DRAFT LETTER OF OFFER

"This Document is important and requires your immediate attention"

This Draft Letter of Offer is sent to you as a shareholder(s) of THE PATNA ELECTRIC SUPPLY COMPANY LIMITED**.** If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Draft Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was affected.

OPEN OFFER

BY

Name of the Acquirers	**Address of the Acquirers**	**Contact no.**	**Email Id**
Mr. Vishal Kumar Sharma	196/A, Chittaranjan Avenue, Near Rammandir, 3rd Floor, Kolkata- 700 007	+91 9331015694	vvvishal082@gmail.com
Mr. Tarun Sharma	325, G.T. Road, Belur, Howrah- 711 201	+91 7044096999	prajwal3010@gmail.com

(hereinafter collectively referred to as "**the Acquirers")**

To the shareholders of

THE PATNA ELECTRIC SUPPLY COMPANY LIMITED ("**TPESCL**" or the "**Target Company**")

having its registered office at 14, Motilal Nehru Road, Kolkata- 700 029

Tel. No.: (033) 2475 2834/6029; Fax- (033) 4003 2108, E-mail: tarainvestmentsltd@gmail.com

For the acquisition of 1,21,589 (One Lakh Twenty One Thousand Five Hundred Eighty Nine) fully paid-up equity shares of Rs. 10/- each, representing 26% of the equity and voting share capital at a price of Re. 0.32 (Thirty Two Paisa Only) per equity share ("**Offer Price**") payable in cash ("**Offer**" or "**Open Offer**").

Please Note:

1. This Offer is being made by the Acquirers pursuant to regulation 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**") for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.

2. There are no statutory approvals required to acquire equity shares that are tendered pursuant to this Offer. However, the Offer would be subject to all statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.

3. If there is any upward revision in the Offer Price/Size at any time up to three (3) working days prior to commencement of the tendering period viz. 22.12.2016 in terms of the SEBI (SAST) Regulations, the same would also be informed by way of a Public Announcement in the same newspapers where the original Detailed Public Statement dated 10.11.2016 had appeared. If the Offer is withdrawn pursuant to regulation 23, the same would be communicated within two (2) working days by an Announcement in the same newspapers in which the Detailed Public Statement had appeared.

4. **If there is a competitive bid:**
   - **The Public Offer under all subsisting bids shall open and close on the same date.**
   - **As per the information available with the Acquirers, no competitive bid has been announced as of the date of this Draft Letter of Offer.**

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

6. This Offer is not conditional upon any minimum level of acceptance in terms of the regulation 19(1) of the SEBI (SAST) Regulations.

7. The Procedure for acceptance and settlement is set out in Para 7 of this Draft Letter of Offer. A Form of Acceptance is enclosed with this Draft Letter of Offer.

8. The Public Announcement, Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgement) would also be available at SEBI website www.sebi.gov.in.

	MANAGER TO THE OFFER:		**REGISTRAR TO THE OFFER:**
	VC CORPORATE ADVISORS PRIVATE LIMITED SEBI REGN NO: INM000011096 (Contact Person: Mr. Anup Kumar Sharma) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No.–2C, Kolkata-700 013 Phone No : (033) 22253940 Fax : (033) 2225 3941 Email: mail@vccorporate.com		**NICHE TECHNOLOGIES PRIVATE LIMITED** SEBI REGN NO: INR000003290 (Contact Person: Mr. S. Abbas) D-511, Bagree Market, 5th Floor 71, B R B Basu Road, Kolkata- 700 001 Phone No.: (033) 22357270/71; Fax No.: (033) 2215-6823, Email-Id:nichetechpl@nichetechpl.com
	TENDERING PERIOD OPENS ON: **28TH DECEMBER, 2016, WEDNESDAY**		**TENDERING PERIOD CLOSES ON**: **10TH JANUARY, 2017, TUESDAY**

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activities	Date	Day
Date of the PA	November 03, 2016	Thursday
Publication of Detailed Public Statement in newspapers	November 10, 2016	Thursday
Last date of Filing of the Draft Offer Document with the SEBI	November 18, 2016	Friday
Last date of a Competing Offer	December 02, 2016	Friday
Identified Date*	December 14, 2016	Wednesday
Date by which the Letter of Offer will be dispatched to the shareholders	December 21, 2016	Wednesday
Last date for upward revision of Offer Price and/or Offer Size	December 22, 2016	Thursday
Last date by which Board of the Target Company shall give its recommendation	December 26, 2016	Monday
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers and sending the same to SEBI, Stock Exchanges and Target Company	December 27, 2016	Tuesday
Date of commencement of tendering period	December 28, 2016	Wednesday
Date of closing of tendering period	January 10, 2017	Tuesday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	January 24, 2017	Tuesday

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

Risk Factors relating to the transaction, the proposed offer and probable risks involved in associating with the Acquirers: -

1. The Offer involves an offer to acquire 26% of the total equity and voting share capital of TPESCL from the eligible persons for the Offer.

2. In the event that either (a) a regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the public shareholders of TPESCL whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirers may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to willful default or negligence or failure to diligently pursue such approvals on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers paying interest to the shareholders for the delay, as may be specified by SEBI.

3. Shareholders should note that shareholders who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed.

4. The Equity Shares tendered in the Offer will be held in the pool account of the broker / in trust by the Clearing Corporation/Registrar to the Offer, until the completion of the Offer formalities, and the Shareholders who have tendered their Equity Shares will not be able to trade such Equity Shares during such period. It is understood that the Shareholders will be solely responsible for their decisions regarding their participation in this Offer.

5. As on date the Offer is not subject to the receipt of any statutory and regulatory approvals by the Acquirers under the Offer. However, the Offer would be subject to all statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date. The Acquirers may not be able to proceed with the Offer in the event the approvals are not received in terms of the regulation 23 of the SEBI (SAST) Regulations. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

   Risks involved in associating with the Acquirers:

6. The Acquirers intend to acquire 1,21,589 fully paid-up equity shares of Rs.10/- each, representing 26% of the total equity and voting share capital at a price of Re. 0.32 (Thirty Two Paisa Only) per equity share, payable in cash under the SEBI (SAST) Regulations. TPESCL does not have any partly paid-up equity shares as on the date of the PA. Post this Offer, the Acquirers will have significant equity ownership & effective management control over the Target Company pursuant to regulation 3(1) & 4 of the SEBI (SAST) Regulations.

   The Acquirers make no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirers make no assurance with respect to the financial performance of the Target Company.

7. The Acquirers and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Draft Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirers and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

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

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DEFINITIONS/ABBREVIATIONS

Acquirers	Mr. Vishal Kumar Sharma and Mr. Tarun Sharma
Board	The Board of Directors of the Target Company
Book Value per Share	Net Worth/Number of shares
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CSE	The Calcutta Stock Exchange Limited
DIS	Delivery Instruction Slip
DPS	Detailed Public Statement dated 10.11.2016
Escrow Banker	HDFC Bank Limited
Equity and voting share capital	Rs. 46.77 Lakhs comprising of 4,67,650 equity shares of Rs. 10/- each
FOA or Form of Acceptance	Form of Acceptance– cum– Acknowledgment accompanying this Letter of Offer
Identified Date	Date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the parties to the SPA) are eligible to participate in the Offer any time before the Closure of the Offer.
LOF	Letter of Offer
Manager to the Offer	VC Corporate Advisors Private Limited
MSEIL	Metropolitan Stock Exchange of India Limited (formerly known as MCX Stock Exchange Limited)
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
Offer Period	03.11.2016 to 24.01.2017
Offer Price	Re. 0.32 (Thirty Two Paisa Only) per equity share payable in cash
Offer/Open Offer	Cash Offer being made by the Acquirers to acquire 1,21,589 equity shares of Rs.10/- (Rupees Ten Only) each, representing 26% of the total equity and voting share capital at a price of Re. 0.32 (Rupee Thirty Two Paisa Only) per equity share
PA	Public Announcement dated 03.11.2016
PAT	Profit After Tax
Persons eligible to participate in the Offer	All owners (registered and unregistered) of shares of TPESCL (except the parties to the SPA)
RBI	Reserve Bank of India
Registrar to the Offer	Niche Technologies Private Limited
Return on Net Worth	(Profit After Tax/Net Worth)*100
Sale Shares	1,28,361 equity shares of Rs. 10/- each at a price of Re. 0.32 per equity share forming part of the SPA between the Acquirers and the Sellers.
SEBI	Securities & Exchange Board of India
SEBI (SAST) Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Sellers or Present Promoters	Mrs. Padma Kanoria, Mrs. Kusum Kanoria, M/s. Salem Erode Investments Limited and M/s. Tara Investments Limited
SPA or Agreement	Share Purchase Agreement dated 03.11.2016 entered into between the Acquirers and the Sellers
Target Company / TPESCL	The Patna Electric Supply Company Limited

Note: All terms beginning with a capital letter used in this Draft LOF, but not otherwise defined herein, shall have the meaning ascribed thereto in that particular section or in the SEBI (SAST) Regulations unless specified.

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF TPESCLTO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR FOR THE TARGETCOMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER VC CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 16.11.2016 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER."

2. DETAILS OF THE OFFER:

2.1 Background of the Offer:

2.1.1. This Open Offer ("**Offer**") is being made by the Acquirers in compliance with regulation 3(1) & 4 of the SEBI (SAST) Regulations, to the equity shareholders of The Patna Electric Supply Company Limited (hereinafter referred to as "**Target Company**" or "**TPESCL**") a Company incorporated and duly registered under the Companies Act, 1956 and having its registered office 14, Motilal Nehru Road, Kolkata- 700 029.

2.1.2. The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

2.1.3. There is no Person Acting in Concert ("PAC") with the Acquirers for the purpose of this Open Offer in terms of regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.

2.1.4. The Acquirers are making an Open Offer to acquire 1,21,589 Equity Shares of Rs. 10/- each representing 26% of total equity and voting share capital of the Target Company, at a price of Re. 0.32 (Thirty Two Only) per equity share ("**Offer Price**") payable in cash ("**Offer**" or "**Open Offer**"), subject to the terms and conditions mentioned hereinafter.

2.1.5. The Acquirers have entered into the a Share Purchase Agreement dated 03.11.2016 with the present Promoters of the Target Company, viz., Mrs. Padma Kanoria, Mrs. Kusum Kanoria, M/s. Salem Erode Investments Limited and M/s. Tara Investments Limited to acquire from them in aggregate 1,28,361 (One Lakh Twenty Eight Thousand Three Hundred Sixty One) equity shares of Rs. 10/- each representing 27.45% of the fully paid-up equity and voting share capital of the Target Company at a price of Re. 0.32 per fully paid-up equity share payable in cash ("**Negotiated Price**") for a total consideration of Rs. 41,075.52 (Rupees Forty One Thousand Seventy Five and Fifty Two Paisa Only). Pursuant to the execution of the SPA, this mandatory Open Offer is being made by the Acquirers in compliance with the regulation 3(1) & 4 of the SEBI (SAST) Regulations. The Offer is not a result of Global Acquisition resulting in indirect acquisition of Target Company.

2.1.6. The Acquirers have not acquired any equity shares/voting rights of TPESCL during the fifty- two weeks (52) period immediately preceding the date of the PA. The Acquirers have entered into the Share Purchase Agreement on 03.11.2016 with the present Promoters/ Promoter Group of TPESCL for acquisition of 1,28,361 equity shares representing 27.45% of the fully paid-up equity and voting share capital of TPESCL.

2.1.7. The Manager to the Offer, VC Corporate Advisors Private Limited, does not hold any equity shares in the Target Company as on the date of DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period.

2.1.8. The Salient features of the Share Purchase Agreement are as follows:

a. The Sellers hold 1,28,361 equity shares of the Target Company aggregating to 27.45% of the present paid up equity and voting share capital of the Target Company. The entire shareholding of the Sellers is in demat mode.

b. The Sellers have agreed to sell and the Acquirers have agreed to acquire in aggregate 1,28,361 fully paid up equity shares of Rs. 10/- each ("**Sale shares"**) representing 27.45% of the paid up equity and voting share capital of the Target Company at a price of Re. 0.32 (Thirty Two Paisa Only) per share in cash for an aggregate consideration of Rs. 41,075.52 (Rupees Forty One Thousand Seventy Five and Fifty Two Paisa only) which has already been paid by the Acquirers to the Sellers on the date of signing of the Share Purchase Agreement.

c. The Sale Shares are free from all charges, encumbrances or liens and are not subjects to any lock in period.

d. On the date of Signing of the Agreement, Sellers shall hand over undated signed demat delivery instructions slips and/or duly executed inter-depository demat transfer slips as may be applicable, addressed to its Depository Participant duly signed by the Sellers relating to the Sale Shares to the Acquirers.

e. The Acquirers have undertaken to effect transfer of Sale Shares in its favor in compliance with the applicable provisions of SEBI (SAST) Regulations.

f. That the Acquirers and the Sellers agree to abide by its obligations as contained in the SEBI (SAST) Regulations.

g. If the provisions of the Takeover code are not complied with, the SPA shall not be acted upon, either by the Sellers or Acquirers.

2.1.9. None of the Acquirers have been prohibited by the SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 as amended ("**SEBI Act**") or under any other regulation made under the SEBI Act.

2.1.10. Pursuant to completion of this Offer, assuming full acceptance to this Offer, the public shareholding in the Target Company will not fall below the minimum public shareholding requirement as per the Securities Contract (Regulation) Rules, 1957 as amended and the Listing Agreement.

2.1.11. The recommendation of the committee of Independent Directors of the Target Company on the Offer will be published at least two (2) working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy of the same shall be sent to SEBI, MSEIL, CSE and Manager to the Offer in compliance of regulation 26(7) of the SEBI (SAST) Regulations.

2.2 Details of the proposed Offer:

2.2.1. The Detailed Public Statement pursuant to the Public Announcement made by the Acquirers has appeared in The Financial Express (English Daily) all editions, Jansatta (Hindi Daily) all editions, Mumbai Lakshadweep (Marathi Daily) and Ei Samay (Bengali Daily) on 10.11.2016 in compliance with regulation 14 (3) of the SEBI (SAST) Regulations. The Detailed Public Statement made on 10.11.2016 is available on the SEBI website at www.sebi.gov.in.

2.2.2. The Acquirers propose to acquire from the existing equity shareholders of TPESCL (except the parties to the SPA) 1,21,589 equity shares of Rs. 10/- each representing 26% of total equity and voting share capital of the Target Company, at a price of Re. 0.32 (Thirty Two Paisa Only) (the "**Offer Price**") per equity share payable in cash (the "**Offer**" of "**Open Offer**"), subject to the terms and conditions mentioned hereinafter.

2.2.3. As on date of PA, the Target Company does not have partly paid-up equity shares. There are no outstanding warrants or option or similar instrument, convertible into equity shares at a later stage. No shares are subject to any lock- in obligations.

2.2.4. The Acquirers will accept all the equity shares of TPESCL those that are tendered in valid form in terms of this Open Offer upto a maximum of 1,21,589 fully paid-up equity shares of Rs. 10/- each representing 26% of the total equity and voting share capital of the Target Company.

2.2.5. Since the date of the PA to the date of this Draft LOF, the Acquirers have not acquired any equity shares of TPESCL.

2.2.6. No competitive bid has been received as on date of this Draft LOF.

2.2.7. This Offer is not conditional upon any minimum level of acceptance in terms of the regulation 19(1) of the SEBI (SAST) Regulations, and not a Competitive Bid in terms of the Regulation 20 the SEBI (SAST) Regulations.

2.2.8. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of equity shares of the Target Company.

2.3 Object of the Offer:

2.3.1 The prime object of the Open Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

2.3.2 This Open Offer is for acquisition of 26% of total equity and voting share capital of the Target Company. After the completion of this Open Offer and pursuant to transfer of equity shares so acquired under SPA, the Acquirers shall hold the majority of the Equity Shares by virtue of which they shall be in a position to exercise effective management and control over the Target Company.

2.3.3 Subject to satisfaction of the provisions under the Companies Act, 1956/ 2013, whichever applicable, the SEBI (SAST) Regulations and/ or any other Regulation(s), the Acquirers intend to control & make changes in the management of TPESCL.

2.3.4 The prime object of the Offer is to acquire substantial stake and change the control and management of the Target Company. The Acquirers propose to continue and expand the existing business of the Target Company and may also diversify into other business with prior consent of the shareholders and in accordance with the laws applicable.

2.3.5 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of TPESCL in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers undertake that they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

3. BACKGROUND OF THE ACQUIRERS:

3.1. Mr. Vishal Kumar Sharma

3.1.1. Mr. Vishal Kumar Sharma, S/o Shri Santosh Sharma aged about 22 years is residing at 196/A, Chittaranjan Avenue, Rammandir, 3rd Floor, Kolkata- 700 007, Ph No.: +91 9748020412, email: vvvishal082@gmail.com. Mr. Vishal Kumar Sharma is a commerce graduate from the University of Calcutta having an experience of more than 2 years in Finance and Accounting.

3.1.2. Mr. Manmohan Jhawar, partner of M Jhawar & Co, Chartered Accountants, having office at 203, Mahatma Gandhi Road, 1st Floor, Kolkata- 700 007, Ph No.: +91 9331015694, email: manmohanjhawar@yahoo.co.in, has certified vide its certificate dated 31st March, 2016 that the networth of Mr. Vishal Kumar Sharma as on 31.03.2016 is Rs. 28,61,083.49 (Rupees Twenty Eight Lakhs Sixty One Thousand Eighty Three and Forty Nine Paisa Only).

3.1.3. Mr. Vishal Kumar Sharma neither holds directorship in any listed company nor is he a whole time Director in any Company.

3.2. Mr. Tarun Sharma

3.2.1. Mr. Tarun Sharma s/o Shri Gobind Prasad Sharma aged about 38 years is residing at 325, G.T. Road, Belur, Howrah- 711 201, Ph No.: +91 7044096999, email: prajwal3010@gmail.com. Mr. Tarun Sharma is holds a degree of MBA from the NIIM University and is having an experience of more than 8 years in Finance and Accounting.

3.2.2. Mr. Manmohan Jhawar, partner of M Jhawar & Co, Chartered Accountants, having office at 203, Mahatma Gandhi Road, 1st Floor, Kolkata- 700 007, Ph No.: +91 9331015694, email: manmohanjhawar@yahoo.co.in, has certified vide its certificate dated 31st March, 2016 that the networth of Mr. Tarun Sharma as on 31.03.2016 is Rs. 9,59,431 (Rupees Nine Lakhs Fifty Nine Thousand Four Hundred Thirty One Only).

3.2.3. Mr. Tarun Sharma neither holds directorship in any listed company nor he is a whole time Director in any Company.

3.3. The Acquirers do not hold/ have acquired any equity shares/ voting rights of TPESCL as on date of the DPS.

3.4. The Acquirers have till date complied with the relevant provisions of Chapter V of the SEBI (SAST) Regulations, wherever applicable. Further, the Acquirers have undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement and its related conditions.

3.5. The Acquirers undertake that they will not sell the equity shares of the Target Company held by them during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

3.6. The Acquirers have not entered into any formal agreement with regard to acquisition of equity shares under the Open Offer and are acting on informal understanding amongst themselves to acquire the shares in equal proportion.

3.7. None of the Acquirers, have been prohibited by the SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 as amended ("SEBI Act") or under any other regulation made under the SEBI Act.

3.8. The Acquirers have undertaken that if they acquire any equity shares of the Target Company during the Offer Period, they shall inform MSEIL, CSE, the Target Company and the Manager to the Offer within 24 hours of the acquisition in compliance with regulation 18(6) of the SEBI (SAST) Regulations. Further, they have also undertaken that they will not acquire or sell any equity shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per regulation 18(6) of the SEBI (SAST) Regulations.

4. BACKGROUND OF THE TARGET COMPANY:

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

4.1. The Patna Electric Supply Company Limited ("TPESCL") was originally incorporated as a Public Limited Company on 5th November, 1923 under the Indian Companies Act VII of 1913 in the state of West Bengal and obtained the Certificate of Commencement of Business pursuant to Section 103(2) of the Indian Companies Act, 1913 from the Registrar of Companies, West Bengal vide certificate dated 5th November, 1923. The CIN of TPESCL is L40109WB1956PLC023307. The Registered Office of the TPESCL is presently situated at 14, Motilal Nehru Road, Kolkata- 700 029, Tel. No.: (033) 2475 2834/6029 Fax No.: (033) 4003 2108; Email-Id: tarainvestmentsltd@gmail.com.

4.2. The Authorised Share Capital of TPESCL is Rs. 100.00 Lakhs divided into 10,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed & Paid-up Capital of the TPESCL is Rs. 46.77 Lakhs comprising of 4,67,650 equity shares of Rs. 10/- each. TPESCL has established its connectivity with both the National Securities Depositories Limited and Central Depositories Services (India) Limited. The ISIN of TPESCL is INE901E01013 & the marketable lot for equity share is 1 (One).

4.3. The Target Company was incorporated with the object of to carry on the business of distribution and supply of electricity particularly in Patna and its surrounding districts. Pursuant to takeover of electricity supply undertaking by The Bihar State Electricity Board in the year 1974, Target Company was left with no operations and presently not carrying on any business activity since several years.

4.4. As on date, the Target Company does not have any partly paid-up equity shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock- in obligations.

4.5. The equity shares of TPESCL are listed at the Metropolitan Stock Exchange of India Limited ("**MSEIL**") and The Calcutta Stock Exchange Limited ("**CSE**") only. The equity shares of TPESCL are infrequently traded on both the MSEIL and the CSE within the meaning of definition "frequently traded shares" under regulation 2(1)(j) of the SEBI (SAST) Regulations.

4.6. The Share Capital of the Target Company is as follows:

Paid up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Shares / Voting Rights
Fully Paid-up Equity Shares	4,67,650	100%
Partly Paid-up Equity Shares	-	-
Total Paid-up Equity Shares	4,67,650	100%
Total Voting Rights in the Target Company	4,67,650	100%

4.7. As on the date of this Draft LOF, the Board of Directors of TPESCL are as follows:

NAMES OF DIRECTORS	DESIGNATION	DIN NO.	DATE OF APPOINTMENT
Hemant Kumar Kanoria	Director	00254520	28/01/2004
Vishwa Nath Purohit	Director	00291853	28/01/2004
Shyama Charan Bhattacharyya	Director	00329022	30/04/2010
Harsh Vardhan Bhardwaj	Director	02819677	30/04/2010
Pooja Bansal	Director	07277614	29/10/2015

4.8. There has been no merger / demerger or spin off involving TPESCL during the last 3 years.

4.9. Financial Information:

Brief audited financial information of the Target Company for the year ended 31.03.2014, 31.03.2015,31.03.2016 and the certified and un-audited financial statements for the three months period ended 30.06.2016 are as follows:

Profit & Loss Statement **(Rs. in Lacs)**

Particulars	31st March 2014 (Audited)	31st March 2015 (Audited)	31st March 2016 (Audited)	3 Months Period ended 30.06.2016 (Certified & Un-Audited)
Income from Operations	0.00	0.00	8.75	0.00
Other Income	0.00	0.00	8.60	0.00
Total Income	0.00	0.00	17.35	0.00
Total Expenditure	1.26	4.13	13.86	0.88
Profit/ (Loss) before Interest, Depreciation and Tax	(1.26)	(4.13)	3.49	0.00
Depreciation	0.00	0.00	0.00	0.00
Interest	0.00	0.00	0.00	0.05
Profit/ (Loss) before Tax	(1.26)	(4.13)	3.49	(0.93)
Provision for Tax (including fringe benefit tax)	(0.21)	0.00	0.00	0.00
Profit/ (Loss) after tax	(1.47)	(4.13)	3.49	(0.93)

Balance Sheet **(Rs. in Lacs)**

Particulars	31st March 2014 (Audited)	31st March 2015 (Audited)	31st March 2016 (Audited)	3 Months Period ended 30.06.2016 (Certified & Un-Audited)
Sources of funds				
Paid-up Share Capital	46.77	46.77	46.77	46.77
Reserves & Surplus (excluding revaluation reserves and capital reserves)	(45.28)	(49.41)	(42.21)	(43.04)
Less:- Miscellaneous Expenditure not written off	0.00	0.00	0.00	0.00
Net Worth	**1.49**	**(2.64)**	**4.56**	**3.73**
Secured Loans	0.00	0.00	0.00	0.00
Unsecured Loans	0.00	0.00	0.00	0.00
Total	**1.49**	**(2.64)**	**4.56**	**3.73**
Uses of funds				

Particulars	31st March 2014 (Audited)	31st March 2015 (Audited)	31st March 2016 (Audited)	3 Months Period ended 30.06.2016 (Certified & Un-Audited)
Net Fixed Assets	0.00	0.00	0.00	0.00
Investments	0.00	0.00	0.00	0.00
Net Current Assets	1.49	(2.64)	4.56	3.73
Total	**1.49**	**(2.64)**	**4.56**	**3.73**

Other Financial Data

Particulars	31st March 2014 (Audited)	31st March 2015 (Audited)	31st March 2016 (Audited)	3 Months Period ended 30.06.2016 (Certified & Un-Audited)
Dividend (%)	-	-	-	-
Earnings Per Share (Rs.)	**4.56**	**(2.64)**	**1.49**	**3.73**

Note: (i) EPS = Profit after tax / number of outstanding equity shares at the close of the year.
(ii) Source: Annual Audited Report

4.10. Pre and Post-Offer Shareholding Pattern of TPESCL (based on Issued, Subscribed & Paid-up Equity and Voting Share Capital) is as under

Shareholders' Category	Share holding/voting rights prior to the SPA/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Open Offer (assuming full acceptances)		Share holding/voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter Group:								
(a) Parties to the Agreement:								
- Mrs. Padma Kanoria	6,765	1.45	(6,765)	(1.45)				
- Mrs. Kusum Kanoria	12,669	2.71	(12,669)	(2.71)				
- M/s. Salem Erode Investments Limited	95,413	20.40	(95,413)	(20.40)				
- Tara Investments Limited	13,514	2.89	(13,514)	(2.89)				
(b)Promoters other than (a) above	-	-	-	-	-	-	-	-
Total 1 (a+b)	**1,28,361**	**27.45**	**(1,28,361)**	**(27.45)**	**-**	**-**	**-**	**-**
2. Acquirers~~& Persons Acting in Concerts (PACs):~~								
(i) Acquirers:								
- Mr. Vishal Kumar Sharma	-	-	1,28,000	27.37	60,795	13.00	1,88,795	40.37
- Mr. Tarun Sharma	-	--	361	0.08	60,794	13.00	61,155	13.08
Total 2			**1,28,361**	**27.45**	**1,21,589**	**26.00**	**2,49,950**	**53.45**
3. Parties to Agreement other than 1(a) & 2	-	-	-	-	-	-	-	-
Total 3	-	-	-	-	-	-	-	-
4. Public (other than Parties to Agreement and Acquirers)								
a. FIs/MFs/FIIs/Banks/SFIs:	-	-	-	-				
b. Others:	3,39,289	72.55%	-	-				
Total No. of Shareholders in Public Category i.e. 1094, Total (4) (a+b)			-	-	(1,21,589)	(26.00%)	2,17,700	46.55
GRANDTOTAL (1+2+3+4)	**4,67,650**	**100.00%**	**-**	**-**	**-**	**-**	**4,67,650**	**100.00%**

5. OFFER PRICE & FINANCIAL ARRANGEMENTS:

5.1. Justification of Offer Price:

5.1.1. The equity shares of the Target Company are listed at the MSEIL and the CSE only. The Symbol of TPESCL is "PATNAELECT" on the MSEIL and the Scrip Code of TPESCL is "026083" on the CSE. The marketable lot for equity share is 1 (One). This acquisition of shares is direct acquisition as per the regulation 3(1) and 4 of the SEBI (SAST) Regulations.

5.1.2. Since there has been no trading in the equity shares of the Target Company on both the MSEIL and the CSE for last many years, the equity shares of the Target Company are not frequently traded within the meaning of the definition "frequently traded shares" under regulation 2(1)(j) of the SEBI (SAST) Regulations and therefore the Offer Price has been determined taking into account the parameters as set out under regulation 8 (2) of the SEBI (SAST) Regulations, as under:

Sr. No.	Particulars	Price (In Rs. per share)
1.	Negotiated Price under the SPA	0.32
2.	The Volume- Weighted Average Price paid or payable for acquisitions by the Acquirers during fifty- two (52) weeks immediately preceding the date of PA	Not Applicable
3.	Highest price paid or payable for acquisitions by the Acquirers during twenty-six (26) weeks immediately preceding the date of PA	Not Applicable
4.	The Volume-Weighted Average Market Price of shares for a period of sixty (60) trading days immediately preceding the date of the PA 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
5.	**Other Financial Parameters as at 31st March, 2016:**	
	Return on Net Worth (%)	76.59%
	Book Value Per Share	0.97
C	Earnings Per Share	0.75

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Manmohan Jhawaar, Proprietor of M Jhawar & Co., Chartered Accountants, (Firm Registration No. 326279E & Membership No. 061687), having office at 203, Mahatma Gandhi Road, 1st Floor, Kolkata- 700 007, contact No.: +91 9331015694, E-Mail id: manmohanjhawar1966@rediffmail.com, vide their certificate dated 03.11.2016 has stated that the fair value of the equity shares of Target Company is Re. 0.32 per equity share.

In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Re. 0.32 per equity share is justified in terms of regulation 8 (2) of the SEBI (SAST) Regulations.

5.1.3. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

5.1.4. As on date of this DLOF there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Offer Size, the Acquirers shall comply with regulation 18 of the SEBI (SAST) Regulations and all other applicable provisions of the SEBI (SAST) Regulations.

5.1.5. If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only up to the period prior to three (3) working days before the date of commencement of the tendering period and would be notified to shareholders.

5.2. Financial arrangements:

5.2.1 The maximum consideration payable by the Acquirers to acquire 1,21,589 fully paid-up equity shares at the Offer Price of Re. 0.32 (Rupee Thirty Two Paisa Only) per equity share, assuming full acceptance of the Offer would be 38,908.48 (Rupees Thirty Eight Thousand Nine Hundred Eight and Forty Eight Paisa Only).

5.2.2 As on the date of PA, the Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ net worth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Mr. Manmohan Jhawar, partner of M Jhawar & Co, Chartered Accountants, having office at 203, Mahatma Gandhi Road, 1st Floor, Kolkata- 700 007, Ph No.: +91 9331015694, email: manmohanjhawar@yahoo.co.in has certified vide their certificate dated 03.11.2016 that sufficient resources are available with the Acquirers for fulfilling the obligations under this "Offer" in full.

5.2.3 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account under the name and style of “TPESCL- Open Offer Escrow Account” with HDFC Bank Limited, Central Plaza, 2/6, Sarat Bose Road, Kolkata-700 020 (“**Escrow Banker**”) and made therein a cash deposit of Rs. 50,000/- (Rupees Fifty Thousand Only) being more than 100% of the total consideration payable in the Open Offer, assuming full acceptance.

5.2.4 The Acquirers have authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

5.2.5 Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI (SAST) Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

6. TERMS AND CONDITIONS OF THE OFFER:

6.1. The Draft Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of TPESCL (except the parties to the SPA) whose name appear on the Register of Members, at the close of business hours on 14.12.2016 **("Identified Date").**

6.2. All owners of the shares, Registered or Unregistered (except the parties to the SPA) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 7 below. Eligible persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

6.3. Accidental omission to dispatch this Draft LOF or the non-receipt or delayed receipt of this Draft LOF will not invalidate the Offer in anyway.

6.4. Subject to the conditions governing this Offer, as mentioned in the Draft LOF, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.

6.5. Locked-in Shares:

There are no locked-in shares in TPESCL.

6.6. Eligibility for accepting the Offer:

The Offer is made to all the public shareholders (except the parties to the SPA) whose names appeared in the register of shareholders on 14.12.2016 at the close of the business hours on 14.12.2016 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

6.7. Statutory Approvals and conditions of the Offer:

6.7.1. The Offer is subject to receiving the necessary approval(s), if any, from Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring equity shares tendered by non-resident shareholders, if any.

6.7.2. As on the date of the DPS, there are no statutory approvals and/ or consents required. However, the Offer would be subject to all statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.

6.7.3. The Acquirers, in terms of regulation 23 of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a PA will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.

6.7.4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18(11) of SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations, will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.

6.7.5. No approval is required from any bank or financial institutions for this Offer.

6.7.6. The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

7.1. The Open offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.

7.2. BSE Limited ('BSE') shall be the Designated Stock Exchange for the purpose of tendering equity shares in the Open Offer.

7.3. The facility for Acquisition of shares through Stock exchange Mechanism pursuant to an Open Offer shall be available on the BSE in the form of Separate Window ("**Acquisition Window**").

7.4. The Acquirers have appointed JRK Stock Broking Private Limited ('Buying Broker') for the open offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:

Name: JRK Stock Broking Private Limited
Address: Tobacco House, 1, Old Court House Corner, 3rd Floor, Room No.: 301, Kolkata- 700 001.
Tel No.: (033) 4017 4777, Fax No. (033) 4017 4777, Email Id: info@jrkgroup.in
Contact Person: Mr. Birendra Kumar Jain

7.5. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period.

7.6. A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders. The Selling broker can enter orders for dematerialized as well as physical Equity shares.

7.7. The cumulative quantity tendered shall be displayed on the Exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering period.

7.8. Shareholders can tender their shares only through a Broker with whom the shareholder is registered as client.

7.9. Procedure for tendering shares held in Dematerialized Form.

a) The Equity shareholders who are holding the equity shares in demat form and who desire to tender their Equity shares in this offer shall approach their broker indicating to their broker the details of equity shares they intend to tender in Open Offer.

b) The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders and the same shall be validated at the time of order entry.

c) For custodian participant, orders for Demat equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

d) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges/ Clearing Corporation, before the opening of the Offer.

e) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("TRS") generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.

f) The shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

The shareholders holding Equity shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

7.10. Procedure to be followed by the registered Shareholders holding Equity Shares in physical form:

a) Shareholders who are holding physical equity shares and intend to participate in the offer will be required to approach their respective Selling Broker alongwith the complete set of documents for verification procedures to be carried out including the:

   i. The form of Acceptance-cum-Acknowledgement duly signed (by all equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;

   ii. Original Share Certificates;

   iii. Valid shares transfer form(s) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirers;

   iv. Self-attested copy of the Shareholder's PAN card;

   v. Any other Relevant documents such as (but not limited to):

   - Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
   - Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased;
   - Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.

   vi. In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Adhar Card, Voter Identity card or Passport.

b) Selling Broker should place order on the Acquisition Window with the relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling broker shall provide a TRS generated by the Exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity shares tendered etc.

c) After placement of order, as mentioned in paragraph 7.10(b), the Selling Broker must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, Original share certificate(s), valid share transfer form(s) and other documents (as mentioned in the paragraph 7.10(a)) either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscripted as '**The Patna Electric Supply Company Limited- Open Offer'.** One copy of the TRS will be retained by the Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.

d) Shareholders holding physical Equity shares should note that the physical equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical equity shares by the Acquirers shall be subjected to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as "unconfirmed physical Bids". Once, Registrar to the Offer confirms the order it will be treated as "Confirmed Bids".

e) In case any person has submitted Equity shares in physical form for dematerialization, such shareholders should ensure that the process of getting the equity shares dematerialized is completed well in time so that they can participate in the offer before the Offer Closing Date.

7.11. Modification/Cancellation of orders will not be allowed during the period the Offer is open.

7.12. The cumulative quantity tenderd shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the tendering period

7.13. Procedure for Tendering the Shares in case of Non-Receipt of this Letter of Offer:

Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company on the Identified date, or those who have not received the letter of offer, may also participate in this Offer. A shareholder may participate in the Offer by approaching their broker and tender Equity shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance-cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as on the Identified date. In case of non-receipt of this Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Banker website (www.vccorporate.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity shares of the Target Company. Alternatively in case of non-receipt of this Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Such Shareholders have to ensure that their order is entered in the electronic platform to be made available by the BSE before the closure of the Offer.

7.14. Non- receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any shareholder, does not validate the Offer in any way.

7.15. The acceptance of the Offer made by the Acquirers is entirely at the discretion of the shareholders of the Target Company. The Acquirers does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in this Offer. The Acquirers will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the shareholders are advised to adequately safeguard their interest in this regard.

7.16. Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat Equity Shares, physical Equity Shares and locked-in Equity Shares) validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager, 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.

7.17. Settlement Process

a. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.

b. The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

7.18. Settlement of Funds/ Payment Consideration

The settlement of fund obligation for demats and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

8. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered office of the Manager to the Offer, M/s. VC Corporate Advisors Private Limited at 31, Ganesh Chandra Avenue, 2nd Floor, Suite No.–2C, Kolkata-700 013 on any working day between 10.00 a.m. and 2.00 p.m. during the period the Offer is open i.e., from 28.12.2016 to 10.01.2017.

i) Memorandum & Articles of Association of TPESCL along with its Certificate of Incorporation.

ii) Audited Annual Reports of TPESCL for the financial year ended 31.03.2014, 31.03.2015, 31.03.2016 and the certified and un-audited financial statements for the three months period ended 30.06.2016.

iii) Certificate from Mr. Manmohan Jhawar, partner of M Jhawar & Co, Chartered Accountants, having office at 203, Mahatma Gandhi Road, 1st Floor, Kolkata- 700 007, Ph No.: +91 9331015694, email: manmohanjhawar@yahoo.co.in, has certified vide its certificate dated 03.11.2016 that the Networth of the Acquirers Mr. Vishal Kumar Sharma as on 31.03.2016 is Rs. 28,61,083.49 (Rupees Twenty Eight Lakhs Sixty One Thousand Eighty Three and Forty Nine Paisa Only).

iv) Certificate from Mr. Manmohan Jhawar, partner of M Jhawar & Co, Chartered Accountants, having office at 203, Mahatma Gandhi Road, 1st Floor, Kolkata- 700 007, Ph No.: +91 9331015694, email: manmohanjhawar@yahoo.co.in, has certified vide its certificate dated 03.11.2016 that the Networth of the Acquirers Mr. Tarun Sharma as on 31.03.2016 is Rs. 13,97,931 (Rupees Thirteen Lakhs Ninety Seven Thousand Nine Hundred Thirty One Only).

v) Certificate from Mr. Manmohan Jhawar, partner of M Jhawar & Co, Chartered Accountants, having office at 203, Mahatma Gandhi Road, 1st Floor, Kolkata- 700 007, Ph No.: +91 9331015694, email: manmohanjhawar@yahoo.co.in, has certified vide its certificate dated 03.11.2016 that sufficient resources are available with the Acquirers for fulfilling the obligations under this "Offer" in full.

vi) Certificate from Mr. Manmohan Jhawar, partner of M Jhawar & Co, Chartered Accountants, having office at 203, Mahatma Gandhi Road, 1st Floor, Kolkata- 700 007, Ph No.: +91 9331015694, email: manmohanjhawar@yahoo.co.in, has certified vide its certificate dated 03.11.2016 has stated that the fair value of the equity shares of Target Company.

vii) Copy of the letter received from HDFC Bank Limited dated 04.11.2016 confirming the required amount kept in the escrow account and marked lien in favour of Manager to the Offer.

viii) The copy of Share Purchase Agreement dated 03.11.2016 between the Sellers and the Acquirers, which triggered the Open Offer.

ix) Copy of the Memorandum of Understanding between the Acquirers & the Manager to the Offer, dated 03.11.2016.

x) Copy of the recommendations dated ______made by the Committee of Independent Director of the Target Company.

xi) Copy of the Public Announcement dated 03.11.2016 and published copy of the Detailed Public Statement dated 10.11.2016 and Issue of Opening Public Announcement dated _______________.

xii) Copy of SEBI Observation letter no. ______________________ dated ______.

9. DECLARATION BY THE ACQUIRERS:

In accordance with the regulation 25(3) of the SEBI (SAST) Regulations, the Acquirers accept full responsibility jointly and severally for the information contained in the Public Announcement & Detailed Public Statement and also for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations and the Acquirers would be responsible for ensuring compliance with the SEBI (SAST) Regulations.

ON BEHALF OF THE ACQUIRERS

Sd/-	**Sd/-**
Vishal Kumar Sharma	**Tarun Sharma**

Place : Kolkata **Date : 16.11.2016**