

Public Announcement to the Shareholders of

MULTIFARIOUS TRADING & AGENCIES LIMITED

(Registered Office: 477, Chandra Chowk , 3rd Lane Sheth Mooljee Jaitha Cloth Market , Sheikh Memon Street, Mumbai 400002)

●This Public Announcement ("PA") is being issued by, Sobhagya Capital Options Limited (hereinafter referred to as the "Manager to the Offer" or "SCOL") for and on behalf of Kernel Tech Networks Private Limited (hereinafter referred to as the "Acquirer" or "KTNPL") (Registered Office: Block A- 1 Parle Colony, C.H.S., Saharkar Road, Vile Parle (East) , Mumbai, Maharashtra 400057) to the Shareholders of Multifarious Trading & Agencies Limited (hereinafter referred to as the "Target" or "MTAL") (Registered Office: 477, Chandra Chowk , 3rd Lane Sheth Mooljee Jaitha Cloth Market , Sheikh Memon Street, Mumbai 400002) , pursuant to and in compliance with, Regulation 10, 11(2) and 12 and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as the "Regulations" or "SEBI (SAST) Regulations").

1 THE OFFER

- 1.1 This Open Offer (hereinafter referred to as the "Offer") is being made by the Acquirer, having registered office at Block A- 1, Parle Colony, C.H.S. Saharkar Road, Vile Parle (East), Mumbai 400057 to the equity Shareholders of the Target (except the Acquirer and the Seller, as defined in 1.6 below), pursuant to and in compliance with, regulation 10, 11(2) and 12 and other applicable provisions of the SEBI (SAST) Regulations.
- 1.2 The Board of Directors of the Target at its meeting held on February 11, 2010 have issued and allotted 1,00,000 equity shares of Rs. 10/- each fully paid up for cash at a premium of Rs.90/- each on preferential basis to the Acquirer pursuant to and in compliance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations , 2009 and subsequent amendments thereto (hereinafter referred to as the "Preferential Issue").
- 1.3 The Preferential Issue was duly authorized by the Board of Directors of the Target at its meeting held on December 14, 2009 and by the Shareholders by way of a Special resolution passed under Section 81(1A) of the Companies Act, 1956 and other applicable provisions, if any, at the duly convened Extra Ordinary General Meeting ("EGM") of the Target held on January 5, 2010.
- 1.4 The Target has received "in principle" approval from the Bombay Stock Exchange Limited (hereinafter referred to as the "BSE") vide their letter no. DCS/PREF/SR/PRE/1550/09-10 dated January 28, 2010 for the aforesaid Preferential Issue.
- 1.5 The Equity Shares issued on preferential basis are subject to "lock-in" as per the provisions of SEBI (ICDR) Regulations, 2009. There are 1,00,000 equity shares under lock-in. Out of which 30,000 equity shares, will be locked-in for a period of three years and 70,000 equity shares will be locked-in for a period of one year from the date of allotment.
- 1.6 Simultaneously, the Acquirer have also entered into a Share Purchase Agreement (hereinafter referred to as "SPA" or "Agreement") dated February 11, 2010 with Mr. Rajnikant Chandrakumar Jaitha, (hereinafter referred to as "the Seller"), for the acquisition of 10,000 fully paid up equity shares of Rs.10/- each (hereinafter referred to as "Sale Shares") representing 6.67% of the expanded subscribed equity share capital of the Target at a price of Rs. 20/- (Rupees twenty Only) per equity share aggregating to Rs. 2,00,000/- (Rupees Two Lakhs Only or "Purchase Consideration"). The seller is part of the Promoter / Promoter Group of the Target.

The salient features of the SPA are:

- a. The Acquirer shall deliver to the seller demand draft/cheque for an amount of Rs. 1,00,000/- (Rupees One Lac Only) being 50% of the purchase consideration for sale of the said 10,000 equity shares. The remaining amount of Rs. 1,00,000/- (Rupees One Lac Only) (50%) shall be paid after the completion of the Open Offer Process.
- b. The negotiated price for the purpose of this agreement is Rs. 20/- (Rupees Twenty only) per fully paid up equity share aggregating to Rs. 2,00,000/- (Rupees Two Lakhs only) arrived on the basis of negotiation and which could be the minimum offer price under regulation 20 of SEBI (SAST) Regulations.
- c. That the sale of shares under this SPA shall be completed on or before the expiry of 2 working days of certification by the Merchant Banker that all the formalities under the SEBI (SAST) Regulations 1997 and subsequent amendments thereto, for the offer have been duly completed.
- d. That pursuant to the Agreement, the Acquirer shall be required to make a Public Offer to the Shareholders of the Target in compliance with the SEBI (Acquisition of Shares and Takeovers) Regulations 1997 and in accordance with the SEBI (Acquisition of Shares and Takeovers) Regulations 1997 , the sellers' shares can be transferred in favor of the Acquirer only after the completion of the Public Offer formalities and after obtaining no objection letter from Merchant Banker to the Offer appointed for this purpose.
- e. The Acquirer (after taking into account the equity shares of the Target purchased by the Acquirer pursuant to the Public Offer) will have an option to reduce the number of shares to be acquired under this SPA to such extent so as to maintain the minimum specified public shareholding in the Target as specified in the listing agreement with the stock exchanges for the purpose of listing on continuous basis.
- f. That the Seller agrees to abide by its obligations as contained in the SEBI (Acquisition of Shares and Takeovers) Regulations 1997, as amended from time to time.
- g. That the Acquirer has represented and the Seller believes that the Acquirer has adequate financial resources to acquire shares from the remaining shareholders as per the SEBI (Acquisition of Shares and Takeovers) Regulations 1997.
- h. That in case of non- compliance of any provisions of the Securities and Exchange Board of India (Acquisition of Shares and Takeovers) Regulations 1997, the agreement for such sale shall not be acted upon by the Seller or the Acquirer.
- i. That for 390 (three hundred ninety) equity shares remained with the seller after selling 10,000 (Ten thousand) equity shares under this SPA, the seller will first offer these shares to the Acquirer and the seller is authorized to sell these shares to any person other than the Acquirer only if there is a refusal of the same from the Acquirer.
- j. The Acquirer shall have the right to reconstitute the Board of Directors of the Target and take charge of the management and control of the Target Company only after completion of the Offer.

- 1.7 The Subscribed and Paid Up Equity Share Capital of the Target prior to the Preferential Issue was Rs. 5,00,000/- consisting of 50,000 fully paid up equity shares of Rs. 10/- each. Post Preferential Issue, the Subscribed and Paid Up Equity Share Capital of the Target shall be Rs.15,00,000/- consisting of 1,50,000 fully paid up equity shares of Rs. 10/- each. There are no Partly Paid Up Equity Shares in the Target.
- 1.8 As on the date of the PA, the Acquirer holds 1,00,000 Equity shares allotted on preferential basis. Pursuant to the Preferential Issue and SPA, the Acquirer shall be holding 1,10,000 equity shares which constitutes 73.33% of the expanded Subscribed Equity Share Capital of the Target. Other than above, the Acquirer has not acquired any equity shares of the Target during the preceding 12 months from the date of this PA.
- 1.9 As a result of the allotment under the Preferential Issue and the Proposed acquisition under SPA, the shareholding of the Acquirer exceed 15% of the expanded Equity Share Capital of the Target resulting in triggering of the Regulations and proposed acquisition of shares under SPA results in acquisition of shares beyond 55% of the expanded equity share capital of the Target resulting in triggering of Regulations and hence this Offer is being made pursuant to and in terms of the Regulations.

- 1.10 After the completion of the Offer, the Acquirer will be deemed to be the Promoter of the Target and the equity shares held in the Company by the existing Promoters of the Target will be treated as equity shares held by public.
- 1.11 The Acquirer is making this Offer under regulations 10, 11(2) and 12 of the Regulations to the public shareholders of the Target (except the Acquirer and the Seller) to acquire 30,000 fully paid up equity shares of Rs.10/- each representing 20% of the expanded Subscribed Equity and Voting Share Capital of the Target at an Offer Price of Rs.100/- for each fully paid up equity shares (hereinafter referred to as the "Offer Price").
- 1.12 The shares of the Target are listed on Bombay Stock Exchange Limited. The equity shares are traded in the "T" category. As the annualized trading turnover of the Equity Shares of the Target is not more than 5% of the total number of listed shares on BSE, the equity shares of the Target are deemed to be "infrequently traded" within the meaning of explanation (i) to Regulation 20(5) of the Regulations.
- 1.13 The Offer Price of Rs. 100/- per Fully Paid Up Equity Share has been determined in terms of the provisions of regulation 20(5) of Regulations, applicable to the "infrequently traded" Shares.

(a)	Negotiated price under the Sale Purchase Agreement (SPA)	Rs.20/- per share
(b)	Highest price paid by the Acquirer for acquisitions, if any, by way of allotment in a Public or Rights or Preferential Issue, during the 26 week period prior to the date of the Public Announcement (Preferential Allotment price per share)	Rs.100/- per share
(c)	Other Parameters as at:*	March 31, 2009
I	Book Value (Per Share)	Rs.16.48/-
II	Earning capitalization method (Per Share)	(0.065)
III	Weighted Earning Per Share	(0.03)

*Note: As per the Valuation certificate dated December 12, 2009 given by M/s B.S. Mehta & Co., Chartered Accountants, (Partner : Mr. Divyesh I. Shah, Membership No: 37326), the statutory auditors of the company, in terms of the SEBI (ICDR) Regulations applicable on Preferential Issue.

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 100/- (Rupees One hundred Only) per share being the highest of the prices mentioned above is justified in terms of provisions of Regulation 20(5) of the Regulations.

- 1.14 The Acquirer are not forming part of the Promoter Group of the Target, the Acquirer nor any of their representatives is on the board of the Target as on the date of the PA.
- 1.15 As on the date of PA, the Manager to the Offer does not hold any equity shares in the Target. The Manager to the Offer declare and undertake not to deal in the shares of the Target 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 the Offer.
- 1.16 There are no Person(s) Acting in Concert (hereinafter referred to as the "PACs") with the Acquirer for the purpose of this Offer.
- 1.17 The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional Offer.
- 1.18 This is not a competitive bid.
- 1.19 The Acquirer shall accept all the equity shares of the Target those are tendered in valid form in term of this Offer upto maximum of 30,000 equity shares of Rs.10/- each representing 20% of the expanded Subscribed Equity Share Capital of the Target.
- 1.20 All shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.
- 1.21 The Acquirer has undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement and its related conditions.
- 1.22 The Target is yet to establish connectivity with National Depository Services Limited (NSDL) and Central Depository Services Limited (CDSL).
- 1.23 The Acquirer, Seller and the Target have not been prohibited by SEBI from dealing in securities, in terms of directions, if any, issued under Section 11B of the Securities Exchange Board of India Act, 1992 as amended (the "SEBI Act") or under any other Regulation made under the SEBI Act.
- 1.24 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target.
- 1.25 The Acquirer has not entered into any non-compete agreement with seller.

2 INFORMATION ABOUT THE ACQUIRER : KERNEL TECH NETWORKS PRIVATE LIMITED ("KTNPL or "the Acquirer")

- 2.1 KTNPL is a Private Limited Company, with its registered office at Block A- 1 Parle Colony, C.H.S., Saharkar Road, Vile Parle (East), Mumbai Maharashtra 400057, Tel no: + 91 -22-6741 8813 , Fax No: + 91-22-6741 8812. KTNPL does not have any subsidiary as on the date of this PA.

- 2.2 KTNPL was incorporated on May 25, 2000 under the Companies Act, 1956 in the state of Mumbai, Maharashtra with main objects "... to carry on the business as computer software consultants and render technical and professional services in the field of internet, website hosting & designing, domain name registration, total internet solutions, networking, E- Commerce, bulletin board services, to act as internet service providers, to deal and provide services in field of systems software development including developing and trading in software packages, tailor made software packages, multimedia, to render maintenance and service for both computer hardware and software and to train personnel for this purpose, to carry on computer services of all kinds including rent out of computers and software equipments , offer and perform data processing services, to set up a databank for management and statistical information, to set up a training center to educate and train students and people in the field of computer programming languages and to grant such diplomas of recognition's as the company may prescribe from time to time".

- 2.3 As on the date of this PA, the paid-up share capital of the Acquirer consist of 60,000 (Sixty Thousand only) fully paid up equity shares of nominal value of Rs. 10/- each aggregating to Rs. 6,00,000/- (Rupees Six Lac only) and there are no partly paid up equity shares in the Acquirer.
- 2.4 The Equity shares of the Acquirer are not listed on any Stock Exchange.
- 2.5 The Current Promoters of the Acquirer are Mr. Vijay Khetan, Mr. Anuj Khetan and Mrs. Meena Khetan.
- 2.6 The Shareholding Pattern of the Acquirer as on the date of PA is as follows:-

Name of the Shareholder	No. of equity shares held	Percentage (in %)
Promoter	10,000	16.67
Public and Others	50,000	83.33
Total	60,000	100

- 2.7 Brief details of the board of directors of the Acquirer are as follows:-

S. No.	Name of the Director	Designation	Qualification
1.	Ms. Komal Deshmukh	Director	B.Com, C.S., LL.B
2.	Ms. Narmada Tulaskar	Director	B.Com
3.	Mrs. Meena Khetan	Director	H.Sc.

- 2.8 Based on the audited results for the financial years ended March 31, 2009, 2008 and 2007 , the financial highlights of the Acquirer are as follows:

(Figures In "Rupees.")

Particulars	Year ended March 2009	Year ended March 2008	Year ended March 2007
Total Income	6,79,652	6,00,000	6,13,851
Profit after Tax	17,689	2,30,804	1,71,183
Equity Capital	1,00,000	1,00,000	1,00,000
Net worth	1,00,000	1,00,000	1,00,000
Earning Per share	1.77	23.08	17.12
Book Value Per share	10	10	10
Return on Net worth (In %)	17.69	223.80	171.18

(Source: Certificate received from G.S. Doot & Co. Chartered Accountants dated February 12, 2010)

3 INFORMATION ABOUT THE TARGET: MULTIFARIOUS TRADING & AGENCIES LIMITED ("MTAL" or the "Target")

- 3.1 MTAL is a Public Listed Company, with its registered office at 477, Chandra Chowk , 3- Lane, Sheth Mooljee Jaitha Cloth Market, Sheikh Memon Street, Mumbai 400002, Tel. No: + 91 -22-22407340, Email Id: dv.thite@spicaindia.com. MTAL has no subsidiary as on the date of this PA. It came out with its initial Public Offer in July 1982.
- 3.2 MTAL was incorporated on September 05, 1981 under the Companies Act, 1956 in the state of Maharashtra, with main objects "to carry on the business as merchants, traders, distributors, commission agents, buying agents, selling agents, brokers, adatias, buyers, sellers, importers, exporters, dealers in collectors and to import export buy sell barter, exchange, advance upon or otherwise trade and deal in dyes, chemicals ,textiles auxiliary materials machinery , equipments , components, spare- parts, goods, produce, articles and merchandise as wholesalers , retailers or on commission basis or for brokerage".
- 3.3 As on the date of this PA, the authorized Share capital of the Target is Rs.1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten lakhs only) Equity Shares of Rs. 10/- each. The Issued and Paid-Up Share Capital of the Target consist of 1,50,000 (One Lakh fifty thousand only) fully paid up equity shares of nominal value of Rs. 10/- each aggregating to Rs. 15,00,000/- (Rupees Fifteen lakhs only) .There are no partly paid up equity shares in the Target.
- 3.4 The Equity shares of the Target are listed only on Bombay Stock Exchange Limited, Mumbai (hereinafter referred to as "BSE") with scrip code 504392.
- 3.5 As on the date of the PA, the board of directors of the Target consists of Mr. Rajnikant Jaitha, Mr. Manish Jaitha, Mr. Sanjay Jaitha, Mr. Ratish Tagde and Mr. Neeraj Goenka.
- 3.6 Based on the audited results for the financial years ended March 31, 2009, 2008 and 2007 , the financial highlights of the Target are as follows:

(Figures in "Rupees.")

Particulars	As on March 31, 2009	As on March 31, 2008	As on March 31, 2007
Total Income	71,54,646	56,455	63,133
Profit/(Loss) after Tax	54,72,100	(8,198)	2,292
Paid Up Share Capital	5,00,000	5,00,000	5,00,000
Reserves & Surplus (Excluding Revaluation Reserves)	3,57,969	7,05,992	7,13,738
Net worth	8,57,969	12,05,992	12,13,738
Earning per Share (in Rs.)	109.44	(0.16)	0.05
Book Value Per Share (in Rs.)	17.16	24.12	24.27
Return on Net worth (in %)	637.80*	(0.68)	(0.19)

*on account of Profit on Sale of Investment. However, without considering the same, the return on net worth (in %) is (0.23)

(Source: Certificate received from M/s B.S. Mehta & Co. Chartered Accountants dated February 12, 2010)

4 REASONS FOR THE ACQUISITION, OFFER AND FUTURE PLANS

- 4.1 The completion of the Preferential Allotment, the Offer and the acquisition of additional shares under SPA will result in a substantial acquisition of shares and voting rights by the Acquirer in the Target accompanied with a change of control in the Target. This PA for the Offer is therefore being issued in accordance with provisions of regulations 10, 11(2) and 12 of the Regulations.
- 4.2 The Acquirer proposes to control and manage the Target Company for value addition and wealth accretion for its shareholders by exploiting various business opportunities.
- 4.3 The Acquirer is in the process of finalizing specific future plans for the Target, the Acquirer would like to grow the business of the Target but details of the path of such expansion will be chalked out over time.
- 4.4 The Acquirer does not have any plans to dispose off or otherwise encumber any assets of the Target in the next two years except in the ordinary course of business of the Target and except to the extent required for the purpose of restructuring and / or rationalization of operations, assets, investments, liabilities or otherwise of the Target for commercial reasons and operational efficiencies.

- 4.5 Other than in the ordinary course of business, the Acquirer undertakes that it will not sell, dispose off or otherwise encumber any substantial asset of the Target except with the prior approval of the shareholders of the Target and in accordance with and subject to the applicable laws, permissions and consents, if any.

5 STATUTORY AND OTHER APPROVALS REQUIRED FOR THE OFFER

The Offer is subject to the receipt of the following statutory and regulatory approval(s) and clearances required by the Acquirer to acquire shares tendered pursuant to the Offer.

- 5.1 The Offer is subject to receiving the necessary approvals, if any, from Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 ("FEMA") and the subsequent amendments thereto, for acquiring equity shares , if tendered by its non-resident shareholders, if any.
- 5.2 As on date of this PA, to the best of the knowledge of the Acquirer, there are no other statutory or regulatory approval(s) required to implement this Offer, other than those contemplated above. However, the Offer would be subject to all-statutory approval(s) that may be applicable. The Acquirer will have a right to not to proceed with the Offer in terms of Regulation 27 of the SEBI (SAST) Regulations in the event that any of the statutory approval(s) contemplated above are refused.
- 5.3 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to the tendering shareholders, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default or negligence or inaction of the Acquirer to diligently pursue the applications for such approval(s), grant an extension for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay the shareholders interest as may be specified by SEBI for any delay beyond 15 days. However if the delay occurs on account of willful default or negligence or inaction of the Acquirer in obtaining the requisite approvals, the amount held in the Escrow Account shall be liable to be forfeited and dealt in the manner provided in Regulation 28(12)(e) of the Regulations.

- 5.4 To the best of the knowledge, the Acquirer does not require any approval (s) from any banks or from any financial institutions, for the Offer.

6 DISCLOSURE IN TERMS OF REGULATION 21(2)

Pursuant to the Offer or otherwise, if the public shareholding in the Target falls below 25% of its outstanding equity share capital, the Acquirer will, in accordance with regulation 21(2) of the Regulations, facilitate the Target to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchange within the specified time and in accordance with the prescribed procedure under amended clause 40A(viii) of the Listing Agreement and in compliance with the Regulations.

7 FINANCIAL ARRANGEMENTS

- 7.1 The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their own sources/ net worth and no borrowings from any Bank and /or Financial Institutions are envisaged. Mr. Gaoreshankar Doot (Membership No. 40446) , Proprietor of M/s G.S. Doot & Co., Chartered Accountants, having office at Room No. 52, 4- Floor Vasant Wadi, 413- F, Kalbadevi Road, Mumbai 400002 Phone No: +91 022 22708701, email: cagsdoot@yahoo.com vide their certificate dated February 12, 2010 has certified that sufficient funds are available with the Acquirer for fulfilling the obligations under this "Offer".

- 7.2 The maximum consideration payable by the Acquirer assuming full acceptance of the Offer would be Rs. 30,00,000/- (Rupees Thirty Lakhs Only). In accordance with regulation 28 of the Regulations, the Acquirer has opened an Escrow Account in the name of ESCROW ACCOUNT- MULTIFARIOUS TRADING & AGENCIES LIMITED- OPEN OFFER with IndusInd Bank Limited, Fort, Mumbai (herein after referred to as the "Escrow Banker") and made therein a cash deposit of Rs. 30,00,000/- (Rupees Thirty Lakhs only) being 100% of the consideration payable in the Offer.
- 7.3 Sobhagya Capital Options Limited, the Manager to the Offer is authorized to operate the above mentioned Escrow Account to the exclusion of all others and to instruct the Escrow Banker to issue cheques/ pay orders/ demand drafts, if required in accordance with the Regulations.
- 7.4 Based on the aforesaid financial arrangements and based on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

8 OTHER TERMS OF THE OFFER

- 8.1 The Letter of Offer ("the Letter of Offer" or "LOO"), along with a Form of Acceptance-cum-Acknowledgement ("the Form of Acceptance") and Form of Withdrawal, will be mailed to all those shareholders of the Target (other than the Acquirer and the Seller) whose names appear on the Register of Members of the Target, at the close of business hours on, February 26, 2010 ("the Specified Date").
- 8.2 All the shares of the Target are in Physical Form.
- 8.3 Shareholders holding equity shares in physical form who wish to accept the Offer and tender their shares will be required to send their signed form of acceptance cum acknowledgement, original share certificates and duly signed and executed transfer deeds to the registrar to the offer **Mondkar Computers Private Limited either by hand delivery on weekdays from Monday to Saturday between 11 a.m. to 5 p.m. or by registered post so as to reach on or before the closing of the Offer i.e.** May 01, 2010 in accordance with the instructions specified in the letter of offer and in the form of acceptance cum acknowledgement.
- 8.4 All owners of the shares, registered or unregistered, (except the Acquirer and the Seller) who own Fully Paid Up Equity Shares of the Target anytime before the closure of the Offer are eligible to participate in the Offer. Unregistered owners can send their applications in writing to the Registrar to the Offer, on plain paper stating Name and Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Number of equity shares held, Number of equity shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid Transfer Deeds and the Original Contract Note issued by the Broker of a recognized stock exchange, through whom they acquired their equity shares and / or such other documents as may be specified, so as to reach the Registrar to the Offer on or before the closure of the Offer. No indemnity is required from unregistered owners.
- 8.5 In case of non receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating the name and addresses of the first holders, names and addresses of the Joint holder if any, registered folio no, share certificate number, distinctive no, number of shares held, number of shares offered, along with documents as mentioned in above point 8.4 so as to reach the registrar of the offer on or before the closing of the offer i.e. May 01, 2010.
- 8.6 Applications in respect of equity shares of the Target that are subject matter of litigation wherein the shareholders of the Target may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions/ Orders regarding these equity shares are not received together with the equity shares tendered under the offer. The letter of offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
- 8.7 The copy of the Letter of Offer (including the Form of Acceptance and the Form of Withdrawal) would also be available on SEBI's website (<http://www.sebi.gov.in>) during the period the Offer is open and may also be downloaded from the site.
- 8.8 While tendering the equity shares under the Offer, NRIs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they have taken to acquire the equity shares of the Target. In case the previous RBI approvals are not submitted, Acquirer reserve the right to reject such equity shares tendered. While tendering shares under the Offer, NRIs/ 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, Acquirer 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.
- 8.9 As per the provisions of Section 196D(2) of the Income Tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act payable to a Foreign Institutional Investor ("FI") as defined in Section 115AD of the Income Tax Act.
- 8.10 All resident shareholders would be required to submit their Permanent Account Number ("PAN") for Income Tax purposes, as applicable.
- 8.11 The Registrar to the Offer will hold in trust of the share certificates, Form of Acceptance, if any, and the transfer form(s) on behalf of the shareholders of the Target who have accepted the Offer, until the cheques/ drafts for the consideration and / or the unaccepted equity shares / share certificates are dispatched/ returned.
- 8.12 Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post/ Speed Post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.
- 8.13 In case the shares tendered in the Offer by the shareholders of the Target are more than the shares to be acquired under the Offer, the acquisition of the shares from each shareholders will be as per the provision of regulation 21(6) of the Regulations on a proportionate basis. The rejected applications/ documents will be sent by registered post. The marketable lot of the Target is 50 Equity shares.
- 8.14 The payment of consideration for the applications so accepted in the Offer if any shall be given within 15 days from the date of closure of Offer. Credit for the consideration will be paid to the shareholders who have tendered shares in the Open Offer by demand draft pay order and crossed account cheques. It is desirable that the shareholders provide bank details in the form of acceptance cum acknowledgement so that same can be incorporated in the cheque demand draft or pay order.
- 8.15 A schedule of some of the key events in respect of the Offer is given below:

ACTIVITY	DATE	DAY
Public Announcement ("PA") date	February 16, 2010	Tuesday
Specified Date (1)	February 26, 2010	Friday
Last date for a competitive bid (if any)	March 09, 2010	Tuesday
Last date by which individual Letter of Offer will be dispatched to the shareholders	April 02, 2010	Friday
Date of Opening of Offer	April 12, 2010	Monday
Last date for revising the Offer Price/ number of shares	April 22, 2010	Thursday
Last date for withdrawal of acceptance by the shareholders	April 28, 2010	Wednesday
Date of closure of offer	May 01, 2010	Saturday
Last date of communicating the rejection/acceptance and payment of consideration for the acquired shares	May 15, 2010	Saturday

*Specified 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 (except the Acquirer and Seller) are eligible to participate in the Offer anytime before the closure of the Offer.

9 GENERAL

- 9.1 Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Offer, can withdraw the same upto 3 (Three) working days prior to the date of Closure of the Offer.
- 9.2 In accordance with regulation 26 of the Regulations the Acquirer can revise the offer price upward and such upward revision will be made not later than April 22, 2010 i.e. 7 working days prior to the Offer closing date, and the revision, if any, in the Offer price would be announced in the same newspapers in which the original PA has appeared and the revised Offer price would be paid to all shareholders who tendered their shares under this Offer.
- 9.3 If there is a competitive bid:
- **The public offer under all the subsisting bids shall close on the same date.**
 - **As the offer price cannot be revised during seven working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**
- 9.4 In accordance with the Regulation 27 of the Regulations, the Acquirer, will not proceed with the Offer in the event, if any, applicable statutory approval is refused. Any such withdrawal from the Offer by the Acquirer will be notified in the form of a Public Announcement in the same newspapers in which this PA has appeared.
- 9.5 Please note that all financial data contained in this PA has been rounded off to the nearest Rupees, except where stated otherwise.
- 9.6 Neither the Target nor the Seller nor the Acquirer have been prohibited by SEBI from dealing in securities, in terms of directions issued pursuant to Section 11B or any other regulations made under the SEBI Act, 1992.
- 9.7 Pursuant to regulation 13 of the Regulations, the Acquirer has appointed Sobhagya Capital Options Limited, as Manager to the Offer, (Address: B 206, Okhla Industrial Area Phase I, New Delhi 110020, Tel No: + 91- 11- 40777000, Fax No: +91-11-40777069, 26819439, E-mail Id: mtal.openoffer@sobhagycapital.com, Contact Person: Mr. Amit Kumar/ Ms. Surabhi Chaddha)
- 9.8 The Acquirer has appointed Mondkar Computers Private Limited as the Registrar to the Offer. (Address: 21 Shakli Niwas, Opp Satyasaibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Tel No: + 91-22-2820 7201/2/3/5, FaxNo: + 91-22-2820 7207, E-mailId: info@mondkarcomputers.com Web: www.mondkarcomputers.com and Contact Person: Mr. Ravi Utekar)
- 9.9 For further details, shareholders are requested to refer to the Letter of Offer to be sent to the shareholders of the Target and the Form of Acceptance- cum- Acknowledgement.
- 9.10 This Public Announcement will also be available on SEBI's website at (www.sebi.gov.in).
- 9.11 Eligible persons to the Offer may also download a copy of the Letter of Offer, Form of Acceptance-cum-Acknowledgement and Form of Withdrawal, which will be available on SEBI's website (www.sebi.gov.in), from the Offer opening date i.e. April 12, 2010 and can apply on the same.
- 9.12 The Acquirer and its Directors accepts full responsibility for the information contained in this Public Announcement and for their obligations as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereot.

This Public Announcement will also be available on the SEBI's website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of Form of Acceptance-cum-Acknowledgement Form, which will be available on the SEBI's website (www.sebi.gov.in) from the Offer opening date i.e. April 12, 2010

Issued by the Manager to the Offer on Behalf of the Acquirer



Registered Office: B- 206, Okhla Industrial Area, Phase-I, New Delhi- 110020.

Tel. No.: +91 11 40777000

Fax No.: +91 11 2681 9439, 40777069

Contact Person: Mr. Amit Kumar/ Ms. Surabhi Chaddha

Email id: mtal.openoffer@sobhagycapital.com

Place: New Delhi

Dated: February 15, 2010