**DRAFT LETTER OF OFFER**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Letter of Offer is sent to you as a shareholder of Pankaj Piyush Trade And Investment Ltd. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your equity shares in the Pankaj Piyush Trade And Investment Ltd., please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed(s) to the Member of Stock Exchange through whom said sale was affected.

**OPEN OFFER BY**

**Mr. Vinod Kumar Bansal residing at A-1/11, Varun Apartment, Sector-9, Rohini, Delhi-110085 Tel no.: 011-45805612, Fax no.: 011 66173880**

**is known as the "Acquirer"**

**to acquire 1,04,000 equity shares of Rs. 10/- each at an Offer Price of Rs. 34.00/- (Rupees Thirty Four only) per fully paid up equity share of Rs 10/- each payable in cash representing 26.00% of the total paid up equity share capital/ voting rights**

**Pursuant to Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**of**

**Pankaj Piyush Trade And Investment Ltd ("The Target Company" or "PPTL") having registered office at 109, Trinity Building, 261 S.S.Gaikwad Marg, Dhobi Talao, Marine Lines, Mumbai, Maharashtra- 400002, Tel No:- 022-22073080, Fax No:- 022 22073081, E-mail:- pp_tradeinvest@rediffmail.com, Website: - www.pptinvestment.com.**

**ATTENTION:**

1. The Offer is being made by the Acquirer pursuant to Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as "SEBI (SAST) REGULATIONS, 2011" or "Regulations") for the purpose of change in control and the management of the Target Company consequent to the proposed acquisition of entire holding of the existing promoter by the Acquirer.
2. **The Offer is not a conditional Offer on any minimum level of acceptance.**
3. As on the date of this Draft Letter of offer, to the best of the knowledge of the Acquirer, the offer is not subject to any statutory and regulatory approvals, however, it will be subject to statutory approvals that may become applicable at a later date.
4. Upward revision, if any, of the Offer Prize/Size would be informed by way of a public announcement in the same newspapers where the Detailed Public Statement ("DPS") & Public Announcement ("PA") has appeared. The Acquirer is permitted to revise the Offer Size and/or Offer Price upwards only at any time prior to the commencement of the last three working days of the Tendering Period i.e. March 20, 2012. The same price will be payable by the Acquirer for all the shares tendered anytime during the Tendering Period.
5. **If there is competing offer:**
   - **The public offers under all the subsisting bids shall open and close on the same date.**
6. **A copy of Public Announcement, Corrigendum to the Public Announcement, Detailed Public Statement, Letter of Offer, Form of Acceptance–cum-Acknowledgement are also available on SEBI's web-site: www.sebi.gov.in**

**FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 8 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 21 to 25)**
**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS DRAFT LETTER OF OFFER.**

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

| **Manager to the Offer** | **Registrar to the Offer** |
|---|---|
| **Intensive Fiscal Services Private Limited**<br>131, C-wing, Mittal Tower, 13th floor,<br>Nariman Point, Mumbai- 400021<br>Tel. Nos.:- 022 22870443/44/45<br>Fax No.:- 022 22870446<br>E-mail:- rishabh@intensivefiscal.com<br>Contact Person:- Rishabh Jain/Nikesh Jain<br>SEBI Registration No.: INM000011112 | TOWARDS EXCELLENCE<br>**Skyline Financial Services Pvt. Ltd.**<br>D-153 A, 1st Floor, Okhla Industrial Area,<br>Phase 1, New Delhi-110020<br>Tel. No.- 011 – 30857575<br>Fax - 011 - 30857562.<br>Email: info@skylinerta.com<br>Contact Person – Mr. Sajimon Nair<br>SEBI Registration No.: INR000003241 |
| OFFER OPENS ON: MARCH 27, 2012 | OFFER CLOSES ON: APRIL 11, 2012 |

## SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

| **Activity** | **Date** | **Day** |
|---|---|---|
| Date of Public Announcement | January 31, 2012 | Tuesday |
| Date of Detailed Public Statement | February 7, 2012 | Tuesday |
| Corrigendum to the Public Announcement | February 7, 2012 | Tuesday |
| Identified Date* | March 12, 2012 | Monday |
| Date by which Draft Letter of Offer will be filed with the SEBI | February 14, 2012 | Tuesday |
| Last date for a Competitive Bid, if any | February 29, 2012 | Wednesday |
| Date of receipt of the comments on Draft Letter of Offer from SEBI | March 7, 2012 | Wednesday |
| Date by which Letter of Offer will be dispatched to the Shareholders | March 19, 2012 | Monday |
| Last date for Revising the Offer Price / Number of Equity Shares | March 20, 2012 | Tuesday |
| Date of announcement containing reasoned recommendation by committee of independent directors of PPTL. | March 22, 2012 | Thursday |
| Date of Advertisement announcing the schedule of activities for the open offer, status of statutory & other approvals, status of unfulfilled conditions (if any), | March 26, 2012 | Monday |
| Date of opening of the Tendering Period | March 27, 2012 | Tuesday |
| Date of closing of the Tendering Period | April 11, 2012 | Wednesday |
| Date of post offer advertisement | April 18, 2012 | Wednesday |
| Date by which the acceptance/ rejection would be intimated and the corresponding payment for the acquired shares and/or share certificate for the rejected shares will be dispatched | April 25, 2012 | Wednesday |

**** "Identified Date" is only for the purpose of determining the Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all owners (registered or unregistered) of the Shares of the Target Company (except the Acquirer and Seller who own the shares of the PPTL) are eligible to participate in the Offer any time before the closing of the tendering period.***

***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 17:00 hours on or before April 11, 2012.

## RISK FACTORS

### Risk Factors relating to the Proposed Offer

1. In the event of any litigation leading to stay on the Offer or SEBI instructing that the Offer should not be proceeded with, thus the Offer process may be delayed beyond the Schedule of the Major Activities indicated in this Draft Letter of Offer.
2. The Share Purchase Agreement (SPA) dated January 31, 2012 contains a clause to the effect that the SPA is subject to the provisions of the Regulations and in case of non-compliance of any provisions of the Regulations by the Acquirer or the Seller, the SPA shall not be acted upon by the parties.
3. In case the shares tendered in the Offer by the shareholders are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be on a proportionate basis in consultation with the Merchant Banker.
4. If the Acquirer is unable to make the payment to the shareholders who have accepted the Offer within 10 working days from the date of closure of the tendering period, then SEBI may, if satisfied that the non-receipt of requisite statutory approvals, that may become applicable prior to completion of the Offer, was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders for delay beyond 10 working days, as may be specified by SEBI from time to time. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tendered shares and payment of consideration is completed.
5. The transaction is subject to completion risks as would be applicable to similar transactions.

### Probable risks involved in associating with the Acquirer

1. The Acquirer expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
2. The Acquirer makes no assurance with respect to the continuation of the past trend in the financial performance of the Target Company. Association of the Acquirer with PPTL/taking control of PPTL by the Acquirer does not warrant any assurance with respect to the future financial performance of PPTL.
3. Post this Offer, (assuming full acceptance) the Acquirer will have significant equity ownership and control over the Target Company pursuant to Regulation 4 of Regulations.
4. The Acquirer has no prior experience in business areas of the Target Company.
5. The Acquirer also makes no assurances with respect to its investment/ divestment decisions relating to its proposed shareholding in the Target Company.
6. The Acquirer has sufficient resources to fulfill the obligations of the Open Offer.

The indicative risk factors set forth above are in relation to the Offer and not in relation to the present or future business or operations of PPTL or any 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 or in associating with the Acquirer. The Shareholders of PPTL are advised to consult their stock broker or investment consultant or tax advisor, if any, for further risks with respect to their participation in the Offer.

## TABLE OF CONTENTS

1. **DEFINITIONS**

**The following definitions apply through this document, unless the context requires otherwise:**

| | | |
|---|---|---|
| 1. | Acquirer | Mr. Vinod Kumar Bansal |
| 2. | Book Value per share | Net worth / Number of equity shares issued |
| 3. | BSE | Bombay Stock Exchange Ltd. |
| 4. | Corrigendum | Corrigendum to the Public Announcement appeared in the newspapers on February 07, 2011 |
| 5. | DLOO | Draft Letter of Offer |
| 6. | DPS | Detailed Public Statement appeared in the newspapers on February 07, 2012 |
| 7. | EPS | Profit after tax / Number of equity shares issued |
| 8. | Form of Acceptance/FOA | Form of Acceptance-cum-Acknowledgement |
| 9. | Identified Date | March 12, 2012 |
| 10. | LOO or Letter of Offer or LOF | Offer Document |
| 11. | Manager to the Offer or Merchant Banker | Intensive Fiscal Services Private Limited |
| 12. | N.A. | Not Applicable |
| 13. | Negotiated Price | Rs. 10.00/- (Rupees Ten only) per fully paid-up equity share of face value of Rs.10/- each. |
| 14. | Net worth | Equity Share capital plus Reserve & Surplus excluding Revaluation Reserve minus Debit Balance of P&L or Misc. Exp. not written off. |
| 15. | Offer or The Offer | To acquire 1,04,000 equity shares of Rs. 10/- each at an Offer Price of Rs. 34.00/- (Rupees Thirty Four Only) per fully paid up equity share of Rs 10/- each payable in cash, representing 26.00% of the total paid up equity share capital/ voting rights |
| 16. | Offer Price | Rs. 34.00/- (Rupees Thirty Four Only) per share |
| 17. | PAT | Profit After Tax |
| 18. | Persons eligible to participate in the Offer | Registered shareholders of Pankaj Piyush Trade And Investment Ltd and unregistered shareholders who own the equity shares of Pankaj Piyush Trade And Investment Ltd any time prior to the closure of tendering period other than the Parties to the SPA i.e. the Acquirer & the Seller. |
| 19. | Persons not eligible to participate in the Offer | Parties to the Share Purchase Agreement |
| 20. | Public Announcement or "PA" | Announcement of the Open Offer by the Acquirer, which appeared in the newspapers on January 31, 2012. |
| 21. | RBI | Reserve Bank of India |
| 22. | Registrar or Registrar to the Offer | Skyline Financial Services Pvt. Ltd. |
| 23. | Return on Net Worth | (Profit After Tax/Net Worth)*100 |
| 24. | SEBI | Securities and Exchange Board of India |
| 25. | SEBI (SAST) Regulations, 2011 or Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto |
| 26. | SEBI (SAST) Regulations 1997 or Old Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof |
| 27. | SEBI Act | Securities and Exchange Board of India Act, 1992 |

| | | |
|---|---|---|
| 28. | Seller | Mr. Rasiklal Shah |
| 29. | SPA | Share Purchase Agreement |
| 30. | Stock Exchange or BSE | Bombay Stock Exchange Limited |
| 31. | Target Company or PPTL | Pankaj Piyush Trade And Investment Ltd |

## 2. DISCLAIMER CLAUSE

**"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT 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 DRAFT 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 PANKAJ PIYUSH TRADE AND INVESTMENT LTD. TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHO'S SHARES/CONTROL ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, INTENSIVE FISCAL SERVICES PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 10, 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE DRAFT 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 is being made by the Acquirer to the equity shareholders of Pankaj Piyush Trade And Investment Ltd, a company incorporated and duly registered under the Companies Act, 1956, on May 29, 1982 and having its registered office at 109, Trinity Building, 261 S.S. Gaikwad Marg, Dhobi Talao, Marine Lines, Mumbai, Maharashtra- 400002, Tel No 022-22073080, Fax No 022 22073081, E-mail - pp_tradeinvest@rediffmail.com, Website - www.pptinvestment.com pursuant to the Regulation 4 and in compliance with the SEBI (SAST) Regulations, 2011. The Acquirer proposes to takeover the management control of PPTL pursuant to the SPA.

3.1.2. The Acquirer hereby makes this Offer to the equity shareholders of the Target Company (other than the parties to the SPA) to acquire up to 1,04,000 equity shares ("Shares") of the Target Company of face value of Rs.10 each, representing in aggregate 26.00% (in terms of Regulation 7(1)) of the paid up equity share capital and voting capital of the Target Company at a price of Rs. 34.00/- (Rupees Thirty Four Only) per fully paid up equity share, payable in Cash subject to the terms and conditions mentioned in the PA, DPS and in this LOO that will be circulated to the shareholders in accordance with the SEBI (SAST) Regulations, 2011, whose names appear on the register of members on the Identified Date i.e. March 12, 2012.

3.1.3. Mr. Vinod kumar Bansal is the only Acquirer in this open offer and there are no other Persons acting in concert (PACs') with the Acquirer in respect of this Offer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011.

3.1.4. The Acquirer intend to acquire shares from Seller via Share Purchase Agreement (SPA) on January 31, 2012 at a price of Rs. 10.00/- (Rupees Ten only), details of which are as follows:

| **Seller** | | | **Acquirer** | | |
|---|---|---|---|---|---|
| **Name of the Seller** | **No. of Equity Shares** | **% w.r.t. to the total paid up capital** | **Name of the Acquirer** | **No. of Equity Shares** | **% w.r.t. to the total paid up capital** |
| Mr. Rasiklal Shah | 60,000 | 15.00 | Mr. Vinod Kumar Bansal | 60,000 | 15.00 |
| **Total** | **60,000** | **15.00** | **Total** | **60,000** | **15.00** |

3.1.5. The Acquirer has entered into a Share Purchase Agreement (SPA) on January 31, 2012 with the Seller of the Target Company to acquire 60,000 (hereinafter referred to as "Said Shares") fully paid up equity shares of Rs. 10/- each, representing 15.00% of the issued, subscribed, paid up and voting capital of the Target Company at a price of Rs. 10.00/- (Rupees Ten only) per share aggregating to Rs. 6,00,000/- (Rupees Six Lakhs only).

3.1.6. By the above proposed acquisition pursuant to SPA, the Acquirer will be in control of the Target Company, which resulted in triggering of SEBI (SAST) Regulations, 2011.

3.1.7. The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.

3.1.8. The salient features of the SPA are as under:-

a) The Seller intends to sell 60,000 fully paid up equity shares of Rs. 10 each and the Acquirer intend to buy such shares held by the seller.
b) The negotiated price for the purpose of this agreement is Rs. 10.00 only (Rupees Ten Only) per fully paid up equity shares aggregating to Rs. 6,00,000/-(Rupees Six lakhs Only) which is arrived on the basis of negotiation.
c) The Seller has delivered the signed blank dated Transfer deed signed by him along with the Original Share Certificate in turn the Acquirer have delivered Blank dated cheque in lieu of consideration of the said shares to Seller.
d) The Seller shall provide and shall cause the Target Company to provide to the Acquirer or his authorized representatives and advisers, full access to the Target Company its facilities, books, records and documents and provide all required materials, data and information necessary or as the Acquirer may require to investigate any facts or matters for conducting due diligence of any facts, matters, information relating to the business, affairs operations or prospects of the Target Company.

e) The Share Purchase Agreement, by its own terms, shall be effective only upon the certification by the Manager of the Offer that the formalities related to the Offer have been duly completed in compliance with the SEBI (SAST) Regulations, 2011 as may be applicable to the transfer of the shares in favour of the Acquirer.

f) In the event, if the Acquirer fails to comply with the applicable provisions of the Takeover Code relating to the Public Offer, the SPA shall stand terminated and shall be null and void and the Acquirer holding blank dated signed Transfer deed signed by the Seller along with Original Share Certificate shall return the same to the Seller and Blank dated cheque shall be returned to the Acquirer by the Seller.

3.1.9. Apart from 60,000 (Sixty Thousand Only) fully paid up equity shares which the Acquirer intends to purchase pursuant to SPA, the Acquirer does not hold any equity shares/ voting rights of PPTL and hence the provisions of Chapter V of SEBI (SAST) Regulations, 2011 & Chapter II of SEBI (SAST) Regulations, 1997 are not applicable.

3.1.10. As on date of this DLOO, the Seller is the only Promoter of the Target Company as per the definition in SEBI (SAST) Regulations, 2011.

3.1.11. As on the date of this DLOO, none of the directors of the Target Company represents the Acquirer.

3.1.12. The Acquirer, the Seller and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued U/s 11B of SEBI Act, 1992 or under any other Regulation under the SEBI Act, 1992.

3.1.13. There is no other consideration/compensation, in cash or kind, whether directly or indirectly is being given to the Seller apart from the consideration as stated in Para 3.1.4 above.

3.1.14. As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published i.e. on March 22, 2012.

**3.2. Details of the proposed Offer**

3.2.1. The Acquirer has made a Public Announcement on January 31, 2012, Corrigendum to the Public Announcement & Detailed Public Statement on February 07, 2012 in accordance with the Regulation 15 and pursuant to Regulation 4 of SEBI (SAST) Regulations, 2011, in the following newspapers:

| Publication | Language | Editions |
|---|---|---|
| The Financial Express | English | All Editions |
| Jansatta | Hindi | All Editions |
| Navshakti | Marathi | Marathi Edition (Place where the Registered office & Stock Exchange is situated) |

**The Public Announcement is also available on the SEBI website at www.sebi.gov.in**

3.2.2. Pursuant to the signing of SPA, the Acquirer is making this Open Offer under Regulations 4 of the SEBI (SAST) Regulations, 2011, to acquire 1,04,000 equity shares of Rs.10/- each representing 26.00% of the total issued, subscribed, paid up and voting capital of the Target Company at a price of Rs. 34.00/- (Rupees Thirty Four Only) per fully paid up equity share (“Offer Price”) payable in Cash subject to terms and conditions mentioned hereinafter.

3.2.3. This Offer is being made to all the shareholders of the Target Company (other than the parties to the SPA) and is not conditional upon any minimum level of acceptance is in accordance with Regulation 7 (6) of the Regulations. The Acquirer will acquire all the shares of the Target Company that are validly tendered as per the terms of the Offer up to a maximum of 1,04,000 equity shares.

3.2.4. The Offer is not a competitive bid.

3.2.5. The Offer is subject to the terms and conditions set out herein and in the Final Letter of Offer that will be sent to the shareholders of the Target Company.

3.2.6. Also the Acquirer has not acquired any shares of the Target Company after the date of Public

Announcement till the date of this DLOO.

3.2.7. This offer is not subject to any statutory and regulatory approvals, however it will be subject to statutory approvals that may become applicable at a later date (as mentioned in Point No. 7.3 of this DLOO).

3.2.8. The Manager to the Open Offer i.e. **Intensive Fiscal Services Private Limited** does not hold any shares in the Target Company as on the date of PA, DPS & DLOO in accordance with Regulation 27 (6) of Regulations. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as the Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer.

3.2.9. In terms of Clause 40A of the Listing Agreement with BSE read with Rule 19A(1) of the Securities Contracts (Regulations) Rules,1957, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis. As per the Listing Agreement, the present Offer after considering the SPA and Open Offer Shares will not result in the public shareholding of the Target falling below the minimum level required.

**3.3. Object of the Acquisition / Offer**

3.3.1. The Offer is being made pursuant to Share Purchase Agreement between the Acquirer and the Seller as described in Para 3.1.4 above whereby the Acquirer intends to acquire 15.00% of the issued, subscribed and paid up share capital from the Seller.

3.3.2. The Open Offer is being made to all the public shareholders of PPTL for acquiring 26.00% of the total issued, subscribed, paid up and voting capital of the Target Company in accordance with Regulation 4 of the SEBI (SAST) Regulations, 2011. After the completion of the proposed Open Offer (assuming full acceptances) the Acquirer will achieve substantial acquisition of equity shares and voting rights accompanied with effective management control over the Target Company.

3.3.3. The prime object of the Offer is to change the control and management of the Target Company. Mr. Vinod Kumar Bansal is the only Acquirer for the proposed Open Offer. The Acquirer is yet to finalize on how they would implement the future plans. The Acquirer believes that the acquisition of a Majority stake & Management Control in the Target Company is in line with business strategy and is a step towards becoming a broad based and integrated player.

3.3.4. To the extent required and to optimize the value to all the shareholders, the Acquirer may subject to applicable shareholders' consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, amalgamation, rationalizing and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. Notwithstanding, the Board of Directors of the Target Company will take appropriate decisions in these matters in line with the requirements of the business and opportunities from time to time.

3.3.5. As on the date of this DLOO, the Acquirer does not have any intention to sell, dispose off or otherwise encumber any significant assets of PPTL except in the ordinary course of business of PPTL and its future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the prior approval of the shareholders at a General Body Meeting of PPTL in accordance with regulation 25(2). However, the Acquirer may give effect such alienation but subject to passing a special resolution by the shareholders of Pankaj Piyush Trade And Investment Ltd by way of a postal ballot and the notice for such postal ballot containing reasons as to why such alienation is necessary.

## 4. BACKGROUND OF THE ACQUIRER

4.1. Mr. Vinod Kumar Bansal aged about 31 years, is the son of Mr. Virender Kumar Bansal resides at A-1/11, Varun Apartment, Sector-9, Rohini, Delhi-110085 Tel no.: 011-45805612, Fax no.: 011 66173880 is Acquirer in the terms of Regulation 2 (1) (a) of the SEBI (SAST) Regulations, 2011. Moreover he is the only Acquirer in the offer and there is no PAC with him for the purpose of this open offer.

4.2. The Acquirer has an experience of 4 years in the areas of Financing, Dealing in shares & securities and proposes to expand his activities.

4.3. Ishant Agarwal (Membership No. 518876), proprietor of Ishant Agarwal & Associates, Chartered

Accountants, having their Office at B-2/18, Krishna Nagar, Near Raghunath Mandir, Delhi – 110051, Ph. +91-9555035652, E-mail caishant87.agarwal@gmail.com has certified vide certificate dated January 17, 2012 that the Net worth of Mr. Vinod Kumar Bansal is Rs. 39,00,000/- (Rupees Thirty Nine Lakhs Only) as on November 30, 2011.

4.4. The Acquirer is not forming part of the present Promoter Group of the Target Company.

4.5. As on the date of this DLOO, the Acquirer does not hold any position on the Board of Directors of any Listed Company.

4.6. As on date of this DLOO, the Acquirer does not hold any shares of the Target Company except as mentioned above in Para 3.1.4 and hence the provisions of Chapter V of SEBI (SAST) Regulations, 2011 are not applicable.

4.7. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the 'SEBI Act') or any other Regulations made under the SEBI Act.

## 5. BACKGROUND OF THE TARGET COMPANY

5.1. The company **"**Pankaj Piyush Trade And Investment Ltd**"** was incorporated on May 29, 1982 under the provisions of the Companies Act, 1956. The registered Office of the Target Company is at 109, Trinity Building, 261 S.S. Gaikwad Marg, Dhobi Talao, Marine Lines, Mumbai, Maharashtra-400002, Tel No 022-22073080, Fax No 022 22073081, E-mail - pp_tradeinvest@rediffmail.com, Website - www.pptinvestment.com

5.2. The Main Objects clause of PPTL as per Memorandum of Association is as under:

5.2.1. "To finance industrial enterprises, and for that purpose to make loans, or advances to, or subscribe to the share capital of, private industrial enterprises in India."

5.2.2. To carry on the business of an investment company and in invest the capital and other moneys of the company in the purchase or upon the securities of shares, stocks, units, debentures, debenture-stocks, Bonds, mortgages, obligations & securities issued or guaranteed by any company, corporation or undertaking, whether incorporated or otherwise, and wheresoever constituted or carrying on business and to buy, sell or otherwise deal in shares, stocks, debentures, debenture-stock, bonds, notes mortgages, obligations and other securities issued or guaranteed by any government, local or other authority or body in India or abroad.

5.2.3. To acquire hold, sell, buy or deal in any shares, stocks, debentures, debenture stock, bonds, mortgages, obligations and other securities by original subscription, tender, purchase, exchange, gift and to subscribe for the same, either conditionally or to underwrite or sub-under-write or guarantee the subscription thereof and to purchase and sell untis.

5.2.4. To give guarantees and in particular to guarantee the payment of any principal moneys, Interest or other moneys secured by or payable under the debentures, bonds, debenture-stocks, mortgages, charges, contracts, obligations, and securities, and the payment of dividends on and the repayment of the capital of stock and shares,

5.2.5. To carry on the business as merchants, packers, traders commission agents, business agents, seller agents, brokers, adatia, buyers, sellers, indentors, importers, exporters, dealers in, commodities, minerals, ores, raw materials, manufactured products, goods and ware, plant, machinery, spares, accessories, tools, wool, raw silk, yarn fibres, garments, apparels, handlooms, cattafe industries, poultry, and dairy milk products, tobacco, leather wares, timber products, rubber and rubber products, plastic and plastic products, paper and paper products, electronic, steel and steel products, furniture, hardware, building construction materials, days, chemicals, petro-chemicals, products, fertilisers, colours, paints glass and glassware ceramics, electrical items, household appliances, office equipments, stationers, automobile products, gold, silver, diamonds, precious stones and jewellers and to act as Export House.

5.3. As on the date of PA, DPS and DLOO, Promoters holding in the Target Company is as follows:

| S. No. | Name of the Promoter | No. of Shares | % w.r.t. Total Paid Up Capital |
|---|---|---|---|
| 1. | Rasiklal Shah | 60,000 | 15.00 |

| | Total | 60,000 | 15.00 |
|---|---|---|---|

5.4. As on the date of this Draft Letter of Offer, the authorized share capital of the Target Company is Rs. 50,00,000 (Fifty Lakhs Only) divided into 5,00,000 (Five Lakhs only) equity shares of Rs 10/- (Rupees Ten Only) each. The issued, subscribed & Paid up capital of the Company is Rs. 40,00,000 (Rupees Fourty Lakhs only) divided into 4,00,000 (Four Lakhs Only) equity shares of Rs 10/- (Rupees Ten Only) each fully paid up.

5.5. The entire issued, subscribed, paid up and voting equity capital of the Target Company is listed on BSE. The scrip code on BSE is 506122 & Scrip ID is PANKPIY. The trading in equity shares of the Target Company was suspended by BSE w.e.f April 30, 2003 due to non compliance of listing agreement. Further, the Target Company received In principle approval from BSE for revocation of suspension in trading of equity shares of the Target Company vide its letter dated October 17, 2011.

5.6. As on the date of this DLOO, there are no partly paid-up, no forfeited shares but 60,000 (Sixty Thousand Only) shares of Promoter Mr. Rasiklal Shah constituting 15.00% of total paid up capital are under Lock-in requirements up to April 15, 2012. There are no outstanding convertible instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity at any later date.

5.7. As on the date of this Draft Letter of Offer, the share capital structure of the Target Company is as given under:

| Paid-up Equity Shares | No. of Shares/Voting Rights | % of Shares/Voting Rights |
|---|---|---|
| Fully Paid-up Equity shares | 4,00,000 | 100% |
| Partly Paid-up Equity shares | NIL | -- |
| Total paid-up Equity shares | 4,00,000 | 100% |
| Total Voting Rights in the Company | 4,00,000 | 100% |

5.8. The Current capital structure of the Company has been built up since inception is as under:

| Date of Allotment/Issue | No and % of Shares issued | | Cumulative Paid-Up Capital (Rs.) | Mode of Allotment | Identity of Allotees | Status of Compliance with SEBI (SAST) Regulations, 1997 or 2011 |
|---|---|---|---|---|---|---|
| | No. | % | | | | |
| May 29, 1982 | 7 | Negligible | 70 | Subscribers to Memorandum of Association | Members | N.A. |
| 1982-83 | 399,993 | 100.00% | 4,000,000 | Public Issue | Directors, their relatives, friends, associates and Public | N.A. |
| **Total** | **400,000** | **100.00%** | | | | |

5.9. Pankaj Piyush Trade And Investment Ltd - Date wise Capital Build up - Promoter & Promoters Relatives and Group Company

| Sr No. | Name of the promoter/promoter group entity | Opening Balance | | | | Transactions Details | | | | | | Closing Balance | | | | | Increase /Decrease in holding of promoter (+/-) (in terms of %) | Applicable regulations of SEBI (SAST) Regulations, 1997 | Compliance status with SEBI (SAST) regulations and other applicable regulations |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Total Paid up Capital of the target company | | Holding of the promoter group | | Date of transaction (allotmenet /purchase/transfer) | Shares acquired | | Shares sold | | Mode of acquisition(Memorandum/IPO/Market Purchase/Preferential allotment/Right issue/Bonus share/Interse transfer etc. | Total Paid up Capital of the target company | | Holding of promoter group | | Cumulative holding of promoter group (in terms of %) | | | |
| | | No. of shares | % | No. of shares | % | | No. of shares | % | No. of shares | % | | No. of shares | % | No. of shares | % | | | | |
| 1) | Hitesh Bhutla | | | 52,500 | 13.13% | Opening Balance in the year 1997 | | | | | | | | | | 13.13% | | | |
| | Sailesh Agarwal | | | 3,550 | 0.89% | | | | | | | | | | | 14.01% | | | |
| | Balmukund Kumar | | | 4,400 | 1.10% | | | | | | | | | | | 15.11% | | | |
| | Ajay Kumar | | | 5,500 | 1.38% | | | | | | | | | | | 16.49% | | | |
| | Varun Agarwal | | | 3,000 | 0.75% | | | | | | | | | | | 17.24% | | | |
| | Puneet Agarwal | | | 2,000 | 0.50% | | | | | | | | | | | 17.74% | | | |
| | Sanwarmal Agarwal | | | 3,000 | 0.75% | | | | | | | | | | | 18.49% | | | |
| | Subhash Patwari | | | 2,000 | 0.50% | | | | | | | | | | | 18.99% | | | |
| | Radha Ballabh Agarwal | | | 1,000 | 0.25% | | | | | | | | | | | 19.24% | | | |
| | K K Tiwari | | | 3,000 | 0.75% | | | | | | | | | | | 19.99% | | | |
| | C S Raha | | | 5,000 | 1.25% | | | | | | | | | | | 21.24% | | | |
| | | | | | | | | | | | | | | | | | | | |
| | **Total** | **400,000** | **100** | **84,950** | **21.24%** | | | | | | | **400,000** | **100** | **84,950** | **21.24 %** | **21.24 %** | | | |
| | | | | | | | | | | | | | | | | | | | |
| 2) | Hitesh Bhutla | 400,000 | 100 | 84,950 | 21.24% | April 2, 2005 | | | 50,000 | 12.50 % | Off market Sale | 400,000 | 100 | 34,950 | 8.74% | 8.74% | -12.50% | Regulation 7(1A) | Not Complied with Regulation 7(1A) |
| 3) | Sterlite Metal Rolling Mills Pvt Ltd | 400,000 | 100 | 34,950 | 8.74% | April 2, 2005 | 23,050 | 5.76% | | | Off market Purchase | 400,000 | 100 | 58,000 | 14.50% | 14.50% | 5.76% | Regulation 12 & 7(1) | i) Not Complied with Regulation 7(1) and ii) Open Offer triggered under 12 as acquisition of 5.76% has resulted in |

| | | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | | | | | | | | | | change in control of the Target Company but no open offer was given. |
| | | | | | | | | | | | | | | | | | | | |
| | Hitesh Bhutla | | | | | | | | 2500 | 0.63% | | | | | | | | | |
| | Balmukund Kumar | | | | | | | | 4,400 | 1.10% | | | | | | | | | |
| | Ajay Kumar | | | | | | | | 5,500 | 1.38% | | | | | | | | | |
| | C S Raha | | | | | | | | 5,000 | 1.25% | | | | | | | | | |
| | Sterlite Metal Rolling Mills Pvt Ltd | | | | | | | | 23,050 | 5.76% | | | | | | | | Regulation 7(1A) | Not Complied with Regulation 7(1A) |
| 4) | Sailesh Agarwal | | | | | | | | 3,550 | 0.89% | Off Market Sale | | | | | | | | |
| | Varun Agarwal | | | | | | | | 3,000 | 0.75% | | | | | | | | | |
| | Puneet Agarwal | | | | | | | | 2,000 | 0.50% | | | | | | | | | |
| | Sanwarmal Agarwal | | | | | | | | 3,000 | 0.75% | | | | | | | | | |
| | Subhash Patwari | | | | | | | | 2,000 | 0.50% | | | | | | | | | |
| | Radha Ballabh Agarwal | 400,000 | 100 | 58,000 | 14.50% | October 29, 2008 | | | 1,000 | 0.25% | | 400,000 | 100 | 60,000 | 15.00% | 15.00% | 0.50% | | |
| | K K Tiwari | | | | | | | | 3,000 | 0.75% | | | | | | | | | |
| 5) | Rasiklal Shah | | | | | | 60,000 | 15.00% | | | Off Market Purchase | | | | | | | Regulation 10, 12 & 7(1) | (i) Complied with SEBI (SAST) Regulations 7(1) on January 30, 2012 – Delayed by 1186 days. (ii) Open Offer triggered under Regulation 10 & 12 as Acquisition of 15% shares or voting rights by the Acquirer and it resulted in change in control of the Target Company but no open offer was given. |

5.10. The composition of the Board of Directors of PPTL as on the date of DLOO is as follows:-

| Director Name | Qualification | Experience | Present residential address | Designation | Date of Appointment | DIN/PAN |
|---|---|---|---|---|---|---|
| Seema Mangal | M.A., B.E.D., M.Phil | 4 years in Insurance and Securities Market | C/O Anil Mangal, P.No. E-74a, Ram Nagar Extn., Sodala,, Jaipur, 302019, Rajasthan, India | Additional Director | 03/11/2011 | 1810305 |
| Ashish Satish Bhatt | SSC | 10 years in Finance | 2a/2, Sea View Co-Op. Hsg. Soc. Ltd.,, Ram Nagar, Borivali (West), Mumbai, 400092, Maharashtra, India | Director | 05/08/2008 | 2241045 |
| Jignesh Anantrai Mehta | SSC | 8 years in Marketing | 5, Shreeji Bhuvan, M.G.X Road,, Borivali (East), Mumbai, 400066, Maharashtra, India | Director | 05/08/2008 | 2241059 |
| Kavita Jignesh Mehta | SSC | 9 years in Administration | 304, Madhuban Chs, Plot No. 184,, 51 Tps Rd, Opp Factory Lane, Borivali (W), Mumbai, 400092, Maharashtra, India | Director | 05/08/2008 | 2246431 |
| Mahesh Indravadanbhai Pandya | SSC | 8 years in Accounting | A/6, Kamal Bldg., Harsha Park,, Chandavarkar Lane, Mumbai, 400092, Maharashtra, India | Director | 05/08/2008 | 2246434 |
| Anil Kumar Mangal | C.A. | 6 years in Financial Consultancy | E-74a, Ram Nagar Extension, Sodala, Jaipur, 302019, Rajasthan, India | Additional director | 06/01/2012 | 5157083 |

5.11. There has been no merger / de-merger, spin-off during the past three years in PPTL.

5.12. The Brief Financials of PPTL are as under:-

(Rs. in Lakhs)

| Profit & Loss Statement | Period ended 31.03.2010 (Audited) | Period ended 31.03.2011 (Audited) | Six Months ended 30.09.2011 (Unaudited but certified) |
|---|---|---|---|
| Income from operations | 4.67 | 4.70 | 2.46 |
| Other Income | - | 0.39 | - |
| **Total Income** | **4.67** | **5.09** | **2.46** |
| Total Expenditure | 1.45 | 1.62 | 0.88 |
| Profit/ Loss before Depreciation, Interest and Tax | 3.22 | 3.47 | 1.57 |
| Depreciation | - | - | - |
| Profit (Loss) before Tax and Interest | 3.22 | 3.47 | 1.57 |
| Interest | - | - | - |
| Profit before Tax | 3.22 | 3.47 | 1.57 |
| Provision for tax | 1.07 | 0.82 | - |
| **Profit (Loss) after Tax (PAT)** | **2.16** | **2.66** | **1.57** |

(Rs. in Lakhs)

| Balance Sheet Statement | Period ended 31.03.2010 (Audited) | Period ended 31.03.2011 (Audited) | Six Months ended 30.09.2011 (Unaudited but certified) |
|---|---|---|---|
| **Sources of Funds** | | | |
| Paid up Share Capital | 40.00 | 40.00 | 40.00 |
| Reserves and Surplus | 2,462.29 | 2,462.29 | 2462.29 |
| **Net worth** (Including Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) | 629.30 | 631.95 | 633.52 |
| Total | **2,502.29** | **2,502.29** | **2502.29** |
| **Total Source of funds** | | | |
| **Application of Funds** | | | |
| Net Fixed Assets | - | - | - |
| Investments | 505.00 | 505.00 | 505.00 |
| Net Current Assets | 124.30 | 126.95 | 128.52 |
| Miscellaneous Expenditure | - | - | - |
| Profit & Loss Account | 1,873.00 | 1,870.34 | 1868.77 |
| **Total** | **2,502.29** | **2,502.29** | **2502.29** |

(Rs. in Lakhs)

| Other Financial Data | Period ended 31.03.2010 (Audited) | Period ended 31.03.2011 (Audited) | Six Months ended 30.09.2011 (Unaudited but certified) |
|---|---|---|---|
| Total Income | 4.67 | 5.09 | 2.46 |
| Profit/ (Loss) After Tax | 2.16 | 2.66 | 1.57 |
| Equity Share Capital | 40.00 | 40.00 | 40.00 |
| Earnings Per Share (Rupees) | 0.54 | 0.66 | 0.39 |
| Net worth (Excluding Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) | (1833) | (1830) | (1829) |
| Book Value Per Share (Excluding Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) | - | - | - |
| Net worth (Including Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) | 629.30 | 631.95 | 633.52 |
| Return on Net worth (Including Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) (%) | 0.34% | 0.42% | 0.25% |
| Book Value Per Share (Including Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) (Rupees) | 157.32 | 157.99 | 158.38 |

Source: Annual Report FY 2010 & 2011. As certified by B. J. Vyas (Membership No 33533), Partner of S. Ramanand Aiyar & Co, Chartered Accountants, having their office at 501/502, 5th Floor, Umerji House, Next to Crescent Plaza, Opp Imperial Hotel, Telli Gully, Andheri (East), Mumbai-400 069, Telephone Nos: (91) (22)

2682 0608 / 2682 0605 Fax: (91) (22) 2682 0274, E-mail: mumbai@sraco.in, Website: www.sraco.in the financials for Six month ended September 30, 2011 vide certificate dated January 18, 2012.)

Reason for the fall/rise in the total income and profit after tax:

Financial Year 2009-10 to 2010-2011

There is no unusual increase or decrease in Profit/(Loss) After Tax (PAT). It has increased marginally to Rs. 2.66 Lakhs in FY 2011 from Rs. 2.16 Lakhs in FY 2010 whereas Income has increase from Rs. 4.67 in FY 2010 to Rs. 5.09 Lakhs in FY 2011 due to interest received on Income Tax refund.

5.13. Accounting Policies followed by the Company as per Annual Report 2010-2011:

- 5.13.1. AS-1 Disclosure of Accounting policies: The accounts are maintained on accrual basis as a going concern.
- 5.13.2. AS-2 Valuation of Inventories: Inventories are valued at cost or market value whichever is lower.
- 5.13.3. AS-3 Cash Flow Statement: Cash Flow Statement is prepared under "Indirect Method" and the same is annexed.
- 5.13.4. AS-4 Contingencies and events occurring after Balance Sheet date: There were no contingencies and events occurred after Balance Sheet date.
- 5.13.5. AS-5 Net Profit of Loss for the period, Prior Period Items and Changes in Accounting policies: There are no prior period items during the reporting year therefore disclosure for the same need not required.
- 5.13.6. AS-6 Accounting for Depreciation: There are no Existing Fixed Assets or not purchased during the year, therefore disclosure for the depreciation accounting need not be required.
- 5.13.7. AS-7 Accounting for the Contract: This Accounting standard is not applicable.
- 5.13.8. AS-8 This Accounting Standard is withdrawn and included in AS-26.
- 5.13.9. AS-9 Revenue Recognition: The income of the company is derived from trading in shares, interest on loan given to companies and sale of properties. Interest Income is recognized on time proportion basis taking into account outstanding and rate applicable. The revenue and expenditure are accounted on going concern.
- 5.13.10. AS-10 Accounting for Fixed Assets: There are no Existing Fixed assets or not any purchased during the year, so this Accounting standard is not applicable.
- 5.13.11. AS-11 Accounting for the effects in foreign currencies. Therefore this accounting standard is not applicable.
- 5.13.12. AS-12 Accounting for Government grants: The company has not received any grants from the government.
- 5.13.13. AS-13 Accounting for the Investments: i) Long term investments are valued at cost less provision for permanent diminution in value of such investments. ii) Current Investments are valued at lower of cost or market value.
- 5.13.14. AS-14 Accounting for the Amalgamation: During the year there was no Amalgamation so this Accounting Standard is not applicable.
- 5.13.15. AS-15 Accounting for Retirement Benefits: There are no employees; therefore this standard is not applicable.
- 5.13.16. AS-16 Borrowing Cost: The Company has not borrowed any fund to acquire, build and install the fixed assets and other assets; therefore this standard is not applicable.
- 5.13.17. AS-17 Segment Reporting the Company operates only in one segment and there are no separate reportable segments.
- 5.13.18. AS-18 Related party Disclosures Since the company has not entered any transactions with related party, therefore this standard is not applicable.
- 5.13.19. AS-19 Accounting for lease: The company has not taken any assets on lease so this accounting standard is not applicable.
- 5.13.20. AS-20 Earning per Share: EPS is calculated in accordance with accounting standard prescribed. Basic/Diluted earnings per share are calculated by dividing Net profit for the period attributable to the Equity Shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period.
- 5.13.21. AS-21 Consolidated financial Statements: Since the company does not have any subsidiary or control over the any other company; therefore this standard is not applicable.
- 5.13.22. AS-22 Accounting for Taxes on Income: Provision for Income tax is made on the basis of book profit for the year at applicable rate. Current tax represents the amount of income tax payable/ recoverable in respect of taxable income/ loss for the reporting year.
- 5.13.23. AS-23 Accounting for investments in Associates in Consolidated Financial Statements: The Company is not making any Consolidated Financial Statements as stated in above AS-21 so this standard is not applicable.

5.13.24. AS-24 Discontinuing Operations: The Company has not discontinued any operation during the year.
5.13.25. AS-25 Interim Financial Reporting: The Company is in process of compiling and publishing interim financial reporting.
5.13.26. AS-26 Intangible Assets: During the year, the company has no intangible assets.
5.13.27. AS-27 Financial Reporting of Interest in Joint Venture: The Company has no Interests in Joint Venture.
5.13.28. AS-28 Impairment of Assets: The Company does not have any Fixed Assets therefore this standard is not applicable.
5.13.29. AS-29 Provision, contingent liabilities and contingent assets: There is no contingent Liabilities as certified by Management.

5.14. Pre and Post-Offer shareholding pattern of the Target Company after the completion of the Offer Formalities (assuming full acceptances) is as per the following table:

| **Shareholders' category** | **Shareholding & Voting Rights prior to the agreement/acquisition and offer** | | **Shares /voting rights agreed to be acquired which triggered off the Regulations** | | **Shares/voting rights to be acquired in Open Offer (assuming full acceptances)** | | **Share holding/voting rights after the acquisition and offer** | |
|---|---|---|---|---|---|---|---|---|
| | (A) | | (B) | | (C ) | | (A)+(B)+(C )= | |
| | | | | | | | (D) | |
| | **No.** | **%** | **No.** | **%** | **No.** | **%** | **No.** | **%** |
| **(1) Promoter group** | | | | | | | | |
| a. Party to the agreement-(Mr. Rasiklal Shah) | 60,000 | 15.00% | (60,000) | (15.00%) | | | | |
| b. Promoters other than (a) above | | | | | | | | |
| Total 1(a+b) | 60,000 | 15.00% | (60,000) | (15.00%) | | | | |
| **(2) Acquirer** | | | | | | | | |
| Mr. Vinod Kumar Bansal | | | 60,000 | 15.00% | 104,000 | 26.00% | 164,000 | 41.00% |
| | | | | | | | | |
| Total 2 | | | 60,000 | 15.00% | | | | |
| **(3) Parties to agreement other than(1) (a) & (2)** | | | | | | | | |
| **(4) Public (other than party to agreement and Acquirer)** | | | | | | | | |
| a.FIs/MFs/FIIs/Banks,SFIs | | | | | | | | |
| b. Others | | | | | | | | |
| Bodies Corporates | | | | | | | | |
| Individuals | 340,000 | 85.00% | | | (104,000) | (26.00%) | 236,000 | 59.00% |
| Total (4)(a+b) | 340,000 | 85.00% | | | | | 236,000 | 59.00% |
| **Total (1+2+3+4)** | **400,000** | **100.00%** | | | | | **400,000** | 100.00% |

5.15. As per the Share Holding Pattern filed with BSE as on December 31, 2011 & available information, the number of shareholders in PPTL in public category as on date is 50 (Fifty Only).
5.16. Status of Corporate Governance compliances by PPTL: - Provisions of Clause 49 of the Listing agreement

are not applicable to the Target Company as its Present paid up share capital is Rs. 40.00 Lakhs only. **As per Circular No SEBI/CFD/DIL/CG/1/2004/12/10** dated October 29, 2004, issued by SEBI, the provisions under Clause 49 of the Listing Agreement is applicable to the Target Company if the Paid up Capital is more than Rs. 300 Lakhs.

5.17. There are no litigation matters pending by and against the Target Company as on date of the PA, DPS and this DLOO.

5.18. Details of Compliance Officer
Mr. Anil Kumar Mangal
**Address**: 109, Trinity Building,
261 S.S.Gaikwad Marg, Dhobi Talao,
Marine Lines, Mumbai,
Maharashtra- 400002,
Tel No:- 022-22073080,
Fax No:- 022 22073081
(**Source:** All the data about Target Company is provided/certified by Pankaj Piyush Trade And Investment Ltd)

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of Offer Price

6.1.1. The shares of the Target Company are listed at BSE. The scrip code on BSE is 506122 and Scrip ID is PANKPIY.

6.1.2. The annualized trading turnover of the equity shares of the Target Company during Twelve calendar months preceding the month of PA (January 2011 to December 2011) on the Stock exchange on which the equity shares of the Target Company are listed is detailed below:

| Name of the Stock Exchange | Total Number of shares traded during the preceding 12 calendar months prior to the month of PA | Total No. of Equity shares listed | Annualized trading turnover (as % of total number of listed shares |
|---|---|---|---|
| Bombay Stock Exchange Ltd. | 0 | 4,00,000 | 00.00 |

Based on the above information, the shares of the Target Company are infrequently traded on BSE within the meaning of Regulation 2(1) (j) of the SEBI (SAST) Regulations, 2011.

6.1.3. Therefore, the Offer Price of Rs. 34.00/- (Rupees Thirty Four Only) per share is justified in terms of Regulation 8(2) (e) and the same has been determined after considering the following facts:

| | | | |
|---|---|---|---|
| a) | Highest negotiated price per share for acquisition under the agreement or SPA | Rs. 10.00 | |
| b) | The volume-weighted average price paid or payable for acquisitions, whether by the Acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of public announcement; | Not Applicable | |
| c) | The highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with him, during the Twenty-six weeks immediately preceding the date of the Public announcement: | 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 (As Shares are infrequently traded) | |
| e) | **Other Parameters** | **For year ended March 31, 2011** | **For six months ended September 30, 2011** |

| | | | |
|---|---|---|---|
| | Profit after Tax (Rs. in Lakhs) | 2.66 | 1.57 |
| | Net worth (Excluding Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) | (1830) | (1829) |
| | Book Value Per Share (Excluding Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) | - | - |
| | Net worth (Including Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) (Rs. in Lakhs) | 631.95 | 633.52 |
| | Book Value Per Share (Including Investment Allowance Reserves of Rs.5,60,000 /- and Surplus on Revaluation of Liabilities of Rs.24,56,69,488/-) (Rupees) | 157.99 | 158.38 |
| | Earnings per Share (EPS) (Rs.) | 0.66 | 0.39 |

As certified by B. J. Vyas (Membership No 33533), Partner of S. Ramanand Aiyar & Co, Chartered Accountants, having their office at 501/502, 5th Floor, Umerji House, Next to Crescent Plaza, Opp Imperial Hotel, Telli Gully, Andheri (East), Mumbai-400 069, Telephone Nos: (91) (22) 2682 0608 / 2682 0605 Fax: (91) (22) 2682 0274, E-mail: mumbai@sraco.in, Website: www.sraco.in the financials for Six month ended September 30, 2011 vide certificate dated January 18, 2012.

6.1.4. Fair value of shares has been determined vide valuation report dated February 04, 2012 issued by Avesh Patel (Membership No. 125396), Proprietor of Avesh A. Patel, an independent Chartered Accountant having its registered office at A-102, Tirumala Apartment, Ushma Nagar, Near Ryan International school, Off Malad Link Road, Malad – West, Mumbai-400064, E-mail : aveshca@gmail.com, Mob: 0919322150009 taking into account the above parameters and by placing reliance on the Supreme Court Judgment in the Case of Hindustan Lever Employee Union vs. Hindustan Lever Limited [(1995) 83 CC 30] and with due regard to the erstwhile CCI Formula for valuation of shares. The said Valuation report, prepared on the basis of Net Asset Value Method which comes out to be Rs. 158.27/- per share, Earning Capitalisation Method Rs. 4.69/- per share and since the shares of the Target company were not traded during the 2 weeks prior to the date of Public Announcement; no market price was available and therefore price as per Market Price Method came out to be NIL. Thus the offer price of Rs. 34.00/- seems to be justified.

**Computation of the Fair Value as per HLL case:**
Considering the decision of the Supreme Court in HLL Employees Union vs. Hindustan Lever Limited (1995), 83 Com case 30, wherein the Hon'ble Supreme Court opined that the Fair Value for a listed company shall be:

| **Method** | **Amount (Rs.) (X)** | **Weights (Y)** | **Weighted Amount (in Rs.) (X * Y)** |
|---|---|---|---|
| 1. Value of shares as per Net Assets Method (NAV) | 158.27 | 1 | 158.27 |
| 2. Value of shares as per Price Earning Capitalization Method | 4.69 | 2 | 9.38 |
| 3. Value of Shares as per Market Price Method | 0.00 | 2 | 0.00 |
| **Total** | | **5** | **167.65** |
| **Fair value of share** | | | **33.53** |

Thus the fair value per share of Rs. 10/- is Rs. 33.53/-

The Valuation Exercise is done based on the decision of the valuation methodology as laid down by the Honourable Supreme Court of India in the case of Hindustan Lever Employees Union v. Hindustan Lever Limited, 1995 (83 com case 30) considering CCI Guidelines named as 'GUIDELINES FOR VALUATION OF EQUITY SHARES OF COMPANIES AND THE BUSINESS AND NET ASSETS OF BRANCHES', issued by the erstwhile Controller of Capital Issues, Deptt. Of Economic Affairs, Ministry of Finance, Government of India taking into accounts the following methods of valuation.

A. Net Asset Value Method.
B. Profit Earning Capacity Value (PECV) Method and
C. Market Value Method.

**A) Net Asset Value Method**

Based on the Audited financial results for year ended March 31, 2010, 2011 and Six month financials ended September 30, 2011(annualized), the Net Asset Value of the Equity Share of the Target Company is Rs. 158.27/- (Rupees One Hundred and Fifty Eight and Twenty Seven paise only) per share. The working is as follows:

| Average Book Value Method | | | |
|---|---|---|---|
| **Financial period ending** | **Networth** | **Weight** | **Weighted Networth (Rs. in lacs)** |
| 31.03.2010 | 629.30 | 1 | 629.30 |
| 31.03.2011 | 631.95 | 2 | 1,263.90 |
| 6 Month ended September 30, 2011(Annualized) | 635.09 | 3 | 1,905.27 |
| **Total** | | **6** | **3,798.47** |
| **Fair Value Based on Networth** | | | **633.08** |
| No of Shares | | | 400000 |
| **Net Asset Value per share** | | | **158.27** |

**B) Profit Earning Capacity Value (PECV) Method**

The Profit Earning Capacity Value of the Equity Share of the Company is arrived at as Rs. 4.69/- (Rupees Four and Sixty Nine Paise only) per share. The working is as follows:

| Average Profit Earning Capacity Value Method | | | |
|---|---|---|---|
| **Financial period ending** | **PAT** | **Weight** | **Weighted PAT (Rs. in lacs)** |
| 31.03.2010 | 2.16 | 1 | 2.16 |
| 31.03.2011 | 2.66 | 2 | 5.31 |
| 6 Month ended September 30, 2011(Annualised) | 3.14 | 3 | 9.42 |
| **Total** | | **6** | **16.89** |
| **Weighted Average PAT Value** | | | 2.81 |
| **Earning Capitalization @ 15%** | | | 0.15 |
| **Earning Capitalization Value** | | | **18.76** |
| **No of Shares** | | | 400000 |
| **Earning Based Value Per Share (PECV)** | | | **4.69** |

**C) Market Value Method**

Based on the information provided by the Company, the Company's shares are considered as infrequently traded in the BSE. Hence Market Value of the share considered to be Nil.

6.1.5. Based on 6.1.1, 6.1.2, 6.1.3 and 6.1.4, the Manager to the Offer confirm that the offer price of Rs. 34.00/- (Rupees Thirty Four Only) per equity share is justified in terms of Regulation 8(2) (e) of SEBI (SAST) Regulations, 2011 and is based on the last Audited and Certified financial data.

6.1.6. The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.

6.1.7. No adjustment has been carried out in the offer price as there were no corporate actions as on date of this DLOO.

6.1.8. The Acquirer shall disclose during the offer period every acquisition made by him of any shares of the Target Company to the stock exchange and to the Target Company at its registered office within twenty-four hours of such acquisition in accordance with Regulation 18 (6).

6.1.9. Irrespective of whether a competing offer has been made, the Acquirer may make upward revisions to the offer price, and subject to the other provisions of these regulations, to the number of shares sought to be acquired under the open offer, at any time prior to the commencement of the last three working days of the tendering period i.e. up to March 20, 2012**.**

6.1.10. If the Acquirer acquires or agree to acquire whether by himself any shares or voting rights in the target company during the offer period, whether by subscription or purchase, at a price higher than the offer price, the offer price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of Regulations. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

6.1.11. If the Acquirer acquires equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition in terms of Regulation 8(10) of Regulations. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

**6.2. Financial Arrangements**

6.2.1. Assuming full acceptance, the total requirement of funds for the Open Offer would be Rs. 35,36,000 (Rupees Thirty Five lakhs Thirty Six Thousand only). The Acquirer has already made firm arrangements for the financial resources required to implement the Open Offer in full.

6.2.2. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account under the name and title of PANKAJ PIYUSH TRADE AND INVESTMENT ESCROW ACCOUNT –00600350103546 with HDFC Bank Limited– Mumbai ("Escrow Bank") and made a deposit of Rs. 10,00,000/- (Rupees Ten Lakhs only) in the account being more than 25% of the total consideration payable in accordance with the SEBI (SAST) Regulations.

6.2.3. In term of an agreement dated January 31, 2012 amongst the Acquirer and Manager to the Offer and the Escrow Bank ("Escrow Agreement"), Manager to the Offer have been solely authorized to operate and to realize the value lying in the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.

6.2.4. The Acquirer has adequate resources to meet the financial requirement of the Offer in terms of Regulation 25(1), 27(1) (a) & (b) of the SEBI (SAST) Regulations. The Acquirer has made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations. No borrowing from any Bank/ Financial Institution is being specifically made for this purpose.

6.2.5. The Manager to the Offer, Intensive Fiscal Services Private Limited, hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation in accordance with Regulation 27 (1) of Regulations. As certified by Ishant Agarwal (Membership no 518876), proprietor of Ishant Agarwal & Associates, Chartered Accountants vide certificate dated February 04, 2012, the Acquirer has adequate financial resources for meeting its obligations under the Offer.

6.2.6. Ishant Agarwal (Membership No. 518876), proprietor of Ishant Agarwal & Associates, Chartered Accountants, having their Office at B-2/18, Krishna Nagar, Near Raghunath Mandir, Delhi – 110051, Ph. +91-9555035652,E-mail caishant87.agarwal@gmail.com has certified vide certificate dated January 17, 2012 that the Net worth of Mr. Vinod Kumar Bansal is Rs. 39,00,000/- (Rupees Thirty Nine Lakhs Only) as on November 30, 2011.

6.2.7. In case of revision in the Offer Price, the Acquirer will further make Demand Deposit with the bank of difference amount between previous Offer fund requirements and revised Offer fund requirements to ensure compliance with Regulation 17 (2) & 18(5) (a) of the SEBI (SAST) Regulations.

**7. TERMS AND CONDITIONS OF THE OFFER**

7.1. Persons eligible to participate in the Offer:-
Registered shareholders of PPTL whose name appears on the register as on the Identified date & unregistered shareholders who own the equity shares of PPTL any time prior to the date of Closure of the Offer other than the parties to the SPA i.e. the Acquirer and the Seller.

7.2. Locked in shares: The Seller confirms that his 60,000 shares are under lock in requirements till April 15, 2012 and will be transferred to the Acquirer subject to the continuation of the residual lock in period in the hands of the Acquirer.

7.3. Statutory Approvals

7.3.1. As on the date of this DLOO, to the best of our knowledge and belief of the Acquirer, there are no statutory approvals required for the acquisition of equity shares to be tendered pursuant to this Offer. If any statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer 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.

7.3.2. In case the Acquirer is unable to make the payment to the shareholders who have accepted the open offer within such period owing to non-receipt of statutory approvals required by the Acquirer, SEBI may, where it is satisfied that such non-receipt was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant extension of time in terms of Regulation 18(11) of SEBI (SAST) Regulations, 2011 for making payments, subject to the Acquirer agreeing to pay interest to the shareholders for the delay at such rate as may be specified.

7.3.3. If the Acquirer fail to obtain the requisite approvals in time due to willful default or neglect or inaction or non action on his part, the amount lying as the demand deposit kept separately for the open offer shall be forfeited in the manner provided in Regulation 17(9) & 17(10)(e) of SEBI(SAST) Regulations.

7.3.4. No approvals are required from Financial Institutions/Banks for the Offer**.** No other Statutory Approvals are required for the Acquisition of shares under this Open Offer.

7.3.5. The Acquirer shall complete all procedures relating to the Offer within a period of 10 Working days from the date of closing of the tendering Period.

7.3.6. The Acquirer 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.

7.4. Others

7.4.1. Accidental omission to dispatch the LOF to any member entitled to the Open Offer or non receipt of the LOF by any member entitled to the Open Offer shall not invalidate the Open Offer in any manner whatsoever. The Offer is subject to the terms and conditions set out herein and in the LOF that would be sent to the shareholders of PPTL as on the Identified date.

7.4.2. The Letter of offer specifying the detailed terms and conditions of this Offer along with the Form of Acceptance cum Acknowledgement (the "Form of Acceptance", or the "FOA"), and Transfer Deed (TD) will be dispatched to all the shareholders, (other than the parties of the SPA) whose names appear on the register of members of the Target Company at the close of business hours on March 12, 2012 (the "Identified Date"). A copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will be available on SEBI's website (http://www.sebi.gov.in) during the period the Offer is open and shareholders can also apply by downloading such forms from the website.

7.4.3. Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be returned by registered post at the shareholder(s) / unregistered owner(s) sole risk.

7.4.4. Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders/electronic Clearing System (ECS) and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

7.4.5. Equity shares that are subject to any charge, lien or encumbrance are liable to be rejected.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1. The Acquirer has appointed **Skyline Financial Services Pvt. Ltd.** as Registrar to the Open offer ("Registrar").

8.2. The shareholders who wish to accept the offer and tender their shares pursuant to this Offer will be required to send their share certificate(s), transfer deeds, duly filled Form of Acceptance cum-Acknowledgement and such other documents as may be specified in the Letter of Offer to the Registrar to the Offer as mentioned below either by Hand Delivery or by Registered Post/Courier, on or before the date of Closure of the tendering period i.e. April 11, 2012 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The documents can be tendered at the centre given below between 10:00 hours to 17:00 hours from Monday to Friday and from 10:00 hours to 14:00 hours on Saturday. The centre will be closed on Sundays and Public holidays.

| Contact Person | Address | Tel. No. | Fax No. | E-mail ID |
|---|---|---|---|---|
| Mr. Sajimon | Skyline Financial | 011 – 30857575 | 011 – 30857562 | info@skylinerta.c |

| | | | | |
|---|---|---|---|---|
| Nair ^ | Services Pvt. Ltd. D-153 A, 1st Floor, Okhla Industrial Area,Phase 1, New Delhi-110020 | | | om |

^Mr. Dilimon VA (whose name appeared in DPS) has resigned from Skyline Financial Services Pvt ltd.

**Neither the Share Certificate(s) nor Transfer Deed(s) nor the Form of Acceptance should be sent to the Seller or the Acquirer or the Target Company or the Manager to the Offer. The delivery made by Registered Post would be received on all days except Sundays and Public Holidays.**

8.3. **Shareholders should send all the relevant documents mentioned below**

Shareholders who wish to tender their shares under this Offer should enclose the following documents duly completed:

a) **For Equity Shares held in Physical Form:**

**(i) Registered shareholders should enclose:**

- ✓ Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificate(s).
- ✓ Original share Certificates
- ✓ 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 the Target Company and duly witnessed at the appropriate place.

In case of non receipt of the aforesaid documents, but receipt of the original share certificate(s) and transfer deed(s) duly signed, the Offer shall be deemed to be accepted.

**(ii) Unregistered owners should enclose:**

- ✓ Send to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address (es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers and Folio Number.
- ✓ Original share Certificate(s)
- ✓ Broker contract note.
- ✓ Valid share transfer form(s) as received from the market. The details of the buyer should be left blank failing which; the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed.

All other requirements for valid transfer will be preconditioned for acceptance. No indemnity is required from unregistered shareholders.

Notwithstanding that the signature(s) of the transferor(s) has/have been attested, if the signature(s) of the transferor(s) differs from the Specimen signature(s) recorded with the Target Company or are not in the same order, such shares are liable to be rejected under the Offer even if the Offer has been accepted by bonafide owner of such shares.

8.4. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of shares in respect of which the application is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to)

- Duly attested death certificate and succession certificate (for single shareholder) in case the original shareholder has expired.
- Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
- No objection certificate from any lender, if the shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

8.5. The share certificate(s), share transfer form, Form of Acceptance-cum-Acknowledgement and other documents, if any should be sent only to the Registrar to the Offer. They should not be sent to the Manager to the Offer or the Acquirer or the Target Company. The above-mentioned documents can be sent by hand delivery on all days except Sundays and public holidays.

8.6. In case of unregistered owners or shareholders who have not received the Letter of Offer, they may send their consent to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, together with the Original Share Certificate(s), valid Share Transfer Deeds and the original Contract Note(s) issued by the Broker through whom they acquired their shares, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer. No indemnity is required from the unregistered owners.

8.7. Shareholders of the Target Company who have sent their equity shares for transfer should submit the Form of Acceptance duly completed and signed, copy of the letter to Target Company (for transfer of said shares) and acknowledgement received thereon and valid share transfer form.

8.8. The application should be signed by all the shareholders as per the registration details available with the Target Company and should be sent to the Registrar to the Offer in an envelope clearly marked **'PPTL OPEN OFFER'.**

8.9. Non-Resident shareholders and Overseas Corporate Bodies, while tendering their equity shares under the Offer, should submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire/sell the equity shares of the Target Company. In case the previous RBI Approvals are not submitted, the Acquirer reserves the right to reject such equity shares tendered. While tendering the shares under the Offer, Non resident shareholders will also be required to submit a Tax Clearance Certificate from Income Tax Authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 ('Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will 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.
As per the provisions of Section 196(D1)2 of the Income Tax Act, 1961, no deduction of tax at source shall be made from any income by way of capital gains arising from transfer of securities referred to in Section 115AD of the Income Tax Act payable to Foreign Institutional Investor ('FII') as defined in Section 115AD of the Income Tax Act, 1961.

8.10. In case of delay in receipt of statutory approvals, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to shareholders, subject to the Acquirer agreeing to pay interest for the delayed period, as directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

8.11. In case the number of shares validly tendered in the Offer by the shareholders of Target Company are more than the shares to be acquired under the Offer (i.e. 1,04,000 equity shares) then the Acquirer shall accept the Offers received from the shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot. The marketable lot of the Target Company is 50 (Fifty) equity shares.

8.12. In case of acceptance on a proportionate basis, the unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

8.13. The intimation of returned shares to the shareholders will be at the address as per the records of the Target Company.

8.14. The consideration to those shareholders whose shares or share certificates and/or other documents are found complete, valid and in order will be paid by crossed account payee Cheques/Demand Drafts/Pay Order, through Electronic Clearing Services ('ECS'), Direct Credit ('DC'), National Electronic Funds Transfer ('NEFT'), Real Time Gross Settlement ('RTGS') at specified centres where clearing houses are managed by the Reserve Bank of India.

8.15. For those shareholders, who have opted for physical mode of payment and shareholders whose payment consideration is not credited by electronic mode due to technical error or incomplete/ incorrect bank account details, payment consideration will be made by crossed account payee Cheques/Demand Drafts. Such considerations in excess of Rs. 1500/- or unaccepted Share Certificate(s), transfer deed(s) 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/unregistered owner. The Acquirer is required to deduct tax at source, as may be applicable. All dispatches involving payment of a value up to Rs.1,500/- will be made under certificate of posting at the shareholders sole risk.

8.16. The consideration to those shareholders whose shares or share certificates and/or other documents are found complete, valid and in order will be paid by crossed account payee Cheques/Demand Drafts/Pay

Order, through Electronic Clearing Services ('ECS'), Direct Credit ('DC'), National Electronic Funds Transfer ('NEFT'), Real Time Gross Settlement ('RTGS') at specified centres where clearing houses are managed by the Reserve Bank of India. The consideration would be sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

8.17. Shareholders who opt for receiving consideration through ECS/RTGS/DC are requested to give the authorization for ECS/RTGS/DC in the Form of Acceptance cum Acknowledgment and provide the Indian Financial System Code (IFSC) and enclose a photocopy of cheque/ along with the Form of Acceptance cum Acknowledgment.

8.17.1. **Electronic Clearing System (ECS)** :- Payment of consideration would be done through ECS for applicants having an account at any of the following 68 centers: Ahmedabad, Bangalore, Bhubaneshwar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram (managed by RBI); Baroda, Dehradun, Nashik, Panaji, Surat, Trichy, Trichur, odhpur, Gwalior, Jabalpur, Raipur, Calicut, Siliguri (Non-MICR), Pondicherry, Hubli, Shimla (Non- MICR), Tirupur, Burdwan (Non-MICR), Durgapur (Non-MICR), Sholapur, Ranchi, Tirupati (Non-MICR), Dhanbad (Non-MICR), Nellore (Non-MICR) and Kakinada (Non-MICR) (managed by State Bank of India); Agra, Allahabad, Jalandhar, Lucknow, Ludhiana, Varanasi, Kolhapur, Aurangabad, Mysore, Erode, Udaipur, Gorakpur and Jammu (managed by Punjab National Bank); Indore (managed by State Bank of Indore); Pune, Salem and Jamshedpur (managed by Union Bank of India); Visakhapatnam (managed by Andhra Bank); Mangalore (managed by Corporation Bank); Coimbatore and Rajkot (managed by Bank of Baroda); Kochi/Ernakulum (managed by State Bank of Travancore); Bhopal (managed by Central Bank of India); Madurai (managed by Canara Bank); Amritsar (managed by Oriental Bank of Commerce); Haldia (Non-MICR) (managed by United Bank of India); Vijaywada (managed by State Bank of Hyderabad); and Bhilwara (managed by State Bank of Bikaner and Jaipur). This mode of payment of considerations would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of consideration through ECS is mandatory for shareholders having a bank account at any of the abovementioned 68 centers, except where the applicant, being eligible, opts to receive payment through direct credit or RTGS.

8.17.2. **Direct Credit (DC):-** Applicants having bank accounts with the same bank through which payment consideration shall be made shall also be eligible to receive consideration through direct credit in their respective bank accounts as mentioned in the FOA.

8.17.3. **Real Time Gross Settlement (RTGS):-** Applicants having a bank account at any of the RBI managed centres and whose payment consideration exceeds Rs. 1 Lakh, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive consideration through RTGS are required to provide the IFSC code in the FOA. In the event the same is not provided, payment consideration shall be made through other electronic modes or by cheques, pay orders or demand drafts payable.

8.17.4. **NEFT (National Electronic Fund Transfer) –** Payment of consideration shall be undertaken through NEFT wherever the shareholders bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of consideration, duly mapped with MICR numbers. Wherever the shareholder has registered their nine digit MICR number and their bank account number, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of consideration will be made to the applicants through this method. The process flow in respect of consideration by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.

8.18. For all other applicants, including those applicants whose payment consideration is not credited by ECS/Direct Credit due to technical errors or incomplete/incorrect bank account details or due to unavoidable reasons, payment consideration will be dispatched through Speed Post/Registered Post. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the shareholder is registered.

8.19. In case of payment consideration is rejected through the ECS/Direct Credit facility, the Registrar to Offer would endeavour to dispatch the payment consideration within 3 working days of such rejection.

8.20. The bank account details for ECS/ Direct Credit/RTGS will be directly taken from the depositories' database or from the details as mentioned by the shareholders in the FOA.

8.21. The Registrar to the Offer will hold in trust the Shares / Share Certificates, Transfer Deed(s), Shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, 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 dispatched / returned.

8.22. Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder as per the details furnished in the Form of Acceptance-cum-Acknowledgement.

8.23. **GENERAL**

8.23.1. The Form of Acceptance and instructions contained therein are integral part of this Draft Letter of Offer.

8.23.2. Neither the Acquirer nor the Manager nor the Registrar nor the Company will be responsible for any loss in transit or delay in receipt of the completed Form of Acceptance, Share certificate(s), Share transfer deed(s) and/or other documents.

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

8.23.4. 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 lodgment of the Form of Acceptance and other relevant particulars.

8.23.5. If there is any competitive bid:-

The Public Offers under all the subsisting bids shall close on the same date.

8.23.6. As the Offer Price cannot be revised during 3 working days prior to commencement of the tendering period, 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.

8.23.7. Wherever necessary, the financial figures are rounded off to nearest Lakhs or Crores.

8.23.8. Alternatively, a copy of Public Announcement, Detailed Public Statement, Letter of Offer, Form of Acceptance cum Acknowledgement can be obtained from SEBI's official website: www.sebi.gov.in

## 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, **Intensive Fiscal Services Private Limited**, 131, 13th Floor, C-wing, Mittal Tower, Nariman Point, Mumbai-400021, from 10.00 hours to 17.00 hours on any working day, except Saturdays, Sundays and Holidays from the date of opening of the Offer until the closure of the Offer:

9.1. Certificate of Incorporation, Memorandum & Articles of Association of Pankaj Piyush Trade and Investment Ltd.

9.2. Memorandum of Understanding between Lead manager i.e. Intensive Fiscal Services Private Limited & Acquirer.

9.3. Undertaking from the Acquirer, stating full responsibility for all information contained in the PA, DPS, Corrigendum and the Draft Letter of Offer.

9.4. IT Return of Mr. Vinod Kumar Bansal for AY 2009-10 & 2010-11

9.5. Audited Accounts of Pankaj Piyush Trade And Investment Ltd for the financial years ended March 31, 2009, March 31, 2010 and March 31, 2011 & unaudited but certified financials of half year ended September 30, 2011.

9.6. Income Tax Return of Pankaj Piyush Trade And Investment Ltd for the FY 2008-09, 2009-10 & 2010-11.

9.7. Certificate from B. J. Vyas (Membership No 33533), Partner of S. Ramanand Aiyar & Co, Chartered Accountants, has certified vide certificate dated January 18, 2012, the Financial Ratios of the Target Company for year ended March 31, 2010, March 31, 2011 and six month ended September 30, 2011.

9.8. Certificate from Ishant Agarwal (Membership No. 518876), partner of Ishant Agarwal & Associates, Chartered Accountants, having their Office at B-2/18, Krishna Nagar, Near Raghunath Mandir, Delhi – 110051, Ph. +91-9555035652,E-mail caishant87.agarwal@gmail.com dated February 04, 2012, that the Acquirer has sufficient financial resources for fulfilling all the obligations under the offer.

9.9. Certificate from Ishant Agarwal (Membership No. 518876), partner of Ishant Agarwal & Associates, Chartered Accountants, having their Office at B-2/18, Krishna Nagar, Near Raghunath Mandir, Delhi – 110051, Ph. +91-9555035652,E-mail caishant87.agarwal@gmail.com dated January 17, 2012, that the Net worth of the Acquirer is Rs. 39,00,000 (Rupees Thirty Nine Lakhs) as on November 30, 2011.

9.10. Copy of Escrow agreement dated January 31, 2012 between Acquirer, Escrow Bank-HDFC BANK LTD. & Manager to the offer-Intensive Fiscal Services Pvt. Ltd.

9.11. Copy of Agreement between Registrar to the Offer i.e. Skyline Financial Services Pvt. Ltd. & Acquirer.

9.12. Letter dated February 09, 2012 from HDFC Bank Ltd confirming Rs. 10,00,000/- has been deposited as on February 06, 2012 in the escrow account.

9.13. Copy of Share Purchase Agreement between the Acquirer and the Seller dated January 31, 2012 for acquisition of 60,000 equity shares, which triggered the Offer.

9.14. Published copy of Public Announcement which appeared in the newspapers on January 31, 2012.

9.15. Published copy of Corrigendum to the Public Announcement which appeared in the newspapers on February 07, 2012.

9.16. Published copy of Detailed Public Statement which appeared in the newspapers on February 07, 2012.

9.17. Undertaking from the Acquirer that if they acquire any Shares of the Target Company after the date of the Public Announcement till the closure of the offer, they shall inform Stock Exchange and the Manager within 24 hours.

9.18. Undertaking from the Acquirer for unconditional payment of the considerations within 10 working days of closure to all the Shareholders of the target company whose applications are accepted in the Open Offer.

## 10. DECLARATION

10.1. I have made all reasonable inquiries, accept responsibility for, and confirm that this Draft 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 Draft 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.

10.2. The Acquirer accepts full responsibility for the information contained in this Draft Letter of Offer and also for the fulfillment of the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011. All information contained in this document is as on date of the Draft Letter of Offer, unless stated otherwise.

10.3. I hereby declare and confirm that all the relevant provisions of Companies Act, 1956 and all the provisions of SEBI (SAST) Regulations 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. Vinod Kumar bansal**
**(Acquirer)**

**Place: Delhi**

**Date: February 10, 2012**

**11. Enclosures:**

1. Form of Acceptance cum Acknowledgement
2. Blank Share Transfer Deed(s)

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

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

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

(Please send this Form with enclosures to the Registrar to the Offer)

| |
|---|
| **OFFER OPENS ON: March 27, 2012** |
| **OFFER CLOSES ON: April 11, 2012** |
| Please read the Instructions overleaf before filling-in this Form of Acceptance |

From:

| **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. | |

Tel No: Fax No: Email:

To,
Acquirer,
C/o **Skyline Financial Services Pvt. Ltd.**
D-153 A, 1st Floor, Okhla Industrial Area,
Phase 1, New Delhi-110020
Tel. No.- 011 – 30857575
Fax - 011 - 30857562.

**Sub.: Open Offer to acquire 1,04,000 equity shares of Rs. 10/- each, representing 26.00% of the voting capital of Pankaj Piyush Trade And Investment Ltd at a price of Rs. 34.00/- (Rupees Thirty Four Only) per share payable in cash by Mr. Vinod Kumar Bansal ("Acquirer").**

Dear Sir,

1. I / We, refer to the Letter of Offer dated …………...……2012 for acquiring the equity shares held by me / us in Pankaj Piyush Trade And Investment Ltd..
2. I / We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
3. I / We, unconditionally offer to sell to the "Acquirer" the following equity shares in Pankaj Piyush Trade And investment Ltd. (hereinafter referred to as "PPTL"), held by me / us, at a price of Rs. 34.00/- per fully paid-up equity share.
4. **FOR SHARES HELD IN PHYSICAL FORM:**
   I/We accept the Offer and enclose the original share certificate (s) and duly signed transfer deed (s) in respect of my/our shares as detailed below:

| Ledger Folio No … … … … … … … … … … … … Number of share certificates attached … … … … … … Representing ………………………… equity shares | | | |
|---|---|---|---|
| Number of equity shares held in PPTL | | Number of equity shares offered | |
| In figures | In words | In figures | In words |
| | | | |

| Sr. No. | Share Certificate No. | Distinctive Nos. | | No. of equity shares |
|---|---|---|---|---|
| | | From | To | |
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |
| | Total no. of Equity Shares | | | |

*(In case of insufficient space, please use additional sheet and authenticate the same)*

5. I / We confirm that the equity shares of PPTL which are being tendered herewith by me / us under the Offer are free from any liens, charges and encumbrances of any kind whatsoever.
6. I / We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares that the Acquirer 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 authorize the Acquirer 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 Acquirer to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
7. 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 Acquirer acquiring these equity shares. I/We agree that the Acquirer 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.
8. 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 Acquirer 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.
9. 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.
10. I/We irrevocably authorize the Acquirer 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 PPTL:

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

------------------------------------------------------------------------------------------------------------------------------

------------------------------------------------------------------------------------------------------------------------------

-----------------------------------------------------------Place: ---------------------- Date: ------------------

Tel. No(s).---------------------------------     Fax No.: -------------------

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in Physical form may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.
Bank Account No.: ---------------------------------
Type of Account: -----------------------------------(Savings / Current/ Other (please specify)
Name of the Bank: ---------------------------------------------------------------------------------------
Name of the Branch and Address: ---------------------------------------------------------------------
I/We want to receive the payment through ECS/RTGS/NEFT
In case of ECS, 9- digit code number of the Bank & Branch ☐☐☐☐☐☐☐☐☐
(Appearing on the MICR Cheque issued by the Bank)
In the case of RTGS/NEFT, 8 digit code number issued by the Bank ☐☐☐☐☐☐☐☐

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

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

Yours faithfully,

Signed and Delivered:

| | 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 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, Marathi, and thumb impressions must be attested by a Notary Public under his Official Seal.

4 Mode of tendering the Equity Shares Pursuant to the Offer:

I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of PPTL.

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

5. Business Hours : Mondays to Friday : 10.00 hours to 17.00 hours
Saturday: 10.00 to 14.00 hours
Holidays: Sundays and Bank Holidays

- - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - Tear along this line - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - - -

**Serial No.**

## Acknowledgement Slip

**Skyline Financial Services Pvt. Ltd.**
D-153 A, 1st Floor, Okhla Industrial Area,
Phase 1, New Delhi-110020
Tel. No.- 011 – 30857575
Fax - 011 - 30857562.

Received from Mr. / Ms. ___________________________________

Address: ________________________________________________

_______________________________________________________

Folio Number__________ ________

Number of Certificate(s) enclosed ____________

Certificate Number(s) ______________________

Total number of Share(s) enclosed ____________

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

**Note: All future correspondence, if any should be addressed to Registrar to the Offer at the address mentioned above.**

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**BOOK-POST**
**(PRINTED MATERIAL)**

To,

***If undelivered, please return to :***

**A Skyline Financial Services Pvt. Ltd.**
D-153 A, 1st Floor, Okhla Industrial Area,
Phase 1, New Delhi-110020
Tel. No.- 011 – 30857575
Fax - 011 - 30857562.
Email: **info@skylinerta.com**