tiwari

Mr. Vikram Kumar Karanraj Sakaria

Place: Mumbai
Date: 28.06.2012

ENCLOSURES :

1. Form of Acceptance cum Acknowledgement
2. Blank Share Transfer Deed(s) in the case of shares held in physical mode.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to **Purva Sharegistry (India) Pvt. Ltd**, Registrar to the Offer at their address given overleaf)

FORM OF ACCEPTANCE – CUM – ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

OFFER OPENS ON : Monday, 9th July 2012
OFFER CLOSES ON : Friday, 20th July 2012

FOR OFFICE USE ONLY	
Acceptance Number:	
Number of Equity Shares offered:	
Number of Equity Shares accepted:	
Purchase Consideration (Rs.):	
Cheque/ Demand Draft/Pay Order No/ECS:	

PLEASE READ THE INSTRUCTIONS OVERLEAF BEFORE FILLING-IN THIS FORM OF ACCEPTANCE

From: -

Name:

Address:

Status: Resident/ Non Resident

Folio No.:	Sr. No:	No of Shares Held:
Tel. No:	Fax No:	E-Mail:

To,

Mr. Nirmal Kumar Tiwari and Mr. Vikram Kumar Karanraj Sakaria
C/o. Purva Sharegistry (India) Pvt. Ltd
SEBI Registration No. INR000001112
9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai - 400011

Dear Sir,

Sub.: Cash Offer for purchase of 9,81,318 (Nine Lacs Eighty One Thousand Three Hundred and Eighteen Only) Equity Shares of Artech Power Products Limited at a price of Rs. 1.25 (Rupees One and Twenty Five Paise Only) per Share under SEBI (SAST) Regulations, 2011.

I/We refer to the Letter of Offer dated 28th June 2012 for acquiring the Equity Shares held by me/us in APPL.

I/We, the undersigned, have read the Letter of Offer, Detailed Public Statement and understood their contents including the terms and conditions and procedure as mentioned therein.

FOR SHARES HELD IN PHYSICAL FORM

I/We, hold the following shares in physical form and accept the Offer and enclose the original Share certificate (s) and duly signed share transfer deed (s) in respect of my/our Shares as detailed below:

Sr. No.	Certificate No.	Distinctive No(s)		No. of Equity Shares
		From	To	
Total Number of Equity Shares				

(Please attach authenticates additional sheets, if required)

I/We confirm that the equity shares of APPL which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We note and understand that the original share certificate(s) and the valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the Acquirers makes payment of the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirers will pay the consideration only after verification of the documents and signatures.

SHARES HELD IN DEMATERIALIZED FORM

I/We hold the following shares in Demat Form and accept the Offer and enclose a photocopy of the Depository Delivery Instruction(s) in ***"Off-market"*** mode duly acknowledged by my/our Depository Participant ("DP") in respect of my/our equity shares as detailed below:

DP NAME	DP I.D.	CLIENT ID.	NAME OF THE BENEFICIARY	NO OF SHARES OFFERED

I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled **"PSIPL – ESCROW A/C – ARTECH OPEN OFFER"** ("Depository Escrow Account") details are as under:

Account Name	"PSIPL – ESCROW A/C – ARTECH OPEN OFFER"
Depository	National Securities Depository Limited (NSDL)
DP Name	Trustline Securities Limited
DP ID Number	IN303743
Client ID Number	10000877
Mode	Off Market

Shareholders having their beneficiary account with Central Depository Services (India) Limited (CDSL), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the above mentioned Special Depository Account with NDSL. In case of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirers may deem the Offer to have been accepted by the shareholder

I / We confirm that the equity shares of APPL which is being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.

I / We authorize the Acquirers to accept the equity shares so offered or such lesser number of equity shares that the Acquirers may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirers to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.

My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these equity shares. I / We agree that the Acquirers may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.

I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirers makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.

I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.

I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirers make payment of purchase consideration as mentioned in the Letter of Offer.

I / We irrevocably authorise the Acquirers to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with APPL/DP:

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with APPL:

Name

Address

Place: ———————— Date: ————————— Tel. No(s). : ———————— Fax No.: ——————

So as to avoid fraudulent encashment in transit, the shareholder(s) are requested to kindly provide the following bank details of the first/sole shareholder and the consideration will be payable by way of ECS Mode/ cheque or demand draft will be drawn accordingly. In case of shareholders holding Shares in electronic mode, bank particulars noted with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished. In order to receive payment consideration through ECS mode, the shareholders are requested to compulsorily provide their following bank details:-

Bank Account No.: --
Type of Account: ------------------------------ (Savings / Current / Other (please specify))
Name of the Bank: --
Name of the Branch and Address: --

MICR Code of Bank———--
IFSC Code of Bank---

The Permanent Account No. (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

PAN / GIR No.	1st Shareholder	2nd Shareholder	3rd Shareholder

Enclosure (Please tick)

- Power of Attorney, if any person apart from the shareholder, has signed the acceptance from or transfer deed(s)
- Duly attested Death certificate/succession certificate (in case of single shareholders) in case the original shareholders has expired
- RBI approval (for NRI/OCB/Foreign shareholders)
- Corporate Authorisation in case of companies along with Board resolutions and specimen signature of authorized signatory
- No objection certificate & Tax clearance certificate under Income Tax Act, 1961 (for NRI/OCB/Foreign shareholders)
- Other (please specify)

Yours faithfully,

Signed and Delivered:

PARTICULARS	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings, all the holders must sign. In case of body corporate, stamp of the company should be affixed and necessary Board Resolution should be attached.

INSTRUCTIONS
1. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2. The Form of Acceptance should be filled-up in English only.
3. Signature(s) other than in English, Hindi, Malayalam, and thumb impressions must be attested by a Notary Public under his Official Seal.

Mode of tendering the Equity Shares Pursuant to the Offer:
I. The acceptance of the Offer made by the Acquirers is entirely at the discretion of the equity shareholder of APPL.

II. Shareholders of APPL to whom this Offer is being made, are free to offer his / her / their shareholding in APPL for sale to the Acquirers, in whole or part, while tendering his / her / their equity shares in the Offer.

Business Hours: Monday to Friday: 10.00 hours to 18.00 hours
Saturday: 10.00 to 13.00 hours
Holidays: Sundays, Public Holidays and Bank Holidays

ACKNOWLEDGEMENT SLIP

ARTECH POWER PRODUCTS LIMITED - CASH OFFER

Folio No.: Serial No.

Received from Mr. / Ms. ____Address:_______________________

____Form of Acceptance for _____________________________________ Shares along with a copy of _______________________

________________________ Share Certificate(s) ___________________ Transfer Deed folio number (s)_____________

For accepting the Offer made by the Acquirers

Signature of Official and Date of Receipt	Stamp of Registrar to the Offer	Date of Receipt

INSTRUCTIONS

1. Shareholders should enclose the following:-.

For Equity shares held in physical form: -

Registered Shareholders should enclose:

- ❖ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- ❖ Original Share Certificate(s).
- ❖ Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with APPL and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with this LoO.
- ❖ Self attested copy of the PAN card.

Unregistered owners should enclose:

- ❖ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- ❖ Original Share Certificate(s).
- ❖ Original Broker Contract Note.
- ❖ Valid Share Transfer form(s) as received from the market.
- ❖ Self attested copy of the PAN card of all the proposed transferees.

3. The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to the Registrar to the Offer and not to the Manager to the Offer or the Acquirer or APPL.

4. Non resident shareholders/FII/OCB should enclose a copy of the permission received from RBI for the equity shares held by them in APPL. If, the shares are held under General Permission of RBI, the non resident shareholder should state that the shares are held under General Permission and whether on repatriable basis or non repatriable basis.

5. Non resident shareholders/FII should enclose No Objection certificate/ Tax Clearance certificate from the Income Tax Authorities under Income-Tax Act, 1961, indicating the tax to be deducted by the Acquirers before remittance of consideration otherwise tax will be deducted at marginal rate as may be applicable to the category of the shareholder on the consideration payable by the Acquirers.

6. Shareholders who wish to accept the Offer and tender their Equity Shares pursuant to this Offer will be required to communicate their acceptance along with all relevant documents in the form and manner specified in the LoO to the Registrar to the Offer on or before closure of the Offer i.e **Friday, 20th July 2012,** The documents shall be tendered at the above centre between **10.00 am to 6.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturday.** The centre will be closed on Sundays and Public holidays.

8. Applicants may send their documents only by Registered Post/Courier, at their own risk, if not hand delivered at the designated collection centre, to the Registrar during business hours indicated above other than Sunday and public holidays.

THE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE FORM OF ACCEPTANCE/SHARES ARE RECEIVED BY THE REGISTRAR TO OFFER AFTER THE CLOSURE OF THE OFFER I.E 6.00 P.M ON FRIDAY, 20TH JULY 2012 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE LIABLE TO BE REJECTED.

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For Future Correspondence, if any, should be addressed to Registrar to the Offer at the following address

Mr. Nirmal Kumar Tiwari and Mr. Vikram Kumar Karanraj Sakaria
C/o. Purva Sharegistry (India) Pvt. Ltd
SEBI Registration No. INR000001112
9, Shiv Shakti Industrial Estate,
J.R.Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai - 400011
Tel. No. 022 –23018261/23016761
Fax no.: 022 – 23012517
Contact Person : Mr. V B Shah
Email: busicomp@vsnl.com
Website : www.purvashare.com