DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 13(4) READ WITH REGULATION 15 (2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

ARTECH POWER PRODUCTS LIMITED

(CIN: L31104KL1989PLC005478)

Registered Office: Anitha, 2nd Floor, S A Road, Elamkulam, Cochin-682 020, Kerala

Tel: +91 484 2203697, E-Mail ID: artech.power@gmail.com Website: www.artechpower.com

Open Offer for acquisition of 37,89,342 fully paid-up Equity Shares of face value of ₹10 each from the Shareholders of Artech Power Products Limited (hereinafter referred to as the 'APPL' or 'Target Company'), in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ['SEBI (SAST) Regulations'] by Mr. Bhadresh Vasantrai Mehta ('Acquirer 1') and Mr. Parth Bhadresh Mehta ('Acquirer 2') (hereinafter collectively referred to as 'Acquirers')

This Detailed Public Statement ('DPS') is being issued by **Mark Corporate Advisors Private Limited**, the Manager to the Offer (**'Manager'**), for and on behalf of the Acquirers, in compliance with Regulation 13(4) of the SEBI (SAST) Regulations pursuant to the Public Announcement ('PA') sent to BSE Limited (BSE), Madras Stock Exchange Limited (MSE), Cochin Stock Exchange Limited (CSE) and Delhi Stock Exchange Limited (DSE), and to the Target Company on September 05, 2014 and filed with Securities and Exchange Board of India (the "SEBI") on September 08, 2014 in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

Definitions:

(a.) **"Emerging Voting Capital"** shall mean the paid-up equity share capital of 1,48,38,715 Equity Shares of ₹10 each of the Target Company being the paid-up equity share capital after allotment of 1,46,50,000 Equity Shares to the Acquirers and Non-Promoters on a Preferential Allotment basis as detailed below.

(b.) **"Preferential Allotment"** means issue and allotment of 1,10,00,000 Equity Shares at par representing 74.13% of the Emerging Voting Capital to the Acquirers (66,00,000 Equity Shares representing 44.48% of the Emerging Voting Capital to Acquirer 1 and 44,00,000 Equity Shares representing 29.65% of the Emerging Voting Capital to Acquirer 2) on a preferential allotment basis in compliance with the relevant provisions of the Companies Act, 2013 read with Chapter VII (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to approval of shareholders of the Target Company at its Extra Ordinary General Meeting to be held on September 30, 2014.

(c.) **"Open Offer / Offer"** shall mean the open offer made by the Acquirers to the public shareholders of the Target Company for the acquisition of 25.54% of the Emerging Voting Capital in accordance with the Regulations. Pursuant to Share Purchase Agreement (SPA) for 49,373 Equity Shares (0.33% of the Emerging Voting Capital) and Preferential Allotment to the Acquirers of 1,10,00,000 Equity Shares (74.13% of the Emerging Voting Capital), the balance available is only 37,89,342 Equity Shares (25.54% of the Emerging Voting Capital) and hence the Offer size is restricted to 25.54% of the Emerging Voting Capital only as against 26% required under Regulation 7(1) of the Regulations.

(d.) **"Public Shareholders"** shall mean all the public shareholders of the Target Company excluding the parties to the Share Purchase Agreement but including proposed non-promoter allottees under Preferential Allotment.

I. ACQUIRERS, SELLERS, TARGET COMPANY & OFFER:

A. Information about the Acquirers:

1. Details of the Acquirers:

1.1 **Mr. Bhadresh Vasantrai Mehta ('Acquirer 1')**, S/o Mr. Vasantrai Mehta, aged about 57 years is an under graduate and residing at 402, Manju Apartment, 2-A, Narayan Dhabolkar Road, Mumbai-400 006 (Tel No.: +91 22 6117 1101, Fax No.: +91 22 2490 1329 Email: service@bhadreshindia.com). His Permanent Account Number (PAN) is AACPM0152D. He has a combined experience of more than 35 years in domestic and international trading business mainly in cotton, yarn, etc. The Net worth of Mr. Bhadresh Vasantrai Mehta as on August 31, 2014 as certified by Mr. James K Shah (Membership No. 36195) of M/s. James Shah & Co., Chartered Accountant having office at 230/231, Majestic Shopping Centre, 2nd floor, 144, J. S. S Road (Girgaon), Mumbai-400 004 Tel. No.: +91 22 2388 8781 / +91 22 6450 5421, Fax No.: +91 22 6631 4074; Email: jamesshah_007@hotmail.com vide certificate dated September 05, 2014 is ₹16,65,19,258.

The major entities promoted/controlled/managed by Mr. Bhadresh Vasantrai Mehta are as under:

Sr. No.	Name of the Company	Current Designation
1)	Kin-tex Engineers Private Limited	Director
2)	Bhadresh Trading Corporation Limited	Director
3)	Bhadresh Natural Resources Private Limited	Director
4)	Bhadresh Infra Venture Private Limited	Director
5)	Giriraj Gining & Pressing Private Limited	Director
6)	Britex Cotton International Limited	Director
7)	Cotton Association of India	Director
8)	Bhadresh Agro Venture Limited (*formerly known as Bhadresh Agro Venture Private Limited*)	Director
9)	BTC Cashcot Industries Limited	Director
10)	Bhadresh Agro Industries Pte Ltd	Director
11)	Lavan Salt Private Limited	Director

Note: None of the above entities are listed on any Stock Exchanges.

1.2 **Mr. Parth Bhadresh Mehta ('Acquirer 2')**, S/o Mr. Bhadresh Vasantrai Mehta, aged about 26 years is a B.E. in Computers and residing at 402, Manju Apartment, 2-A, Narayan Dhabolkar Road, Mumbai-400 006 (Tel No.: +91 22 6117 1101, Fax No.: +91 22 2490 1329 Email: service@bhadreshindia.com). His Permanent Account Number (PAN) is ANWPM9376N. He has a combined experience of more than 4 years in trading (Export & Import) of cotton, yarn, cashew nuts etc. The Net worth of Mr. Parth Bhadresh Mehta as on August 31, 2014 as certified by Mr. James K Shah (Membership No. 36195) of M/s. James Shah & Co., Chartered Accountant having office at 230/231, Majestic Shopping Centre, 2nd floor, 144, J. S. S Road (Girgaon), Mumbai-400 004 Tel. No.: +91 22 2388 8781 / +91 22 6450 5421, Fax No.: +91 22 6631 4074; Email: jamesshah_007@hotmail.com vide certificate dated September 05, 2014 is ₹5,41,24,950.

The major entities promoted/controlled/managed by Mr. Parth Bhadresh Mehta are as under:

Sr. No.	Name of the Company	Current Designation
1)	Bhadresh Agro Venture Limited (*formerly known as Bhadresh Agro Venture Private Limited*)	Director
2)	Bhadresh Trading Corporation Limited	Director
3)	Bhadresh Natural Resources Private Limited	Director
4)	Bhadresh Infra Venture Private Limited	Director
5)	Giriraj Gining & Pressing Private Limited	Director
6)	Britex Cotton International Limited	Director
7)	BTC Cashcot Industries Limited	Director
8)	Bhadresh Agro Industries Pte Ltd	Director

Note: None of the above entities are listed on any Stock Exchanges.

2. Mr. Bhadresh Vasantrai Mehta ('Acquirer 1') is the father of Mr. Parth Bhadresh Mehta ('Acquirer 2').
3. The Acquirers belong to Bhadresh Group of Companies.
4. None of the entities mentioned under 1.1 and 1.2 above are participating or interested or acting in concert in this Open Offer.
5. As on the date of this DPS, the Acquirers do not hold any Equity Shares in the Target Company, However:

(i.) The Acquirers and the Sellers (Promoters of the Target Company) have entered into a Share Purchase Agreement dated September 05, 2014 ("Share Purchase Agreement"/"SPA"), pursuant to which, the Acquirers have agreed to purchase from the Sellers 49,373 Equity Shares, representing 0.33% of the Emerging Voting Capital. Mr. Bhadresh Vasantrai Mehta has agreed to acquire 30,218 Equity Shares at ₹10 each from Mr. Vikram Kumar Karnaraj Sakaria (0.20% of the Emerging Voting Capital) and Mr. Parth Bhadresh Mehta has agreed to acquire 19,155 Equity Shares at ₹10 each from Mr. Nirmal Kumar Ramnath Tiwari (0.13% of the Emerging Voting Capital).

(ii.) Pursuant to the Preferential Allotment of 1,46,50,000 Equity Shares which is subject to approval by the shareholders of the Target Company and other conditions precedent, the Acquirers will hold 1,10,00,000 Equity Shares comprising 74.13% of the Emerging Voting Capital. Mr. Bhadresh Vasantrai Mehta will hold 66,00,000 Equity Shares at ₹10 each (44.48% of the Emerging Voting Capital) and Mr. Parth Bhadresh Mehta will hold 44,00,000 Equity Shares at ₹10 each (29.65% of the Emerging Voting Capital) through Preferential Allotment in the Target Company.

6. The Acquirers had not acquired shares of the Target Company during 12 months period prior to Public Announcement made to the shareholders of the Target Company.
7. Neither the Acquirers nor any of the Company with which the Acquirers are associated with, are in Securities related business and registered with SEBI as a Market Intermediary.
8. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 and subsequent amendments thereto or under any other regulations made under the SEBI Act, 1992.
9. As on the date of this DPS, the Acquirers do not hold any Equity Shares of the Target Company except shares acquired through SPA.
10. As on the date of this DPS, Acquirers does not have any interest in the Target Company and there are no Directors representing the Acquirers on the Board of Directors of the Target Company.
11. There are no persons acting in concert in relation to the Offer within the meaning of 2(1) (q) (1) of the SEBI (SAST) Regulations.

B. Information about the Sellers :

1. Pursuant to the Share Purchase Agreement ('SPA') dated September 05, 2014, the Acquirers have agreed to purchase 49,373 Equity Shares from the following shareholders (all of whom are individuals) of the Target Company (referred as "**Sellers**"/"**Selling Shareholders**"):

Sr. No.	Name & PAN	Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
				Pre Transaction		Post Transaction	
				No of Shares*	%	No of Shares	%
1.	Mr. Vikram Kumar Karanraj Sakaria *PAN*: AEAPS1142R	12, Ratnakalash Apt, 9, Satya Narayan Society, Ramnagar, Sabarmati, Ahmedabad-380 005	Yes	30,218	0.20	NIL	NIL
2.	Mr. Nirmal Kumar Ramnath Tiwari *PAN*: AAZPT3562B	21, Surdhara Bunglow, Drive In Road, Thaltej, Ahmedabad-380 054	Yes	19,155	0.13	NIL	NIL
	TOTAL			49,373	0.33	NIL	NIL

* *The shares held at present is 9,87,600 Equity Shares which will get reduced to 49,373 shares on account of Capital Reduction vide Order dated July 23, 2014 of Honorable Kerala High Court. The Record Date for this purpose was fixed as August 26, 2014 and the necessary corporate action will be done after receipt of listing approval of BSE.*

2. None of the Sellers as mentioned above have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act, 1992.
3. The ISIN of the Target Company is currently inactive on BSE Limited on account of Capital Reduction. The Target Company is in the process of filing the listing application to BSE Limited. The Shares acquired through SPA will be transferred to the Demat Escrow Account namely **'APPL SELLING SHAREHOLDERS ESCROW ACCOUNT-OPERATED BY-MCAPL'**, opened with Sunteck Wealthmax Capital Private Limited, whose operating authority rests with the Manager to the Offer immediately after the ISIN is activated.

C. Information about the Target Company- Artech Power Products Limited ('APPL'):

1. The Target Company, Artech Power Products Limited, bearing CIN No. L31104KL1989PLC005478 was incorporated on September 15, 1989 in the State of Kerala under the Companies Act, 1956. There has been no change in the name of the Company during the last three years.
2. The Registered Office of the Target Company is situated at Anitha, 2nd Floor, S A Road, Elamkulam, Cochin-682 020, Kerala.
3. The main object of the Target Company as per Memorandum of Association inter-alia includes carrying on business as manufacturing, processing, assembling, testing, purchasing, exporting, importing all types of electronic, electrical and micro processor based power supplies, power convertors, power regulators and control stations, etc. Presently, the Target Company is not carrying on any business activity.
4. The Authorized Share Capital of the Target Company is ₹5,00,00,000 comprising of 40,00,000 Equity Shares of ₹10 each and 1,00,000 Redeemable Preference Shares of ₹100 each. The same will be increased to ₹17,00,00,000 comprising of ₹1,60,00,000 Equity shares of ₹10 each and 1,00,000 Redeemable Preference Shares of ₹100 each after approval of Shareholders in the EGM to be held on September 30, 2014.
5. The Issued, Subscribed and paid up Share Capital of the Target Company was ₹3,77,43,000 comprising of 37,74,300 Equity Shares of ₹10 each. However, vide Order dated July 23, 2014 of Honorable Kerala High Court , the paid up capital of the Target Company got reduced in the ratio of 1:20 to ₹18,87,150 comprising of 1,88,715 Equity Shares of ₹10 each. The Record Date for this purpose was fixed as August 26, 2014.
6. The Board of Directors of the Target Company at its meeting held on September 05, 2014, has approved, subject to compliance with applicable laws and regulations, receipt of approval of the shareholders and other necessary approvals, the issuance, by way of a preferential allotment pursuant to the provisions of Section 62 of the Companies Act, 2013 and other applicable legal provisions, including Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ["SEBI (ICDR) Regulations"] of 1,10,00,000 Equity Shares to the Acquirers such that the post preferential allotment shareholding of the Acquirers in the Target Company is 74.13% (without taking into consideration the Equity Shares that may be acquired by the Acquirers under this Offer and the Equity Shares that are proposed to be purchased from the Sellers pursuant to the Share Purchase Agreement dated September 05, 2014) and 36,50,000 shares to the non-promoters. Further, pursuant to the intimations to the Stock Exchanges, the Target Company has fixed the price for the Preferential Allotment at ₹10 per Equity Share, in accordance with Chapter VII of the SEBI (ICDR) Regulations. The approval of the shareholders of the Target Company for the Preferential Allotment has been sought in the Extra Ordinary General Meeting to be held on September 30, 2014.
7. As on date, the Promoters of the Target Company held 49,373 Equity shares (as per Demat statement, 9,87,600 Equity Shares which will get reduced to 49,373 equity shares after corporate action which is in process) constituting 26.16% of the paid up capital of the Target Company.
8. The Target Company was taken over by the existing promoters, viz. Mr. Vikram Kumar Karanraj Sakaria and Mr. Nirmal Kumar Ramnath Tiwari, in FY 2012-2013. The Offer Price was ₹1.25 per Equity Share.
9. There are currently no outstanding partly paid up shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a future date.
10. As on date of PA, the Promoters held 49,373 Equity Shares, representing 0.33% of the Emerging Voting Capital of the Target Company. However, they have entered into a SPA with the Acquirers on September 05, 2014 for the sale of said shares.
11. The equity shares of the Target Company are presently listed at BSE Ltd (BSE), Madras Stock Exchange Limited (MSE), Cochin Stock Exchange Limited (CSE), and Delhi Stock Exchange Limited (DSE). However, Equity Shares of APPL are not frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE421N01013.
12. The Trading in the Equity Shares of the Target Company is suspended on DSE for Non-Compliance of the Listing Agreement Clauses. Further, the Target Company has not complied with the requirements of the Listing Agreement with MSE and CSE. No penal action has been initiated by any of these Stock Exchanges against the Target Company. It is also suspended on BSE Limited due to procedural reasons i.e. on account of Capital Reduction.
13. Brief Audited Financial Information of the Target Company for the financial year ended on March 31, 2012, March 31, 2013, and March 31, 2014 are as follows:

(₹ in Lacs)

Particulars	FY 2013-14	FY 2012-13	FY 2011-12
Total Revenue	-	0.10	3.86
Net Profit/Loss	(4.63)	(3.77)	(9.80)
Paid up capital	377.43	377.43	377.43
Earnings Per Share (₹ per share)	(0.12)	(0.10)	(0.26)
Net Worth / Shareholders Fund	(7.31)	(2.68)	1.09

14. The Board of Directors of APPL consists of Mr. Nirmal Kumar Ramnath Tiwari (Managing Director) (DIN: 05233717), Mr. Vikram Kumar Karanraj Sakaria (Non Executive Director) (DIN: 05236323), Mr. Anup Shivprasad Mundhra (Independent Director) (DIN: 05379133), Mr. Jignesh Jaswantbhai Dave (Independent Director) (DIN: 06379141) and Mr. Rikenkumar Navinchandra Vira who has been appointed as Additional Director w.e.f September 05, 2014 (DIN: 06713042). None of the Directors of the Target Company represents the Acquirers.
15. The Compliance Officer of APPL is Mr. Nirmal Kumar Ramnath Tiwari, Managing Director of the Target Company.

D. Details of the Offer:

1. The Acquirers are making an Open Offer to all the public shareholders of the Target Company pursuant to regulation 3(1) and 4 of SEBI (SAST) Regulations, to acquire 37,89,342 Equity Shares of ₹10 each, representing 25.54% of Emerging Voting Capital of the Target Company at a price of ₹10.50 (Rupees Ten and Paise Fifty only) per Equity Share, payable in cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement (DPS) and the Letter of Offer (LoF) which will be sent to the public shareholders (except Sellers) of the Target Company.
2. This offer is made to Public Shareholders of the Target Company, in terms of the Regulation 7(6) of the SEBI (SAST) Regulations, other than the Acquirers and the Sellers.
3. The payment of consideration will be made to all the public shareholders, who have tendered their shares in acceptance of the Offer, within 10 working days from the expiry of the Tendering Period. Credit for the consideration will be made to the shareholders who have tendered shares in the Offer, by crossed account payee Cheques / Demand Drafts / National Electronic Clearance Service (NECS), where applicable, including Real Time Gross Settlement (RTGS) / National Electronic Funds Transfer (NEFT). It is desirable that shareholders provide bank details in the form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the Cheque/Demand Draft/Pay Order.
4. As on the date of this DPS, to the best of knowledge and belief of the Acquirers, there are no other statutory approvals required to acquire the equity shares tendered pursuant to this Offer. If any other statutory approvals are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirers will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations.
5. The Offer is not conditional and not subject to any minimum level of acceptance from the shareholders.
6. This is not a competing offer.
7. The Equity Shares of the Target Company will be acquired by the Acquirers as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
8. As of the date of this DPS, there are no instruments pending for conversion into Shares.
9. The Manager to the Offer i.e. Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.

E. The Acquirers does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

F. The acquisition of Equity Shares under the Offer (assuming full acceptance) may result in public shareholding in Target Company being reduced below 25% of the Emerging Voting Capital, which is the minimum level required as per the listing agreement entered into by the Target Company with the Stock Exchanges (the "**Listing Agreements**"). Accordingly, the Acquirers undertake that they shall take necessary steps to facilitate compliance of the Target Company with the minimum public shareholding norms as set out in the Listing Agreements and Securities Contracts (Regulation) Rules, 1957 within the time stipulated therein.

II. BACKGROUND TO THE OFFER:

1. On September 05, 2014, the Board of Directors of the Target Company, inter-alia, approved a Preferential Allotment of 1,46,50,000 Equity Shares of ₹10 each at par. Out of which 66,00,000 shares will be allotted to Mr. Bhadresh Vasantrai Mehta ("Acquirer 1"), 44,00,000 shares to Mr. Parth Vasantrai Mehta ("Acquirer 2") and balance 36,50,000 shares to non-promoters. Upon completion of the aforementioned preferential allotment of Equity Shares to the Acquirers, their aggregate holding in the Target Company would exceed 25% of the Emerging Voting Capital being the threshold set out in Regulation 3(1) of the Regulations. Further, the Acquirers have entered into a Share Purchase Agreement (SPA) with the existing Promoters for the entire Shareholding held by them i.e. 49,373 shares representing 0.33% of the Emerging Voting Capital. As such, this Offer is being made under Regulation 3(1) and 4 of the SEBI (SAST) Regulations.
2. The Acquirers are making an Offer pursuant to regulation 3(1) and 4 of SEBI (SAST) Regulations, to acquire 37,89,342 Equity Shares of ₹10 each, representing 25.54% of the Emerging Voting Capital of the Target Company ('Offer Size') at a price of ₹10.50 (Rupees Ten and Paise Fifty only) per fully paid up Equity Share ('Offer Price'), payable in cash, subject to the terms and conditions set out in the PA, this Detailed Public Statement and the Letter of Offer that will be sent to the public shareholders of the Target Company.
3. At present, the Acquirers does not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirers may continue to support the existing business of the Target Company and may also venture into new line of businesses by way of diversification and/or acquisition of companies with the prior approval of the Shareholders. The Acquirers may also further strengthen the Board.
4. The Offer Price is payable in cash, in accordance with Regulation 9(1) of SEBI (SAST) Regulations.
5. The object of the acquisition is substantial acquisition of Shares/voting Rights accompanied by control over the Management of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed Equity Shareholding of the Acquirers in the Target Company and the details of the acquisition are as follows:

Details	Mr. Bhadresh Vasantrai Mehta (Acquirer 1)		Mrs. Parth Bhadresh Mehta (Acquirer 2)		Total (%)
	No. of shares	%*	No. of shares	%*	
Shareholding as on the PA date	NIL	NIL	NIL	NIL	NIL
Shares proposed to be acquired through Preferential Allotment requiring an open offer to be made in accordance with SEBI (SAST) Regulations	66,00,000	44.48	44,00,000	29.65	1,10,00,000 (74.13%)
Shares acquired through Share Purchase Agreement requiring an open offer to be made in accordance with SEBI (SAST) Regulations	30,218	0.20	19,155	0.13	49,373 (0.33%)
Shares acquired between PA date and the DPS date	NIL	NIL	NIL	NIL	NIL
Shares proposed to be acquired in the Offer (assuming full acceptance)	22,73,605	15.32	15,15,737	10.22	37,89,342 (25.54%)
Post Offer shareholding as on 10th working day after closing of Tendering Period.	89,03,823	60.00	59,34,892	40.00	1,48,38,715 (100.00)

* *Calculated based on the Emerging Voting Capital*.

IV. OFFER PRICE

1. The Equity Shares of the Target Company are presently listed on BSE, CSE, DSE and MSE.
2. There has been no active trading in the shares of the Target Company during twelve calendar months before the month in which PA is made. Further, none of the Equity Shares are traded on MSE, CSE and DSE during the last 12 calendar months. 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, 2011.

The Offer Price of ₹10.50 (Rupees Ten and Paise Fifty Only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

Sr. No.	Particulars		Amount (In. ₹)
a)	Negotiated Price as per SPA	:	10
b)	Shares proposed to be acquired through Preferential Allotment	:	10
c)	The volume-weighted average price paid or payable for acquisition whether by the Acquirers or PACs, during 52 weeks preceding the date of PA	:	Not Applicable
d)	The highest price paid or payable for any acquisition, whether by the Acquirers or PACs , during 26 weeks preceding the date of the PA	:	Not Applicable
e)	The volume-weighted average market price of Equity shares of the Target Company for a period of sixty trading days immediately preceding the date of public announcement as traded on BSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period , the shares being infrequently traded	:	4.35
f)	Other Financial Parameters as at:		31.03.2014
	(i.) Return on Net Worth	:	(63.34)
	(ii.) Book Value Per Share	:	(0.19)
	(iii.) Earnings Per Share	:	(0.12)

The Fair Value of the Target Company is ₹4.23 (Rupee Four and Paise Twenty Three only) per share (pre reduction) as certified vide Valuation Report dated September 05, 2014 issued by M/s. Singhal & Sewak, Chartered Accountants (Firm Registration No. 011501C) having branch office at 8/9, B Wing, Divya Smruti, Opp. Toyota Showroom, Malad (West), Mumbai-400 064 .

3. In view of the parameters considered and presented in the table above and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹ 10.50 (Rupees Ten and Paise Fifty only) per share is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations.
4. The shares of the Target Company are presently suspended due to procedural reasons i.e. on account of Capital Reduction. Necessary Corporate action will be done after getting listing approval from BSE Limited and the price will be determined as per the mechanism defined by the Stock Exchange (BSE Limited).
5. As on date, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers will comply with Regulation 18 and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
6. If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the Tendering Period and would be notified to the shareholders.

V. FINANCIAL ARRANGEMENTS:

1. The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 37,89,342 fully paid up Equity Shares at a price of ₹10.50 (Rupees Ten and Paise Fifty only) per Equity Share is ₹3,97,88,091 (Rupees Three Crores Ninety Seven Lacs Eighty Eight Thousand and Ninety One only) (**"Maximum Consideration"**).
2. The Acquirers have adequate resources to meet the financial obligations of the Offer. No funds are borrowed from banks or financial institution for the purpose of this Offer by the Acquirers. James K Shah (Membership No. 36195) of M/s. James Shah & Co., Chartered Accountant having office at 230/231, Majestic Shopping Centre, 2nd floor, 144, J. S. S Road (Girgaon), Mumbai-400 004 Tel. No.: +91 22 2388 8781 / +91 22 6450 5421, Fax No.: +91 22 6631 4074; Email: jamesshah_007@hotmail.com, vide certificate dated September 05, 2014 have confirmed that sufficient resources are available with the Acquirers for fulfilling the obligations under this 'Offer' in full.
3. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened a Cash Escrow Account in the name & style of **"APPL-OPEN OFFER ESCROW ACCOUNT"** with HDFC Bank Limited, having Branch at HDFC Bank Limited, Manekji Wadia Building, Ground Floor, Nanik Motwani Marg, Fort, Mumbai-400 001 bearing account number 00600350131390, and has deposited an amount of ₹1,00,00,000 (Rupees One Crore only), in cash, aggregating to 25.13% of the Maximum Consideration payable under the Offer. HDFC Bank Limited vide letter dated September 10, 2014 has confirmed the credit balance of ₹1,00,00,000 (Rupees One Crore only) as on September 08, 2014. The Acquirers have empowered the Manager to the Offer to operate and to realize the value of the Escrow Account in terms of the Regulations.
4. In case of upward revision of the Offer Price and/or the Offer Size, the Acquirers shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18 (5) of the SEBI (SAST) Regulations, prior to effecting such revision.
5. Based on the above, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to implement the offer in full accordance with the SEBI (SAST) Regulations.

VI. STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER:

1. As of the date of this DPS, to the best of the knowledge of the Acquirers, there are no statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirers shall make the necessary applications for such approval. The Acquirers will not proceed with the Offer in the event that such statutory approvals that are required are refused in terms of Regulation 23 of the SEBI (SAST) Regulations.
2. The Target Company is in the process of making an application to BSE for an in-principle approval under Clause 24 (a) of the Listing Agreement, for the Equity Shares to be allotted through preferential allotment as mentioned in point no. 1 in *Part II-Background to the Offer*.
3. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.
4. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if any of the conditions precedent and other conditions as stated in the SPA or approvals mentioned in paragraph VI (1) and (2) are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirers have a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be filed with SEBI, the Stock Exchanges and the registered office of the Target Company.

VII. TENTATIVE SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

Nature of Activity	Day & Date
Date of the PA	Friday, September 05, 2014
Date of publishing the Detailed Public Statement	Friday, September 12, 2014
Last date for filing of Draft Letter of Offer with SEBI	Friday, September 19, 2014
Last date of a competing offer	Wednesday, October 08, 2014
Latest date by which SEBI's observations will be received	Wednesday, October 15, 2014
Identified Date*	Friday, October 17, 2014
Last date by which the Letter of Offer will be dispatched to the Shareholders' (Except the Acquirers and the Selling Shareholders) as on the identified date	Tuesday, October 28, 2014
Last Date for revising the Offer Price/number of shares	Thursday, October 30, 2014
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Friday, October 31, 2014
Date of pre offer advertisement for Opening the Offer	Monday, November 03, 2014
Date of Commencement of the Tendering Period (Offer opening date)	Wednesday, November 05, 2014
Date of Closing of the Tendering Period (Offer closing date)	Wednesday, November 19, 2014

Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to demat account
Wednesday, December 03, 2014

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the shareholders (registered or unregistered) of the Target Company (except the parties to the SPA) are eligible to participate in this Offer any time during the tendering period of the Offer.*

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER:

1. All public shareholders (*other than the parties to the SPA*) holding the Equity Shares, whether in dematerialized or physical form, registered or unregistered, are entitled to participate in this Offer, any time during the tendering period of this Offer.
2. The shares to be allotted on Preferential basis to the Non-Promoter Shareholders, who are also eligible to surrender shares under the Open Offer, will be under lock-in for a period of one year from the date of trading approval and the same will continue to be in the hands of the Acquirers as per SEBI (ICDR) Regulations, 2009 and any amendments thereof.
3. Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have not received the Letter of Offer, may participate in this Offer by submitting an application on a plain paper giving details set out below and in the Letter of Offer. In the alternate, such holders of the Equity Shares may apply in the form of acceptance-cum-acknowledgement in relation to this Offer that will be annexed to the Letter of Offer, which may also be obtained from the SEBI website (www.sebi.gov.in) and Purva Sharegistry (India) Pvt. Ltd ("Registrar to the Offer"). The application is to be sent to the Registrar to the Offer, so as to reach the Registrar to the Offer during business hours on or before 5:00 pm on the date of closure of the tendering period of this Offer, together with:

(a) In the case of the Equity Shares held in physical form, the name, address, number of the Equity Shares held, number of the Equity Shares offered, distinctive numbers and folio number together with the original Equity Share certificate(s) and valid transfer deed(s), the original contract note issued by a registered share broker of a recognized stock exchange through whom such Equity Shares were acquired and/or such other documents, as may be specified in the Letter of Offer; or

(b) The beneficial owners and shareholders holding shares in the dematerialized form, will be required to send their Form of Acceptance and other documents as may be specified in the Letter of Offer to the Registrar to the Offer either by Registered Post/Courier, at their own risk, or by Hand Delivery on weekdays, so as to reach to the Registrar to the Offer, on or before the Date of Closure of the Offer, i.e., Wednesday, November 19, 2014, along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the depository participant ("DP"), in favor of "**PSIPL ESCROW A/C- ARTECH OPEN OFFER**" (**'Escrow Account'**) filled in as per the instructions given below:

DP Name	:	R R S SHARES & STOCK BROKERS PRIVATE LIMITED
DP ID	:	12029000
Beneficiary ID	:	00037472
Depository	:	Central Depository Services (I) Ltd.

Note: Shareholders having their beneficiary account with National Securities Depository Limited (NSDL) must use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Escrow Demat Account.

IX. THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER.

X. OTHER INFORMATION:

1. For the purpose of disclosures in this DPS relating to the Target Company and the Sellers, the Acquirers has relied on the information provided by the Target Company and/or the Sellers and have not independently verified the accuracy of details of the Target Company and/or the Sellers. Subject to the aforesaid, Acquirers accept the responsibility for the information contained in the Public Announcement and also for the obligations of the Acquirers laid down in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments made thereof.
2. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Mark Corporate Advisors Private Limited as the Manager to the Offer.
3. The Acquirers have appointed Purva Sharegistry (India) Pvt. Ltd as Registrar to the Offer having office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai-400 011, Tel No.: +91 22 2301 8261/2301 6761, Fax No: +91 22 2301 2517, Contact Person: Mr. V B Shah, Email: busicomp@vsnl.com , SEBI Registration Number: INR000001112.
4. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
5. This DPS and the PA will also be available on SEBI website (www.sebi.gov.in).

Issued by the Manager to the Offer:

Mark Corporate Advisors Private Limited
CIN:U67190MH2008PTC181996
404/1, The Summit Business Bay,
Sant Janabai Road (Service Lane),
Off W. E. Highway, Vile Parle (East),
Mumbai- 400 057
Tel. No.: +91 22 2612 3207
Fax No.: +91 22 2612 3208
Contact Person: Mr. Manish Gaur
Email: openoffer@markcorporateadvisors.com
SEBI Regn No.: INM000012128

For and on behalf of the Acquirers:

Mr. Bhadresh Vasantrai Mehta (Acquirer 1)

Mr. Parth Bhadresh Mehta (Acquirer 2)

Place: Mumbai
Date: September 12, 2014

APPL/01/SEPT/14