LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Letter of Offer is sent to you as a shareholder(s) of Shiva Cement Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or MB / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum acknowledgement, Form of Withdrawal and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.

CASH OFFER

Pursuant to Regulation 10 & 11(1) and applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto **("the Regulations")**.

BY

Mr. R. P. Gupta, Mr. Akash Gupta, Mr. Vikash Gupta, Mrs. Preeti A. Gupta, Ms. Shilpi Gupta and R.P.Gupta (HUF)
(all residing at : I-15, Civil Township, Rourkela - 769004, Orissa.
Tel No.: 0661-2400207 **Fax No.:** 0661-2400172)

Unicon Merchants Private Limited ("UMPL")
having its registered office at VIP Enclave, A-1 Block, Flat No. 302, Baguihati
(In front of Big Bazar), Kolkata – 700059
Tel No.: 0661-2400168 **Fax No.:** 0661-2400172

Mr. Santosh Gupta, Mrs. Usha Gupta
both residing at AA-3, Civil Township, Rourkela – 769004
Tel No.: 09437046103 **Fax No.:** Not Available,

Mr. Amit Gupta and **Mr. Anup Gupta**
both residing at FF13, 1st Floor, Civil Township, Rourkela - 769004
Tel No.: 0661-2401321 **Fax No.:** 0661-2401465

(hereinafter collectively called "Acquirers")

TO THE EXISTING SHAREHOLDERS OF SHIVA CEMENT LIMITED
(hereinafter referred to as "SCL" or "the Company" or "Target Company")

(**Registered Office**: P-25, Civil Township, Rourkela – 769004
(Tel No.: 0661-2400168, 2400828, 2400080 Fax No.: 0661-2400172

TO ACQUIRE

Upto 3,38,92,795 Fully Paid-up Equity Shares of Rs. 2/- each, representing in aggregate upto 20% of the Total Eligible Equity Capital and of the Fully Expanded voting capital, for cash at a price of Rs 8.66 (including interest of Re. 0.89) per Fully Paid-up Equity Share.

1. The acceptance of shares from Non-Resident shareholders is subject to the approval of the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("FEMA"). The application to the RBI will be made at the appropriate time. Besides the said approval, as on the date of the Public Announcement, no other statutory approvals are required to acquire shares tendered pursuant to this Offer.
2. **Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement /Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the Offer i.e. can withdraw on or before Saturday, 6th September, 2008**
3. Should the Acquirers decide to revise the Offer Price upward, such upward revision, will be made in accordance with Regulation 26 of the Regulations not later than **Tuesday, 2nd September, 2008** i.e. 7 (seven) working days prior to the offer closing date. If the Offer Price is revised upward, such revised price will be payable to all the shareholders who have accepted this Offer and submitted their shares at any time during the period between the offer opening date and the offer closing date to the extent their shares have been verified and accepted by the Acquirers. Any such upward revision will be announced in the same newspapers in which the Public Announcement has appeared.
4. **There was no Competitive bid.**
5. This Offer is not conditional upon any minimum level of acceptance.
6. The Acquirers do not have a right to withdraw the offer. In terms of Regulation 27, no public offer once made shall be withdrawn except under the circumstances mentioned in the Regulations viz: the statutory approvals required have been refused or under such circumstances as in the opinion of SEBI merits withdrawal. In the event of such withdrawal, the same would be notified by way of a Public Announcement in the same newspapers where the Public Announcement appeared. Except as stated in 1 above, no other statutory approvals are required.
7. **A copy of the Public Announcement, Corrigendum Public Announcement and the Letter of Offer (including Form of Acceptance-cum Acknowledgement and Form of Withdrawal) is also available on SEBI's website: www.sebi.gov.in**

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
LKP SECURITIES LIMITED 112-A, Embassy Centre, Nariman Point, Mumbai - 400 021 Tel: (022) 4002 4785/86 Fax: (91-22) 22874787 Contact Person: Mr. Dinesh Waghela E-mail: dinesh_waghela@lkpsec.com	**NICHE TECHNOLGOIES PVT. LTD.** D-511, Bagree Street, 5th Floor, 71, B. R. B. Basu Road, Kolkata: 700 001 Tel: 91-33-2235 7270-71 Fax: 033-22156823 Contact person: Mr. Shoab Abbas E-Mail: sabbas@nichetechpl.com

OFFER OPENS ON: Saturday, 23rd August, 2008	**OFFER CLOSES ON : Thursday, 11th September, 2008**

Activity	Original Schedule		Revised Schedule	
	Day	Date	Day	Date
Public Announcement	Friday	28th September, 2007	Friday	28th September, 2007
Specified Date*	Monday	1st, October, 2007	Monday	1st, October, 2007
Last date for a competitive bid	Friday	19th October, 2007	Friday	19th October, 2007
Date by which Letter of Offer will be dispatched to Shareholders	Saturday	10th November, 2007	Tuesday	19th August, 2008
Date of Opening of the Offer	Saturday	17th November, 2007	Saturday	23rd August, 2008
Last date for revising the offer price / number of shares	Tuesday	27th November, 2007	Tuesday	2nd September, 2008
Last date for withdrawal of acceptance by the shareholders	Friday	30th November, 2007	Saturday	6th September, 2008
Date of closing of the Offer	Thursday	6th December, 2007	Thursday	11th September, 2008
Date by which rejection / Acceptance would be intimated and date of payment of consideration for applications accepted	Thursday	20th December, 2007	Friday	19th September, 2008

* For the purpose of determining the names of shareholders to whom the Letter of Offer will be sent.

Risk Factors:

Relating to the Transaction:

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

Relating with the Acquirers:

1. The Acquirers are already in control of the Target Company and are making the Offer to comply with the requirements of the Regulations for having enhanced their holdings beyond 15% and thereafter for having triggered the provisions of Regulation 11 (1)
2. There is no assurance with respect to the continuation of the past trend in the financial performance of the Target Company

Relating to the proposed Offer:

1. Acquirers require approval from RBI for acquisition / transfer of equity shares that are tendered in the open offer by Non-Residents. In case such approval is not received from RBI, the shares tendered by such non-residents shall be rejected. In case there is a delay in receipt of such approval from RBI, the payment to such non-residents may be delayed.
2. If the aggregate of valid responses exceeds the offer size, then the Acquirers will accept the valid applications on a proportionate basis in accordance with Regulation 21(6) of the Regulations. In such an event, part of the shares tendered by the shareholders may be rejected.
3. In the event that either (a) a regulatory approval is not received in a timely manner, or (b) there is any litigation leading to a 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 Letter of Offer. Consequently, the payment of consideration to public shareholders of SCL who have offered their shares in the Offer as well as the return of shares not accepted by the Acquirers may be delayed.

TABLE OF CONTENTS

Disclosure by Manager to the Offer with respect to the following Regulations:

1. **Regulation 24(1)(e):** LKP Securities Ltd., the Manager to the Offer does not hold any shares in SCL.
2. **Regulation 24(5A):** They declare and undertake that they shall not deal in shares of SCL during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of the offer.

ABBREVIATIONS /DEFINITIONS

Acquirers – Group A	Mr. R.P.Gupta, Mr. Akash Gupta, Mr. Vikash Gupta, Mrs. Preeti A. Gupta, Ms. Shilpi Gupta, R.P.Gupta (HUF) and Unicon Merchants Private Limited
Acquirers – Group B	Mr. Santosh Gupta, Mrs. Usha Gupta, Mr. Anup Gupta and Mr. Amit Gupta
Acquirers	Acquirers listed in Group A and Acquirers listed in group B are collectively called Acquirers
Book Value	Net worth --------------- No. of shares
BSE	Bombay Stock Exchange Limited
CSE	The Calcutta Stock Exchange Association Limited
Corrigendum PA	Corrigendum Public Announcement published on 15th August, 2008
Earnings Per Share (EPS)	Net Profit After Tax -------------------------- No. of shares
EGM	Extraordinary General Meeting
Eligible Persons	All owners of shares of SCL, registered or unregistered (other than Acquirers) who own shares at any time prior to the closure of the Offer. Persons included in the Promoter Group other than Acquirers are eligible to offer their shares in the open offer.
ESW's	Equity Share Warrants
First Trigger date	13th November, 2006
FIs	Financial Institutions
Form of Acceptance	Form of Acceptance-cum-acknowledgement.
Fully Expanded Equity Capital	16,94,63,972 equity shares of Rs. 2 each comprising of the Total Issued Equity Capital (14,87,63,972 shares) on date of Letter of Offer plus outstanding ESW's (2,07,00,000) representing potential voting rights as at the expiration of 15 days after the closure of the offer.
ICCL	IPI-SP Cement Company Limited
IPICOL	Industrial Promotion and Investment Corporation of Orissa Limited
LOF	Letter of Offer
Manager/Manager to the Offer/ LKPS	LKP Securities Limited (LKP Shares & Securities Ltd. has been merged with LKP Securities Ltd subsequent to the date of the PA)
Net worth	Equity Capital+ Reserves excluding Revaluation Reserve (-) Miscellaneous Expenditure not written off
NRI	Non-resident Indian
OCB	Overseas Corporate Body
Offer	Cash Open Offer made by the Acquirers on 28th September, 2007 and as amended by the corrigendum PA for acquisition from shareholders of SCL upto 338,92,795 fully paid equity shares of Rs. 2 each representing 20% of the Fully Expanded Equity Capital at a price of Rs. 8.66 (including interest of Re.0.89) per share.
Offer Price	Rs. 7.77 per equity share of SCL.
Public Announcement /PA	Public Announcement of the Offer made by the Acquirers to shareholders of SCL on Friday, 28th September, 2007.

RBI	Reserve Bank of India
Reference Date	17th November 2006
Registrar to the Offer	Niche Technologies Pvt Ltd
Return on Net worth	PAT --------------- X 100 Net worth
SCL/ Target Company/ the Company	Shiva Cement Limited
SEBI	Securities and Exchange Board of India
SEBI (DIP) Guidelines	Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines 2000 and amendments thereto.
SEBI (SAST) Regulations, 1997 or "the Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto
Second Trigger date	24th September, 2007
SICA	Sick Industrial Companies(Special Provisions) Act, 1985
Specified Date	Monday, 1st October, 2007
Total issued equity capital and voting capital as on the date of PA	14,62,63,972 equity shares of Rs. 2 each fully paid issued and subscribed as on date of PA.
Total issued equity capital and voting capital as on the date of Letter of offer	14,87,63,972 equity shares of Rs. 2 each fully paid issued and subscribed as on date of Letter of offer.
Total Offer Consideration	Offer Price (Rs.7.77) plus interest (Re. 0. 89) aggregating Rs. 8.66 per share
TPA	Tons per annum
UMPL	Unicon Merchants Private Limited
WRT	With respect to

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF 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 **SHIVA CEMENT LIMITED** TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, LKP SHARES AND SECURITIES LIMITED SUBSEQUENTLY MERGED WITH LKP SECURITIES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED **9TH OCTOBER 2007** TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THE OFFER

2.1 Background of the Offer

2.1.1 The Offer is being made in compliance with Regulations 10 & 11(1) of the Regulations.

2.1.2 Shiva Cement Limited (hereinafter referred to as "SCL" or "the Company"), is a company incorporated under the Companies Act 1956, having its registered office at P-25, Civil Township, Rourkela – 769004, (Tel No.: 0661-2400168, 2400828, 2400080, Fax No.: 0661-2400172) whose promoters are Mr. R. P. Gupta and Mr. Akash Gupta. As described in 2.1.5 below the Promoter Group held 61,70,766 equity shares of SCL of Rs. 2 each representing 9.04% of the paid up capital and of the voting capital of Rs. 1365.28 lacs comprising of 6,82,63,972 equity shares of Rs. 2 each being the outstanding equity capital immediately before Conversion of Warrants on 13th November, 2006 (hereinafter called "first trigger date") and held_2,73,28,766_equity shares of SCL of Rs. 2 each representing 20.98% of the paid up capital and of the voting capital of Rs. 2605.28 lacs comprising of 13,02,63,972 equity shares of Rs. 2 each being outstanding equity capital immediately before Conversion of Warrants on 24th September, 2007 (hereinafter called "second trigger date") .

2.1.3 This offer is being made by Mr. R.P.Gupta, Mr. Akash Gupta, Mr. Vikash Gupta, Mrs. Preeti A. Gupta, Ms. Shilpi Gupta, R.P.Gupta (HUF) and Unicon Merchants Pvt. Ltd. (hereinafter called "Acquirers - Group A") and Mr. Santosh Gupta, Mrs. Usha Gupta, Mr. Anup Gupta and Mr. Amit Gupta (hereinafter called "Acquirers - Group B); and the persons belonging to Acquirer Group A and Group B are hereinafter collectively called "Acquirers" to acquire upto 338,92,795 equity shares of Rs. 2 each representing 20% of the fully expanded equity share capital of SCL as described in 2.1.11 below at a price of Rs. 8.66 per share in cash comprising of Rs.7.77 per equity share ("the offer price") plus interest of Re. 0.89 per share calculated at the rate of 10% p.a. on:

i Rs.3.70 from the date 90 days after 17th November, 2006 i.e. from 16th February, 2007 till 27th December, 2007 being the scheduled date of payment of consideration for the offer which should have been made with reference to the first trigger date viz. 13th November, 2006 (interest of Re. 0.32).

ii Rs.7.77 from the date 90 days after 24th September, 2007 i.e. from 28th December, 2007 till 19th September, 2008 being the scheduled date of payment of consideration for the offer (interest of Re. 0.57).

2.1.4 The Acquirers are individuals / entity belonging to the Promoter Group of SCL. No other person is acting in concert with the Acquirers for the offer. Due to the operation of Regulation 2(1)(e) of the Regulations, there could be other persons who can be deemed to be acting in concert. However, they are not acting in concert for the purposes of this offer.

2.1.5 The aggregate shareholding of the Acquirers and other shareholders of the Promoter Group (hereinafter collectively called "the Promoter Group") in SCL BEFORE and AFTER the conversion of warrants on 13th November, 2006 and on 24th September, 2007 is as follows:

Promoter Group Shareholders	**Number of shares**			
	First Trigger		**Second Trigger**	
	Before 13th November, 2006	**After 13th November, 2006**	**Before 24th September, 2007**	**After 24th September, 2007**
A) Acquirers :				
Group A:				
1. Mr. R.P.Gupta	7,57,554	28,25,554	28,25,554	28,25,554
2. Mr. Akash Gupta	3,66,768	28,66,768	28,66,768	28,66,768
3. Mr. Vikash Gupta	3,11,520	28,11,520	28,11,520	28,11,520
4. Mrs. Preeti A Gupta	3,65,000	18,65,000	18,65,000	18,65,000
5. Ms. Shilpi Gupta	5,70,934	20,70,934	20,70,934	20,70,934
6. R.P.Gupta (HUF)	2,085	15,02,085	15,02,085	15,02,085
7. Unicon Merchants Pvt. Ltd.	-	-		-
Group B:				
8. Mr. Santosh Gupta	-	-		10,00,000
9. Mrs. Usha Gupta	-	-		30,00,000
10 Mr, Anup Gupta	-	-		35,00,000
11. Mr. Amit Gupta	-	-		35,00,000
Total	23,73,861	1,39,41,861	1,39,41,861	2,49,41,861
B) Others :	37,96,905	38,86,905	1,33,86,905	1,33,86,905
Total Promoter Group Holding	61,70,766	1,78,28,766	2,73,28,766	3,83,28,766
Total capital (No. of shares)	6,82,63,972	8,32,63,972	13,02,63,972	14,62,63,972
Promoter Group holding as % of total capital	9.04%	21.41%	20.98%	26.21%

2.1.6 This offer is being made to rectify the inadvertent violation made by the Acquirers – Group A on account of seeking allotment of equity share warrants on a preferential allotment basis and the subsequent conversion of the same on 13th November, 2006. The ESW's were allotted at the Board meeting held on 13th October, 2006. This offer is also being made to rectify the inadvertent violation made by the Acquirers – Group B on account of seeking allotment of equity shares upon conversion of warrants on 24th September, 2007.

2.1.7 i The Acquirers - Group A were allotted 1,15,00,000 equity shares of Rs. 2 each of SCL upon conversion of equity share warrants at the Board Meeting held on 13th November, 2006, consequent to which the shareholding of the promoter group increased from 61,70,766 equity shares representing 9.04% of the capital to 1,78,28,766 equity shares representing 21.41% of the post allotment share capital of the company which triggered Regulation 10.

ii. The Acquirers – Group B were allotted 1,10,00,000 equity shares of Rs. 2 each of SCL upon conversion of equity share warrants at the Board Meeting held on 24th September, 2007, consequent to which the shareholding of the promoter group increased from 2,73,28,766 equity shares representing 20.98% of the capital to 3,83,28,766 equity shares representing 26.21% of the post allotment share capital of the company which triggered Regulation 11(1).

2.1.8 Regulations 10 & 11(1) read with Regulation 14 of the Regulations require the Acquirers to make a Public Announcement within 4 working days to acquire shares of a company in which the Acquirers have acquired shares or voting rights of

i. 15% or more under Regulation 10
ii. More than 5% in any financial year ending on 31st March, under Regulation 11(1).

The allotment of equity shares to the Acquirers (who form a part of the promoter group) on 13th November 2006 and 24th September 2007 as described in 2.1.5 and 2.1.7 above has resulted in the shareholding of the promoter group to exceed 15% on the first trigger date and exceeded 5% during a financial year on the second trigger date respectively of the enhanced equity share capital and voting rights, thus attracting provisions of Regulations 10 & 11(1) of the Regulations.

2.1.9 In compliance with Regulation 14 of the Regulations,

i The Acquirers – Group A should have made a Public Announcement not later than 17th November 2006 (hereinafter called "Reference Date") and the last date for payment to shareholders would have been 16th February 2007. As per Regulation 44(i) of the Regulations, due to the delay in Public Offer, the Acquirers will pay interest of Rs. 0.32 per equity share calculated @ 10% p.a. on Rs. 3.70 from 16th February, 2007 (i.e. the last date of payment had the Acquirers made an open offer on 17th November, 2006 as explained above) till 27th December, 2007

ii The Acquirers - Group B should have made a Public Announcement not later than 28th September, 2007 and the last date for payment to shareholders would have been 27th December, 2007. As per Regulation 44(i) of the Regulations, due to the delay in Public Offer, the Acquirers will pay interest of Rs. 0.57 per equity share calculated @ 10% p.a. on Rs. 7.77 from 28th December, 2007 (i.e. the last date of payment had the Acquirers made an open offer on 28th September, 2007 as explained above) till 19th September, 2008

2.1.10 The above referred delay in making the open offer has meant that the provisions of Regulations 10 & 11(1) have been violated by the Acquires – Group A and Acquirers – Group B. Consequent to these violations, appropriate action may be initiated by SEBI.

2.1.11 The Acquirers amongst themselves in the meeting held on 25th June, 2007 have agreed to divide amongst themselves the equity shares each will acquire for the purpose of allocation of shares received in this offer in the following percentages, number of equity shares being rounded off to one: Mr.R.P.Gupta 15%, Mr. Akash Gupta 15%, Mrs. Preeti A. Gupta 5%, R.P.Gupta (HUF) 5%, Union Merchants Pvt. Ltd. 60%. Due to family partition, Mr. Vikash Gupta has given his consent for non-allocation of shares received in this offer and Ms. Shilpi

Gutpa, since married to Mr. Bharat Agarwal, has also given her consent for non-allocation of shares received in this offer. All persons comprising of Acquirers – Group B have given their consent vide letter dated 31st July, 2008 for non-allocation of shares to them from the shares received in the offer

2.1.12 Other than the allotment of equity shares to the Acquirers, as described in 2.1.5 and 2.1.7 above, there have been further issuance of equity shares and equity warrants by SCL, which has increased the total number of outstanding equity shares and warrants to 16,94,63,972, hereinafter called "the fully expanded equity capital". The build up of equity capital leading to the fully expanded equity capital is as follows:

Total issued number of equity shares after allotment of equity shares on 13th November, 2006		8,32,63,972
Add:		
(i)	Equity shares allotted to Domestic Strategic Investors on 3rd April, 2007 upon conversion of equity warrants at a price of Rs.3.55 per share.	2,20,00,000
(ii)	Equity shares allotted to promoter group shareholders (other then acquirers) on 18th June, 2007 against conversion of equity warrants at a price of Rs. 3.55 per share.	95,00,000
(iii)	Equity shares allotted to ACC Ltd. on 18th June, 2007 at a price of Rs.11 per share.	1,45,00,000
(iv)	Equity shares allotted to IFCI Ltd. on 8th August, 2007	10,00,000
(v)	Equity shares allotted on 24th September 2007 on conversion of warrants at a price of Rs. 3.55 per share to Acquirers - Group B (110 lac shares) & at a price of Rs. 11 per share to ACC Ltd. (50 lac shares)	1,60,00,000
(vi)	Equity shares allotted on 30th April, 2008 on conversion of warrants at a price of Rs. 3.55 per share to Mr. Santosh Gupta	25,00,000
TOTAL NUMBER OF ISSUED SHARES ON DATE OF LETTER OF OFFER		14,87,63,972
Add: Outstanding equity share warrants with ACC Ltd., promoter group and Domestic Strategic Investors.		2,07,00,000
FULLY EXPANDED EQUITY CAPITAL		16,94,63,972

2.1.13 Neither the Target company nor the Acquirers nor the companies in which Acquirers hold controlling interest have been prohibited by SEBI from dealing in securities in terms of directions issued pursuant to section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act.

2.1.14 No approval is required from any lenders of funds to SCL with respect to the Open Offer.

2.1.15 The offer is not as a result of global acquisition resulting in indirect acquisition of SCL.

2.2 Details of the proposed offer

2.2.1 The Public Announcement in accordance with Regulation 15(1) of the Regulations and corrigendum PA was made in the following newspapers on Friday, 28th September 2007 and Friday, 15th August, 2008

Newspaper	Language	Editions
The Financial Express	English	All editions
Jansatta	Hindi	All editions
The Utkal Mail	Oriya	Rourkela
Navshakti	Marathi	Mumbai

The Public Announcement and corrigendum PA are also available on the SEBI website at www.sebi.gov.in

2.2.2 The Acquirers are making the Offer in terms of Regulations 10 & 11(1) of the Regulations.

2.2.3 The present offer is being made to all the shareholders of SCL (except the Acquirers) to acquire by tender up to 338,92,795 (Three crore thirty eight lac ninety two thousand seven hundred ninety five) fully paid equity shares of Rs. 2 each of SCL, representing 20% of the fully expanded equity capital and voting capital in terms of Regulation 21(1) of the Regulations on the terms and subject to conditions set out below at an offer price of Rs. 7.77 per fully paid up equity share (the "offer price") plus interest of Re. 0.89 per share calculated @10% p.a. on

i Rs.3.70 from the date 90 days after 17th November, 2006 i.e. from 16th February, 2007 till 27th December, 2007 and being the scheduled date of payment of consideration for the trigger of code on 13th November, 2006 .

ii Rs.7.77 from the date 90 days after 24th September, 2007 i.e. from 28th December, 2007 till 19th September, 2008 being the scheduled date of payment of consideration

payable in cash in terms of Regulation 20 of the Regulations ("the Offer").

2.2.4 The offer is not subject to any minimum level of acceptance. The Acquirers will acquire all the fully paid up equity shares of SCL that are validly tendered and accepted in terms of this offer up to 338,92,795 fully paid equity shares representing 20% of the fully expanded equity and voting capital of the Company as on date.

2.2.5 All shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.

2.2.6 The Acquirers hold 2,49,41,861 equity shares of Rs. 2 each representing 17.05% of the total issued equity capital and voting capital in SCL (14,62,63,972 equity shares) as on date of PA. During the 12 months preceding the date of PA, the Acquirers had got allotted 225 lacs equity shares of Rs. 2 each through conversion of equity share warrants into equity shares of which 115 lac equity shares were at a price of Rs. 3.70 per share and 110 lac equity shares were at a price of Rs. 3.55 per share and through market transactions had acquired 4,68,062 equity shares and sold 5000 equity shares of SCL. The highest price and the average price paid by the Acquirers for the said acquisitions during the period of 12 months prior to the date of PA are Rs.3.70 and Rs. 3.62 respectively. During the 12 months preceding the reference date (described in 2.1.9 above), the Acquirers had through market transactions, acquired 4,68,062 equity shares of Rs. 2 each and sold 5000 equity shares of SCL. The highest price and the average price paid by the Acquirers for the said transactions are Rs.3.70 and Rs. 3.68 respectively.

2.2.7 The Acquirers were not offered equity shares of SCL by way of allotment in a public or Rights or Preferential issue during 26 weeks period prior to the date of PA, other than the

(i) allotment of 115 lac equity shares on 13th November, 2006 on conversion of warrants (as described in 2.1.7 (i)) at a price of Rs. 3.70 per share which increased the promoter group shareholding from 61,70,766 equity shares representing 9.04% of the equity and voting capital to 178,28,766 equity shares representing 21.41% of the equity & voting capital of the Company and

(ii) 110 lac equity shares on 24th September, 2007 on conversion of warrants (as described in 2.1.7 (ii)) at a price of Rs. 3.55 per share which increased the promoter group shareholding from 273,28,766 equity shares representing 20.98% of the equity and voting capital to 3,83,28,766 equity shares representing 26.21% of the equity & voting capital of the Company.

2.2.8 There are no partly paid shares in SCL.

2.2.9 There was no competitive bid.

2.2.10 The Acquirers have not acquired any shares of SCL from the date of PA upto the date of this Letter of Offer other than as described in 2.1.12 (vi) above.

2.3 Object of the Offer

2.3.1 As explained in Para 2.1.7

i Acquirers - Group A being a part of the promoter group were allotted 115,00,000 equity shares of Rs. 2 each on 13th November, 2006 upon conversion of the ESW's allotted to them on preferential basis. The said 115,00,000 shares were allotted at a price of Rs. 3.70 per share which was determined in compliance with Chapter XIII of SEBI (DIP) Guidelines, 2000. As a result of the said allotment of 115,00,000 equity shares of Rs. 2 each the shareholding of the Promoter Group exceeded 15% of the company's post allotment paid up equity share capital thereby attracting the provisions of Regulation 10 of the Regulations.

ii Acquirers - Group B being a part of the promoter group were allotted 110,00,000 equity shares of Rs. 2 each on 24th September, 2007 upon conversion of the ESW's allotted to them on preferential basis. The said 110,00,000 shares were allotted at a price of Rs. 3.55 per share which was determined in compliance with Chapter XIII of SEBI (DIP) Guidelines, 2000. As a result of the said allotment of 110,00,000 equity shares of Rs. 2 each the shareholding of the Promoter Group increased by more than 5% of the company's equity share capital in the financial year ending on 31st March, 2008 thereby attracting the provisions of Regulation 11(1) of the Regulations

Hence, there has been a substantial acquisition of shares and voting rights without change in control or management. The object and purpose of this offer is to comply with the requirements of the Regulations. In compliance with the requirements of Regulations 10 and 11(1), the Acquirers are now making this offer. There will be no change in control or in management consequent to the completion of this open offer.

2.3.2 The Acquirers are a part of the promoter Group of the Target Company and hence there will not be any change in the position of the acquirers in terms of Market positioning, capacity utilization etc.

3 BACKGROUND OF ACQUIRERS

3.1 Mr. R.P.Gupta, aged 58 years, resides at I-15, Civil Township, Rourkela 769004, Orissa (Tel.No.: 0661-2400207 Fax No.: 0661-2400172). His qualification is B.Sc. Engg.

(Electrical). He has business experience of over 34 years including last 22 years in the Cement Industry. He is one of the promoters of SCL. He is a full time director on the Board of Directors of only one listed company i.e. SCL, of which he is the Chairman and Managing Director. He is on the Board of Directors of Unicon Merchants Pvt. Ltd., an un-listed company. He holds 28,25,554 equity shares of Rs. 2 each of SCL representing 1.93% of paid up capital as on date of PA. He has acquired 20 lac equity shares of Rs. 2 each of SCL @ Rs.3.70 per share through conversion of ESW's on 13th November 2006. There was delay of 2 days in compliance with the provisions of Reg 7(1) of Chapter II of the Regulations. Besides this, he has acquired 1,57,950 equity shares from the market during November 2006. Mr. R. Tibrewal, partner of M/s. Tibrewal Chand & Co, Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela-769004 (Membership No. 050127 Tel. No.0661-6450741, Fax No. 0661-2401401) has certified vide his certificate dated 25thJuly, 2008 that the networth of Mr. R.P.Gupta as on 30th April, 2008 is over Rs. 4.26 Cr. Mr. R.P. Gupta is the father of Mr. Akash Gupta, Mr. Vikash Gupta and Ms. Shilpi Gupta and the father-in-law of Mrs. Preeti A. Gupta. He is the Karta of R.P.Gupta (HUF).

3.2 Mr. Akash Gupta, aged 33 years, resides at I-15, Civil Township, Rourkela 769004, Orissa (Tel.No.: 0661-2400207 Fax No.: 0661-2400172). He is the son of Mr. R.P.Gupta. His qualification is B.Com. He has business experience of over 10 years in marketing of cement. He is one of the promoters of SCL. He is a full time director on the Board of Directors of only one listed company i.e. SCL as Executive Director. He is on the Board of Directors of Unicon Merchants Pvt. Ltd., an un-listed company. He holds 28,66,768 equity shares of Rs. 2 each of SCL representing 1.96% of paid up capital as on date of PA. He has acquired 25 lac equity shares of Rs. 2 each of SCL @ Rs.3.70 per share through conversion of ESW's on 13th November 2006. There was delay of 2 days in compliance with the provisions of Reg 7(1) of Chapter II of the Regulations. Besides this, he has acquired 36,000 equity shares from the market during November 2006. Mr. R. Tibrewal, partner of M/s. Tibrewal Chand & Co, Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela-769004 (Membership No. 050127Tel. No.0661-6450741, Fax No. 0661-2401401) has certified vide his certificate dated 25thJuly, 2008 that the networth of Mr. Akash Gupta as on 30th April, 2008 is over Rs. 3.24 Cr. Mr. Akash Gupta is the brother of Mr. Vikash Gupta and Ms. Shilpi Gupta and husband of Mrs. Preeti A. Gupta.

3.3 Mr. Vikash Gupta, aged 26 years, resides at I-15, Civil Township, Rourkela 769004, Orissa (Tel.No.: 0661-2400207 Fax No.: 0661-2400172). He is the son of Mr. R.P.Gupta. His qualification is Bachelor in Business Management. He has business experience of over 5 years in trading. He is not on the Board of Directors of any listed company. He is a full time director on the Board of Directors of Shivom Minerals Ltd., which is an un-listed company. He holds 28,11,520 equity shares of Rs. 2 each of SCL representing 1.92% of paid up capital as on date of PA. He has acquired 25 lac equity shares of Rs. 2 each of SCL @ Rs.3.70 per share through conversion of ESW's on 13th November 2006. There was delay of 2 days in compliance with the provisions of Reg 7(1) of Chapter II of the Regulations. Mr. R. Tibrewal, partner of M/s. Tibrewal Chand & Co, Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela-769004 (Membership No. 050127, Tel. No.0661-6450741, Fax No. 0661-2401401) has certified vide his certificate dated 25thJuly, 2008 that the networth of Mr. Vikash Gupta as on 30th April, 2008 is over Rs. 2.93 Cr. Mr. Vikash Gupta is the brother of Mr. Akash Gupta and Ms. Shilpi Gupta.

3.4 Mrs. Preeti A. Gupta, aged 29 years, resides at I-15, Civil Township, Rourkela 769004, Orissa (Tel.No.: 0661-2400207 Fax No.: 0661-2400172). She is the wife of Mr. Akash Gupta. She is the daughter-in-law of Mr. R.P.Gupta. Her qualification is B.Com. She is a House-wife. She is not on the Board of Directors of any company. She holds 18,65,000 equity shares of Rs. 2 each of SCL representing 1.28% of paid up capital as on date of PA. She has acquired 15 lac equity shares of Rs. 2 each of SCL @ Rs.3.70 per share through conversion of ESW's on 13th November 2006. There was delay of 2 days in compliance with the provisions of Reg 7(1) of Chapter II of the Regulations. Mr.R. Tibrewal, partner of M/s. Tibrewal Chand & Co, Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela-769004 (Membership No. 050127, Tel. No.0661-6450741, Fax No. 0661-2401401) has certified vide his certificate dated 25th July, 2008 that the networth of Mrs. Preeti A. Gupta as on 30th April, 2008 is over Rs. 1.71 Cr.

3.5 Ms. Shilpi Gupta, aged 27 years, resides at I-15, Civil Township, Rourkela 769004, Orissa (Tel.No.: 0661-2400207 Fax No.: 0661-2400172). She is the daughter of Mr. R.P.Gupta and wife of Mr. Bharat Agarwal. Her qualification is CA (Inter). She has business experience of over 5 years in trading. She is not on the Board of Directors of any listed company. She is on the Board of Directors of Shivom Minerals Ltd., which is an un-listed company. She holds 20,70,934 equity shares of Rs. 2 each of SCL representing 1.42% paid up capital as on date of PA. She has acquired 15 lac equity shares of Rs. 2 each of SCL @ Rs.3.70 per share through conversion of ESW's on 13th November 2006. There was delay of 2 days in compliance with the provisions of Reg 7(1) of Chapter II of the Regulations. Besides this, he has acquired 2,69,112 equity shares from the market during October and November 2006. Mr. R. Tibrewal, partner of M/s. Tibrewal Chand & Co, Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela-769004 (Membership No. 050127, Tel. No.0661-6450741, Fax No. 0661-2401401) has certified vide his certificate dated 25th July, 2008 that the networth of Ms. Shilpi Gupta as on 30th April, 2008 is over Rs. 2.36 Cr.

3.6 R.P.Gupta (HUF) is an entity whose Karta is Mr. R.P.Gupta and its address is I-15, Civil Township, Rourkela 769004, Orissa (Tel.No.: 0661-2400207 Fax No.: 0661-2400172). R.P.Gupta (HUF) holds 15,02,085 equity shares of Rs. 2 each of SCL representing 1.03% of paid up capital as on date of PA. It has acquired 15 lac equity shares of Rs. 2 each of SCL @ 3.70 per share through conversion of ESW's on 13th November, 2006. There was delay of 2 days in compliance with the provisions of Reg 7(1) of Chapter II of the Regulations. Mr. R. Tibrewal, partner of M/s. Tibrewal Chand & Co, Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela-769004 (Membership No. 050127, Tel. No.0661-6450741, Fax No. 0661-2401401) has certified vide his certificate dated 25th July, 2008 that the networth of R.P.Gupta (HUF) as on 30th April, 2008 is over Rs. 1.84 Cr.

3.7 There were delays by Mr. R P Gupta, Mr Akash Gupta, Shilpi Gupta, Mrs. Preeti A. Gupta, Mr. Vikash Gupta, M/s R P Gupta (HUF), in complying with the requirements of Regulation 8(2) as on 21.04.1999 (3045 days), 21.04.2000 (2680 days), 21.04.2001 (2315 days), 21.04.2002 (1950 days), 21.04.2003 (1585 days), 21.04.2004 (1220 days), 21.04.2005 (854 days), 21.04.2006 (489 days), 21.04.2007 (124 days). SEBI may initiate appropriate action against the above persons for delay in complying with the requirements of Regulation 8 (2) and 7 (1).

3.8 (i) Unicon Merchants Private Limited (hereinafter referred to as "UMPL") has its Registered Office at VIP Enclave, A-1 Block, Flat No. 302, Baguihati (In front of Big Bazar), Kolkata - 700059. Tel No.: 0661-2400168 Fax No.: 0661-2400172

(ii) UMPL was incorporated on 1st October, 2003. UMPL is not a listed company. It is in the business of investments. The company's objects clause authorises it to invest in securities. UMPL does not hold any shares in SCL, and has not acquired any shares of SCL in the past.

(iii) UMPL was originally promoted by Mr. Ganesh Sharma and Mr. Subhash Kumar Kejriwal. The issued, subscribed and paid up capital as at 31st March, 2007 consists of 4,86,000 (Four Lacs Eighty Six Thousand only) equity shares of Rs. 10 each aggregating Rs. 48,60,000 (Rupees Forty Eight Lacs Sixty Thousand only) which is the authorised capital of the company too. The Acquirers - Group A (other than UMPL) acquired control of UMPL in April-May, 2007. Mr. R. P. Gupta holds 75000 equity shares i.e. 15.43% in UMPL. Mr. Akash

Gupta holds 75000 equity shares of UMPL i.e. 15.43%. Other shareholders include Mr. Vikash Gupta (35,000 shares, 7.20%), Mrs. Preeti A. Gupta (27,000 shares, 5.56%), Ms. Shilpi Gupta (20,000 shares, 4.12%) and R P Gupta (HUF) (20,000 shares, 4.12%).

(iv) The composition of the Board of Directors of UMPL as on date of PA is given below:

Name	Residential Address	Designation	Experience	Appointment Date	Qualification
Mr. R P Gupta	I/15, Civil Township, Rourkela - 769004	Director	34 years with 22 years in cement line	5-Apr-07	B.Sc. Engg(Elec)
Mr. Akash Gupta	I/15, Civil Township, Rourkela - 769004	Director	10 years in Cement Marketing	5-Apr-07	B.com

(v) The brief audited financial details of UMPL for the preceding three financial years ended 31st March 2005 and 2006 and 2007 are given below:

(Rs. In Lacs)

PROFIT & LOSS ACCOUNT	**Year ended 31st March 2007**	**Year ended 31st March 2006**	**Year ended 31st March 2005**
Income:			
Sales-Net	59.62	-	-
Other Income	2.16	11.60	0.34
Total	61.78	11.60	0.34
Increase/Decrease in Stocks	-26.45	34.17	-
TOTAL(A)	**35.33**	**45.77**	**0.34**
Expenditure			
Purchases	29.04	43.07	-
Administrative & selling expenses	2.47	2.20	0.22
Preliminary Expenses written off	0.22	0.22	0.11
Shares F& O dealing	3.40	-	-
TOTAL(B)	**35.13**	**45.49**	**0.33**
Profit /(loss) for the year (A-B)	**0.20**	**0.28**	**0.01**
less : Income Tax & Fringe Benefit Tax	0.04	0.05	-
Profit /(loss) after taxation	**0.16**	**0.23**	**0.01**
Balance brought from the last year	**0.25**	**0.02**	**0.01**
Balance carried to balance sheet	**0.41**	**0.25**	**0.02**

(Rs. In Lacs)

BALANCE SHEET AS AT	**31-Mar-07**	**31-Mar-06**	**31-Mar-05**
SOURCES OF FUNDS			
Share Capital	48.60	48.60	21.00
Reserves & Surplus	704.81	704.65	180.02
Total	**753.41**	**753.25**	**201.02**
APPLICATION OF FUNDS			
Investments	348.50	683.00	200.00
Net Current Assets	404.47	69.59	0.70
Miscellaneous expenditure	0.44	0.66	0.32
Total	**753.41**	**753.25**	**201.02**

Other Financial Data for period ended	**31-Mar-07**	**31-Mar-06**	**31-Mar-05**
Dividend (%)	-	-	-
Earning Per Share (Rs.)	0.03	0.05	0.005
Return on Networth (%)	.02	.03	0.005
Book Value Per Share (Rs.) (Face Value of Rs. 10)	154.93	154.85	95.57

NOTES :

a. The Reserves & Surplus as on 31st March, 2006 has increased from Rs. 180.02 lacs to Rs. 704.65 lacs because of issue of 276000 Equity Shares of Rs. 10 each at a premium of Rs. 190 per share.
b. The figure of sales for years ended 31st March 2004, 2005 and 2006 is Rs. Nil because the company did not generate any revenues from its principal business activity.

(vi) Contingent liabilities not provided in Accounts: For all the accounting periods reported above, there are no contingent liabilities.

(vii) Reasons for fall /rise in total income and PAT in the relevant years are explained below:

a. For the period ended 31st March 2004, 31st March 2005 income is mainly from interest received on Fixed Deposits. During period ended 31st March 2005 income decreased to Rs. 0.34 lacs from Rs. 0.63 lacs in year ended 31st March, 2004 reflecting a decrease in deposits and hence in interest.
b. Income increased from Rs. 0.34 lacs in year ended 31st March 2005 to Rs. 45.77 lacs in year ended 31st March 2006 on account of income from trading of shares. Even though, Income increased to Rs. 59.62 lacs in year ended 31st March, 2007, from Rs. 11.60 lacs year ended 31st March 2006, the closing stock as on 31st March 2007 decreased by Rs. 26.45 lacs while as on 31st March 2006, the closing stock had increased by Rs. 34.17 lacs, resulting in comparatively lesser profits even though the income was comparatively higher.

(viii) Significant Accounting Policies:

a. General: The financial Statement of the Company have been prepared on the historical cost convention in accordance with normally accepted accounting principles.
b. Investments: Investments are valued at cost.
c. Stock in trade: Stocks are valued as Cost or Market price, whichever is lower.

3.9 Mr. Santosh Gupta, aged 34 years, resides at AA-3, Civil Township, Rourkela-769 004 (Tel.No.: 9437046103 Fax No.: Not available). His qualification is Inter. In Commerce. He has business experience of over 10 years in Transportation line. Being a relative of the Promoter he has been treated as a part of the promoter group of SCL. He is not on the Board of Directors of any listed or unlisted Company. He holds 10,00,000 equity shares of Rs. 2 each of SCL representing 0.68% of paid up capital as on date of PA. He has acquired 10 lac equity shares of Rs. 2 each of SCL @ Rs.3.55 per share through conversion of ESW's on 24th September, 2007 and 25 lac equity shares of Rs.2/- each of SCL @ Rs.3.55 per share through conversion of ESW's on 30th April 2008. He holds 35 Lac shares of Rs. 2 each of SCL representing 2.35% of the paid-up capital as on date of the Letter of offer. He has complied with the requirements of Regulation 7(1). Mr. R Tibrewal Partner of M/s Tibrewal Chand & Co., Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela- 769 004 (Membership No.-050127 Tel. No.0661-6450741, Fax No.0661-2401401) has certified vide his certificate dated 25thJuly, 2008 that the networth of Mr.Santosh Gupta as on 30th April, 2008 is over Rs.3.14 Cr. Mr. Santosh Gupta is a nephew of Mr. RP Gupta. He is the husband of Mrs. Usha Gupta and Cousin Brother of Mr. Amit Gupta, Mr. Anup Gupta, Mr. Akash Gupta, Mr. Vikash Gupta and Ms. Shilpi Gupta.

3.10 Mrs. Usha Gupta wife of Santosh Gupta, aged 28 years, resides at AA-3, civil township, Rourkela-769004 (Tel.No.: 9437046103 Fax No.: Not available). Her qualification is Matriculate. She has business experience of over 5 years in Trading Industry. Being a relative of the Promoter she has been treated as a part of the promoter group of SCL. She is not on the Board of Directors of any listed/unlisted company. She holds 30,00,000 Lacs equity shares of Rs.2 each of SCL representing 2..05% of paid up capital as on date of PA. She has acquired 30,00,000 lac equity shares of Rs. 2 each of SCL @ Rs.3.55 per share through conversion of ESW's on 24th September, 2007. She has complied with the requirements of Regulation 7(1). Mr. R. Tibrewal Partner of M/s Tibrewal Chand & Co Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela-769004 (Membership No.050127 Tel. No.0661-6450741, Fax No.0661-2401401) has certified vide his certificate dated 25thJuly, 2008 that the networth of Mrs. Usha Gupta as on 30th April, 2008 is over Rs. 2.68 Cr. She is the wife of Mr Santosh Gupta.

3.11 Mr. Amit Gupta, aged 27 years, resides at FF-13, 1st Floor, Civil Township, Rourkela-769004 (Tel.No.:0661-2401321 Fax No.: 0661-2401465). His qualification is Graduate. He has business experience of over 5 years in Iron Ore Trading Industry. Being a relative of the Promoter he has been treated as a part of the promoter group of SCL. He is not on the Board of Directors of any listed / unlisted company. He holds 35,00,000 Lacs equity shares of Rs. 2 each of SCL representing 2.39% of paid up capital as on date of PA. He has acquired 35,00,000 lac equity shares of Rs. 2 each of SCL @ Rs.3.55 per share through conversion of ESW's on 24th September, 2007. He has complied with the requirements of Regulation 7(1). Mr. R. Tibrewal Partner of M/s Tibrewal Chand & Co Chartered Accountants having office at 1st Floor, kk-5, Civil Township, Rourkela-769004 (Membership No. 050127 Tel. No.0661-6450741, Fax No.0661-2401401) has certified vide his certificate dated 25thJuly, 2008 that the networth of Mr. Amit Gupta as on 30th April, 2008 is over Rs. 3.27 Cr. Mr. Amit Gupta is a nephew of Mr. RP Gupta. He is younger Brother of Anup Gupta.

3.12 Mr. Anup Gupta, aged 32 Years resides at FF-13, Civil Township, Rourkela-769004.(Tel.No.: 0661-2401321 Fax No.: 0661-2401465). His qualification is B.Com. He has business experience of over 10 years in Iron Ore Trading Industry. Being a relative of the Promoter he has been treated as a part of the promoter group of SCL. He is not on the Board of Directors of any listed/unlisted company. He holds 35,00,000 Lacs equity shares of Rs. 2 each of SCL representing 2.39% of paid up capital as on date of PA. He has acquired 35,00,000 lac equity shares of Rs. 2 each of SCL @ Rs.3.55 per share through conversion of ESW's on 24th September, 2007. He has complied with the requirements of Regulation 7(1). Mr. R. Tibrewal Partner of M/s Tibrewal Chand & Co Chartered Accountants having office at 1st Floor, KK_-5, Civil Township, Rourkela-769004 (Membership No.050127 Tel. No.0661-6450741, Fax No.0661-2401401) has certified vide his certificate dated 25thJuly, 2008 that the networth of Mr. Anup Gupta as on 30th April, 2008 is over Rs. 3.62 Cr. Mr. Anup Gupta is a nephew of Mr. RP Gupta. He is Elder Brother of Mr Amit Gupta.

3.13 **Future plans/strategies of the Acquirers with regard to the Target Company**

To the extent required to optimise the value to all shareholders, the Acquirers may, subject to applicable shareholders' consent, propose any compromise or arrangement, reconstruction, merger and/or streamlining of business operations of the company. However the Acquirers do not have any specific future plan for the Target company. The Acquirers currently do not plan to dispose off or otherwise encumber any asset of SCL in the succeeding years except in the ordinary course of business of the Company. The Acquirers undertake not to sell / dispose off or otherwise encumber any substantial assets of SCL except with the prior approval of the shareholders of the Company.

4. OPTION IN TERMS OF REGULATION 21(3)

The Offer will not result in public shareholding being reduced to less than a level below the limit specified in the Listing Agreement with the Stock Exchanges for the purpose of listing on continuous basis.

5. BACKGROUND OF THE TARGET COMPANY

5.1 Shiva Cement Limited (SCL) was incorporated on 12th August, 1985 under the Companies Act, 1956. Its registered and corporate office is situated at P – 25, Civil Township, Rourkela – 769004, (Tel No.: 0661-2400168, 2400828, 2400080, Fax No.: 0661-2400172) and it commenced commercial production in 1986. **E-mail id:** rkl_sivacem@sancharnet.in

5.2 Mr. R.P.Gupta, a Graduate Engineer who had 12 years working experience before promoting SCL, promoted SCL.

5.3 SCL is engaged in the manufacture of cement and other allied products. It has two plants (Unit I & Unit II) at Sundergarh District, Orissa. The installed capacity of both the plants is 1,77,000 tonnes per annum with surplus clinker .045 lakhs tonnes per annum. The company also owns a mine of high grade lime stone with huge reserves.

5.4 In 1997, SCL acquired a sick company, IPI-SP Cement Company Ltd. ("ICCL") that was under the purview of BIFR. ICCL, a joint sector company promoted by IPICOL and Darjeeling Dooars Plantations Ltd. to set up a mini cement plant with an installed capacity of 66,000 t.p.a in Sundargarh District, Orissa, was listed on the Calcutta Stock Exchange Ltd. ICCL commenced commercial production in September 1986 after a time overrun of 9 months and cost overrun of Rs.146 lacs. ICCL suffered losses leading to erosion of net worth and consequently became a sick company in terms of the provisions of the Sick Industrial Companies (Special Provisions) Act, 1985 ("SICA"). BIFR by its order dated 25th February, 1997 and its addendum thereto dated 27th November, 1997 ordered to handover the entire undertaking of ICCL to SCL through a merger / rehabilitation scheme. The Calcutta Stock Exchange Association Ltd. vide its letter dated 11th July 1998 approved the application for listing of the equity shares of the merged company. Subsequently, SCL got its shares listed on the Bombay Stock Exchange Ltd.

5.5 SCL started making losses from 2002. Its Unit I is lying closed since September, 2002. Though, SCL continued making losses till 31st March 2006, the company received investments towards its capital from promoters and non-promoters whereby it's net worth remained positive. Consequently, the BIFR vide its order dated 5th July 2006 has discharged SCL from the purview of SICA.

5.6 SCL has entered into a Supply Agreement on 22nd March, 2007 with ACC Ltd. (hereinafter called "ACC"), a company incorporated under the provisions of the Indian Companies Act, 1913, having its registered office at Cement House, 121, Maharshi Karve Road, Mumbai – 400 020, whereby SCL has agreed to supply cement to ACC for a period of 5 years. Cement will be manufactured and packed by SCL as per ACC's Manufacturing and Packing specifications, based on the relevant Operating Plan as may be mutually prepared by ACC and SCL.

5.7 SCL, Mr. R.P.Gupta and ACC Ltd. have also entered into a Share Purchase Agreement on 20th April, 2007 whereby they have agreed for ACC to make strategic investment by subscribing to 145 lac equity shares of Rs. 2 each at a premium of Rs. 9 per share and subscribe to 227 lac share warrants which will entitle ACC to seek corresponding equity shares within 18 months from the date of allotment at a price of Rs. 11 per share. An Extraordinary General Meeting of SCL was held on 18th May 2007 to obtain approval of shareholders by passing a Special Resolution under section 81(1A) of the Companies Act, 1956 to allot above said equity shares and warrants to ACC. At the Board Meeting of SCL held on 18th June 2007, 145 lac equity shares and 227 lac share warrants were allotted to ACC at the terms stated above. Subsequently ACC acquired 20 lac shares. On 24th September 2007 SCL converted 50 lac warrants held by ACC into equity shares which increased ACC's holding to 215 lac shares amounting to 14.70% of paid up capital as on date of PA.

5.8 Details of share capital history of SCL as on the date of PA are as follows:

Date of Allotment	No. of Shares issued	% of Shares issued	Cumulative Number of Shares	Cumulative Paid-up Capital (Rs.)	Mode of Allotment	Identity of Allottees	Cumulative shareholding of promoter (%)	Status of Compliance
16-Aug-85	1,400 shares of Rs. 10 each	100.00	1,400	14,000	Cash	Promoters – 400 Others – 1,000	28.57	Complied with Companies Act 1956
5-Jun-86	1,17,600 shares of Rs. 10 each	98.82	1,19,000	11,90,000	Cash	Promoters – 21,100 Others – 96,500	18.07	Complied with Companies Act 1956
31-Mar-91	1,61,000 shares of Rs. 10 each	57.50	2,80,000	28,00,000	Cash	Promoters – 6,300 Bodies Corporate – 10,000 Others – 1,44,700	10.21	Complied with Companies Act 1956
30-Mar-92	2,20,000 shares of Rs. 10 each	44.00	5,00,000	50,00,000	Cash	Promoters – 11,000 Bodies Corporate – 69,000 Others – 1,40,000	7.92	Complied with Companies Act 1956
2-Apr-194	1,30,000 shares of Rs. 10 each	20.63	6,30,000	63,00,000	Cash	Promoters – 48,300 Bodies Corporate - 56,000 Others – 25,700	12.37	Complied with Companies Act 1956
30-Aug-94	3,20,000 shares of Rs. 10 each	33.68	9,50,000	95,00,000	Cash	Bodies Corporate – 3,12,000 Others – 8,000	16.92	Complied with Companies Act 1956
3-Sep-94	19,00,000 shares of Rs. 10 each	66.67	28,50,000	2,85,00,000	Bonus	Promoters – 3,21,400 Bodies Corporate – 9,51,600 Others – 6,27,000	16.92	Complied with Companies Act 1956
28-Feb-97	68,524 shares of Rs. 10 each	2.35	29,18,524	2,91,85,240	Cash	Promoters – 22,000 Others – 46,524	17.96	Complied with Companies Act 1956
31-Mar-97	7,31,440 shares of Rs. 10 each	20.04	36,49,964	3,64,99,640	Cash	FI’s & Bank – 7,04,600 Others – 26,840	14.36	Complied with Companies Act 1956
30-Apr-97	10,800 shares of Rs. 10 each	0.30	36,60,764	3,66,07,640	Cash	Others – 10,800	14.32	Complied with Companies Act 1956
31-May-97	4,000 shares of Rs. 10 each	0.11	36,64,764	3,66,47,640	Cash	Others – 4,000	14.30	Complied with Companies Act 1956
27-Sep-97	1,63,300 shares of Rs. 10 each	4.27	38,28,064	3,82,80,640	Merger with ICCL in terms of BIFR order dated 25th February 1997	Shareholders of ICCL – 1,63,300	13.69	Complied with Companies Act 1956

31-Oct-97	14,300 shares of Rs. 10 each	0.37	38,42,364	3,84,23,640	Cash	Others – 14,300	13.61	Complied with Companies Act 1956
31-Mar-98	1,93,620 shares of Rs. 10 each	4.80	40,35,984	4,03,59,840	Cash	Promoters – 31,600 Bodies Corporate – 1,06,400 Others – 55,620	13.74	Complied with Companies Act 1956
Equity capital on merger with ICCL leading to listing on CSE on 11th July 98	40,35,984 shares of Rs. 10 each	100.00	40,35,984	4,03,59,840	Merger with ICCL in terms of BIFR order dated 25th February 1997 and addendum dated 27th November 1997.	Promoters 554,700 Public 3,481,284	13.74	Complied
20-Dec-99	20,17,992 shares of Rs. 10 each	33.33	60,53,976	6,05,39,760	Bonus Issue	Existing Shareholders	13.74	Complied
13-Feb-02	30,26,988 shares of Rs. 2 each	33.33	90,80,964	9,08,09,640	Bonus Issue	Existing Shareholders	13.73	Complied
13-Feb-02	-	-	4,54,04,820	9,08,09,640	Split from Fvof Rs. 10/- to Rs. 2/-	Existing Shareholders	13.73	
15-Apr-04	77,91,000 shares of Rs. 2 each	14.65	5,31,95,820	10,63,91,640	Preferential Allotment	Promoter Group - 8,38,000 Others - 69,53,000	11.72	Complied
13-Jul-05	1,00,95,180 shares of Rs. 2 each	15.95	6,32,91,000	12,65,82,000	Conversion of ESW's	Promoter Group – 48,10,000 Others - 52,85,180	1.07	Complied
22-Mar-06	49,72,972 shares of Rs. 2 each	7.28	6,82,63,972	13,65,27,944	Preferential Allotment to FIs/Bank	Bank of India - 13,51,351 I D B I - 36,21,621	7.29	Complied
13-Nov-06	1,50,00,000 shares of Rs. 2 each	18.01	8,32,63,972	16,65,27,944	Preferential Allotment to Director/Others	Promoter Group - 115,00,000 Others - 35,00,000	21.22	This offer is to enable compliances.
3-Apr-07	2,20,00,000 shares of Rs. 2 each	20.90	10,52,63,972	21,05,27,944	Preferential Allotment to other Investors	Bodies Corporate- 1,30,00,000 Other - 90,00,000	16.94	Complied
18-Jun-07	2,40,00,000 shares of Rs. 2 each	18.57	12,92,63,972	25,85,27,944	Preferential Allotment to ACC and shares issued to Promoter group against conversion of warrants	ACC - 145,00,000 Promoter group - 95,00,000	21.14	Complied
8-Aug-07	10,00,000 shares of Rs. 2 each	0.77	13,02,63,972	26,05,27,944	Preferential Allotment to IFCI	IFCI - 10,00,000	20.98	Complied

24-Sep-07	1,60,00,000 shares of Rs. 2 each	10.94	14,62,63,972	29,25,27,944	Shares issued to ACC Ltd & Promoter group against conversion of warrants	ACC - 50,00,000 Promoter group – 1,10,00,000	26.21	Complied
30-April-08	25,00,000 shares of Rs. 2 each	1.68	14,87,63,972	29,75,27,944	Shares issued to Santosh Gupta against conversion of warrants	Santosh Gupta- 25,00,000	27.44	Complied

5.9 The shares of SCL are listed on the BSE and CSE.

5.10 The Share capital structure of SCL as on the date of letter of offer is as under:

Paid up Equity Shares of SCL	**Number of Shares/ Voting rights**	**% of shares w.r.t Fully Expanded Voting Capital**
Fully paid up equity shares	14,87,63,972	87.79
Partly paid up equity shares	-	-
Total paid up equity shares	14, 87,63,972	87.79
Issue of equity shares on exercise of right on convertible warrants	2, 07,00,000	12.21
Total voting rights in Target company / Fully expanded Equity capital	16,94,63,972	100

Notes:

1. The fully expanded Equity Capital includes the 2,07,00,000 ESW's subscribed by ACC Ltd and Domestic Strategic Investor since allottees are entitled for shares on the basis of the said warrants. Hence above capital structure represents the voting rights as at expiration of fifteen days after the closure of the public offer in compliance with Regulation 21(5) of the Regulations.
2. There are no partly paid equity shares of the company.
3. On 24th September 2007, the company has allotted 3,40,888, 9% non cumulative redeemable preference shares of Rs. 2 each aggregating Rs. 6.82 lacs, redeemable in 2014-15.

5.11 Based on the latest audited accounts for the year ended 31st March, 2007 of SCL, the Authorised equity share capital is Rs. 2650 lacs, authorised preference share capital is Rs. 150 lacs, the issued and subscribed equity capital was Rs.1665.28 lacs comprising of 832,63,972 equity shares of Rs. 2 each while the excess of Miscellaneous Expenditure (not written off) over Reserves & Surplus was Rs.94.98 lacs resulting in a Book value of Rs. 1.89 per share. The total income for the year 2006-07 was Rs. 2809.55 lacs. SCL reported loss after tax of Rs.118.05 lacs (without considering extraordinary income of Rs. 230.39 lacs) for the year ended 31st March, 2007. Its weighted average EPS for 2006-07 was Re. 0.15 after considering extra ordinary income, while it made losses before considering extra ordinary income. In view of losses, computation of EPS is not meaningful without considering extra ordinary income. The Authorised Equity Share Capital was enhanced to 1925 lac equity shares of Rs. 2 each amounting to Rs.3850 lacs at the EGM held on 18th May 2007.

5.12 IFCI Ltd., a secured lender to SCL has vide its letter dated 30th May, 2007 opted to convert its outstanding debt of Rs. 90 lacs into equity shares of the company. Accordingly, SCL has obtained approval of its shareholders at the Annual General Meeting held on 17th July, 2007 for preferential allotment of 10,00,000 equity shares of Rs. 2 each to IFCI Ltd. at a premium of Rs. 7 per share. The equity capital of SCL has increased to 13,02,63,972 equity shares of Rs. 2 each aggregating Rs. 2605.28 lacs as on 8th August, 2007 upon allotment of the said 10,00,000 equity shares to IFCI and further increased to 14,62,63,972 equity shares of Rs. 2 each aggregating Rs. 2925.28 lacs as on 24th September, 2007 upon conversion of warrants held by promoters and ACC.

5.13 As on the date of PA, there is no outstanding instrument in the nature of warrants / fully convertible debentures / partly convertible debentures, etc. convertible into equity shares on any later date, other than 232 lac warrants of which 25 lac warrants were allotted on 7th February, 2007 and can be converted into equity shares any day up to 6th August 2008, while 207 lac warrants were allotted on 18th June, 2007 and can be converted into equity shares any day up to 17th December, 2008. After the date of PA and before the date of this letter of offer 25 lac warrants were converted into equity shares. Hence as on the date of this letter of offer 207 lac warrants allotted on 18th June, 2007 are outstanding to be converted into equity shares. In compliance with Regulation 21(5) of the Regulations, the voting rights on equity shares which may be allotted on conversion of these warrants has been taken into consideration for computing the offer size. There has not been any merger / demerger or spin off of the Company's business operations during the past 3 years.

5.14 The particulars of equity shares under **lock-in** as on the date of the PA are as follows:

Category	No. of shares	Date of allotment	Date upto which locked in
(i) Acquirers	15,70,000 115,00,000	13th July, 2005 13th November, 2006	12th July, 2008 3rd July, 2010
(ii) Others in Promoter Group	32,40,000 95,00,000 1,10,00,000	13th July, 2005 18th June, 2007 24th September, 2007	12th July, 2008 17th June, 2010 23rd September, 2010
(iii) Domestic Strategic Investors	35,00,000 220,00,000 145,00,000 50,00,000	13th November, 2006 3rd April, 2007 18th June, 2007 24th September, 2007	3rd July, 2008 2nd April, 2008. 17th June, 2008. 23rd September, 2008
(iv) Financial Institution	10,00,000	8th August, 2007	7th August, 2008

Shareholders holding locked-in shares are eligible to offer the locked-in shares in the offer. The locked-in shares if validly tendered and accepted by the Acquirers will be subject to continuation of the residual lock-in period in the hands of the Acquirers.

5.15 As on the date of the PA the composition of the Board of Directors of SCL is as follows:

Name	Qualification	Experience	Date of appointment	Designation
Mr. R P Gupta	B. Sc. Engg (Elect)	34 years with 22 years in cement line	12-Aug-85	Managing Director
Mr. Akash Gupta	B.Com	10 years in Cement Marketing	1-Oct-97	Executive Director
Mr. B K Mangaraj	F.I.E., F.C.C.	30 years in mining & cement line	26-Dec-02	Director
Mr. B C Srivastava	B. Sc. Engg (Met)	38 years Industries in India & Abroad	13-Jan-07	Director
Mr. S B Sapathy	I.C.W.A.	24 years of experience in service	30-Jul-04	Nominee-IPICOL

Mr. K P Jhunjhunwala	IIE, Eec, IICE, & Management Grad. Harvard University	55 years in Managing Industry & business	27-Mar-07	Director
Mr. Ramit Budhraja	Chemical Engg (IIT Delhi) MBA (IIM-Bangalore)	23 years total experience of which 18 years with Holcim Group including being MD of Ambuja Cement Eastern Ltd.	18-Jun-07	Nominee Director- ACC Ltd.
Mr. O P Goyal	CA	44 years in various fields including Accounts, Commercial etc. Presently Whole Time Director of JK Paper Ltd.	24-Sep-07	Director

5.16 There has been no merger/de-merger or spin off during the last three years involving SCL.

5.17 The brief audited financial details of SCL for the preceding three accounting periods ended 31st March 2005, 31st March 2006 and 31st March, 2007:

(Rs. In Lacs)

Particulars	**Year ended 31-Mar-2007**	**Year ended 31-Mar-2006**	**15 Mths ended 31-Mar-2005**
Income from Operations	2718.77	1823.31	1984.91
Other Income	60.38	49.69	43.70
Increase/(Decrease) in stocks	30.40	-74.83	6.57
Total Income	2809.55	1798.17	2035.18
Total Expenditure	2839.20	2293.24	2377.89
Profit/(Loss) for the year before exceptional items	-29.65	-495.07	-342.71
Extra-Ordinary items (net)	230.39	-28.89	38.72
Profit/(Loss) for the year before Tax	200.74	-523.96	-303.99
Provision for Tax			
Fringe Benefit Tax	2.20	1.66	0.00
Taxation for the earlier years	1.15	0.00	0.00
Deferred tax credit	-85.05	100.40	-19.20
Profit/(Loss) for the year	**112.34**	**-425.22**	**-323.19**

(Rs. In Lacs)

Balance Sheet as at	**31-Mar-07**	**31-Mar-06**	**31-Mar-05**
Sources of Funds:			
Issued and subscribed share capital	1665.28	1365.28	1063.92
Reserves and Surplus (excluding Revaluation Reserve)	89.44	-277.9	-12.94
Networth	1570.30	949.36	915.16
Equity Share warrants pending conversion	1597.50	87.50	277.62

Application for shares by FIs/ Banks (on conversion on interest)	231.34	208.39	169.68
Loan Funds			
Secured Loans	1236.38	1852.55	2163.46
Unsecured Loans	1149.86	458.21	365.07
Deferred Tax liability	22.57	0.00	37.93
TOTAL	**5992.37**	**3694.03**	**4064.74**
Application of Funds			
Net Block (excluding revaluation)	5047.50	3255.13	3300.72
Capital Work in Progress	158.40	100.48	70.28
Investments	0.07	0.08	0.08
Net Current Assets	601.98	137.84	557.84
Miscellaneous expenditure	184.42	138.02	135.82
Deferred Tax assets	0	62.48	0.00
TOTAL	**5992.37**	**3694.03**	**4064.74**

Other Financial Data as at		**31-Mar-07**	**31-Mar-06**	**31-Mar-05**
Dividend	%	-	-	-
Earning Per Share (Basic Diluted with extra-ordinary items)	Rs.	0.13	-0.62	-0.49*
Earning Per Share (Basic Diluted without extra-ordinary items)	Rs.	-0.14	-0.58	-0.54*
Return on Networth (with extra-ordinary items)	%	7.15	-44.79	-28.25*
Return on Networth (without extra-ordinary items)	%	-7.52	-41.75	-31.64*
Book Value	Rs.	1.886	1.391	1.720

* Annualised

The company has again come into profit mode after a loss making phase. It earned a profit before tax of Rs. 200.74 lacs in the year ended 31st March 2007 as against loss of Rs. 523.96 lacs in the year ended 31st March 2006. There has been a rise in total income and profit after tax for the year ended on 31st March, 2007 as compared to the year ended on 31st March, 2006 on account of extra ordinary items. The Extra ordinary items covers the net effect of waiver of dues by FIs/ Banks upon settlement of their dues, non payable liabilities as well as provision of non realisable debtors. The capacity utilization has marginally increased from 47% to 51% and there was nominal increase in price of cement & clinker which resulted in increase in total income. Also the constraint of working capital faced by the company in the first half has been overcome now.

5.18 The Pre and Post Offer shareholding pattern of SCL with reference to the Second trigger date based on the fully expanded equity capital is as follows :

Shareholder's Category	Shareholding and voting rights prior to the conversion of ESW's on 13th Nov 2006		Shares/Voting rights subscribed on conversion of ESW's which triggered the Regulations		Market Purchases and Allotment of equity shares & ESW's between 13th Nov 2006 to the date of PA @		Shares/ Voting rights to be acquired in Open Offer (Assuming full acceptances)		Shareholding / Voting rights after offer,	
	A		B		C		D		E	
	No.	%	No.	%	No.	%	No.	%	No. (A+B+C+D)	%
(1) Promoter Group										
a. Parties to agreement:										
Sellers:	-	-	-	-		-	-	-	-	-
b. Promoters other than 1(c) & 2(a) below	3,727,705	5.46							3727705	2.20
c. Other Promoters										
1. P. K. Swain	6,000	0.01			-*	-*			-*	-*
2. Ms. Anubha Gupta	63200	0.09	-	-	6,000,000 plus Market Purchases of 96,000	3.60	-	-	6159200	3.63
3. Mr. Jatin Bhoir	-	-	-	-	3,500,000	2.06	-	-	3,500,000	2.07
Total 1 (a+b+c)	**3,796,905**	**5. 56**	**-**	**-**	**95,96,000**	**5.66**	**-**	**-**	**13,386,905**	**7.90**
(2) Acquirers										
a. Acquirers – Group A										
1. Mr. R.P.Gupta	757,554	1.11	2,000,000	2.41	68000 (Market Purchases)	0.04	5,083,919	3.00	7,909,473	4.67
2. Mr. Akash Gupta	366,768	0.54	2,500,000	3.00	-	-	5,083,919	3.00	7,950,687	4.69
3. Mr. Vikash Gupta	311,520	0.46	2,500,000	3.00	-	-	-	-	2,811,520	1.66
4. Mrs. Preeti A Gupta	365,000	0.53	1,500,000	1.80	-	-	1,694,640	1.00	3,559,640	2.10
5. Ms. Shilpi Gupta	570,934	0.84	1,500,000	1.80	-	-	-	-	2,070,934	1.22
6. R.P.Gupta (HUF)	2,085	-	1,500,000	1.80	-	-	1,694,640	1.00	3,196,725	1.89
7. Unicon Merchants Pvt Ltd.	-	-	-	-	-	-	20,335,677	12.00	20,335,677	12.00
Acquirers – Group B										
8. Mr. Santosh Gupta	-	-	-	-	3,500,000	2.06	-	-	3,500,000	2.06
9. Usha Gupta	-	-	-	-	3,000,000	1.77	-	-	3,000,000	1.77
10. Mr. Anup Gupta	-	-	-	-	3,500,000	2.07	-	-	3,500,000	2.06
11. Mr. Amit Gupta	-	-	-	-	3,500,000	2.07	-	-	3,500,000	2.07
Sub Total 2(a)	**2,373,861**	**3.48**	**11,500,000**	**13.81**	-	-	**33,892,795**	**20.00**	**61,334,656**	**36.19**
b. PAC's	-	-	-	-	-	-			-	-
Total 2 (a+b)	**2,373,861**	**3.48**	**11,500,000**	**13.81**	**13568000**		**33,892,795**	**20.00**	**61,334,656**	**36.19**
Total Promoter Group(1+2)	**6,170,766**	**9.04**	**11,500,000**	**13.81**	**23, 164,000**	**13.67**	**33,892,795**	**20.00**	**74,721,561**	**44.09**
(3) Parties to agreement other than (1)(a) & (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(4) Public (other than Acquirers and other promoters)										
a. FIs / MFs / FIIs / Banks:										
i. Financial Institutions / Banks	5,737,529	8.40								
ii. Foreign Institutional Investors	-	-								
b. Others :										
1. Corporate Bodies	8,782,240	12.87	1,000,000	1.20	54,200,000++	31.98	-33,892,795 Notes	-20.00 Notes	94,742,411 Notes	55.91 Notes
2. NRIs / OCBs	258,311	0.38								
3. Trusts	562	-								
4. Clearing Members	736,552	1.08								
5. Indian Public (No. of shareholders is 27127)	46,578,012	68.23	2,500,000	3.00	9,000,000 -96,000 -68,000 (Market Sale) +6000 (PK Swain)	5.22				
Total 4 (a+b)	**62,156,406**	**91.05**	**3,500,000**	**4.20**	**63,042,000**	**37.16**	**-33,892,795**	**-20.00**	**94,742,411**	**55.91**
GRAND TOTAL(1+2+3+4)	**68,263,972**	**100.00**	**15,000,000**	**18.01**	**86,206,000**	**50.87**	**-**	**-**	**169,463,972**	**100.00**
Base	**68,263,972**		**83,263,972**		**169,463,972**		**169,463,972**		**169,463,972**	

@ Includes ESW's on which warrant holders can seek allotment of equity shares as at expiration of 15 days after the closure of the public offer in compliance with Regulation 21 (5) of the Regulations.

*Mr. Prafulla Kumar Swain has ceased to be director w.e.f. 13th January 2007. Hence his shareholding is classified as "Public" category from quarter ended 31st March, 2007 onwards as shown in item (4) b 5.

++ includes Equity Shares allotted to bodies corporate including ACC and IFCI. Also includes ESW's allotted to ACC on which ACC can seek allotment of Equity Shares as at expiration of 15 days after the closure of the offer.

Note:

The actual position of shareholding pattern will depend upon the response of the shareholders to the open offer by acquirers, which cannot be known at this point of time.

5.19 The details of the change in shareholding of the Promoters in SCL since listing as and when it happened and status of compliance with the applicable provisions of the Regulations and other applicable regulations under the SEBI Act, 1992 and other statutory requirements are as under:

Date	Name	Opening Balance - Individual	Opening Capital No. of Shares	Opening % holding – individual (%)	No of shares acquired	No of shares sold	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchases/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Closing Balance - Individual	Closing Capital	Closing % holding - individual (%)	Increase / Decrease in % holding - individual (+/-%)	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in % holding - promoter group (%)	Increase / Decrease in percentage holding - individual (%)	Status of Compliance
16-Aug-85	R P Gupta	0	1,400	0.00	200	0	Through Memorandum 1,400 shares Promoters – 400 Others - 1000	200	1,400	14.29	14.29	400	28.57	28.57	14.29	Complied with Companies Act 1956
	Sudha Gupta	0	1,400	0.00	200	0		200	1,400	14.29	14.29	400			14.29	
		0	1,400	0.00	400	0		400	1,400	28.57	28.57	400	28.57	28.57	28.57	
5-Jun-86	R P Gupta	200	1,400	14.29	10,000	0	Preferential allotment 117,600 shares, Promoters – 21,100 Others – 96,500	10,200	119,000	8.57	8.40	21,500	18.07	-10.50	-5.71	Complied with Companies Act 1956
	Sudha Gupta	200	1,400	14.29	11,100	0		11,300	119,000	9.50	9.33	21,500			-4.79	
		400	1,400	28.57	21,100	0		21,500	119,000	18.07	17.73	21,500	18.07	-10.50	-10.50	
28-Aug-87	Sudha Gupta	11,300	119,000	9.50	0	7,500	Shares sold	3,800	119,000	3.19	-6.30	14,000	11.76	-6.30	-6.30	Complied with Companies Act 1956
		11,300	119,000	9.50	0	7,500		3,800	119,000	3.19	-6.30	14,000	11.76	-6.30	-6.30	
22-Oct-87	Sudha Gupta	3,800	119,000	3.19	4,000	0	Shares purchased	7,800	119,000	6.55	3.36	18,000	15.13	3.36	3.36	Complied with Companies Act 1956
		3,800	119,000	3.19	4,000	0		7,800	119,000	6.55	3.36	18,000	15.13	3.36	3.36	
6-Jan-88	R P Gupta	10,200	119,000	8.57	7,500	5,000	Shares purchased & sold	12,700	119,000	10.67	2.10	20,500	17.23	2.10	2.10	Complied with Companies Act 1956
		10,200	119,000	8.57	7,500	5,000		12,700	119,000	10.67	2.10	20,500	17.23	2.10	2.10	
2-Aug-89	Sudha Gupta	7,800	119,000	6.55	300	0	Shares purchased	8,100	119,000	6.81	0.25	20,800	17.48	0.25	0.25	Complied with Companies Act 1956
		7,800	119,000	6.55	300	0		8,100	119,000	6.81	0.25	20,800	17.48	0.25	0.25	
2-Mar-90	Sudha Gupta	8,100	119,000	6.81	1,500	0	Shares purchased	9,600	119,000	8.07	1.26	22,300	18.74	1.26	1.26	Complied with Companies Act 1956
		8,100	119,000	6.81	1,500	0		9,600	119,000	8.07	1.26	22,300	18.74	1.26	1.26	
31-Mar-91	Sudha Gupta	9,600	119,000	8.07	6,300	0	Preferential allotment 161,000 shares Promoters – 6,300, Bodies Corporate – 10,000 Others – 144,700	15,900	280,000	5.68	2.25	28,600	10.21	-8.53	-2.39	Complied with Companies Act 1956
		9,600	119,000	8.07	6,300	0		15,900	280,000	5.68	2.25	28,600	10.21	-8.53	-2.39	
30-Mar-92	R P Gupta	12,700	280,000	4.54	11,000	0	Preferential allotment 220,000 shares Promoters – 11,000 Bodies Corporate – 69,000, Others – 140,000	23,700	500,000	4.74	2.20	39,600	7.92	-2.29	0.20	Complied with Companies Act 1956
	Sudha Gupta	15,900	280,000	5.68	0	0		15,900	500,000	3.18	0.00				-2.50	
		28,600	280,000	10.21	11,000	0		39,600	500,000	7.92	2.20	39,600	7.92	-2.29	-2.29	
5-Aug-92	Sudha Gupta	15,900	500,000	3.18	0	10,000	Shares sold	5,900	500,000	1.18	-2.00	29,600	5.92	-2.00	-2.00	Complied with Companies Act 1956
		15,900	500,000	3.18	0	10,000		5,900	500,000	1.18	-2.00	29,600	5.92	-2.00	-2.00	

Date	Name	Opening Balance - Individual	Opening Capital No. of Shares	Opening % holding – individual (%)	No of shares acquired	No of shares sold	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchages/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Closing Balance - Individual	Closing Capital	Closing % holding - individual (%)	Increase / Decrease in % holding - individual (+/-%)	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in % holding - promoter group (%)	Increase / Decrease in percentage holding - individual (%)	Status of Compliance
2-Apr-94	R P Gupta	23,700	500,000	4.74	18,000	0	Preferential allotment 130,000 shares Promoters – 48,300, Bodies Corporate - 56,000, Others – 25,700	41,700	630,000	6.62	2.86	77,900	12.37	6.45	1.88	Complied with Companies Act 1956
	Sudha Gupta	5,900	500,000	1.18	30,300	0		36,200	630,000	5.75	4.81				4.57	
		29,600	500,000	5.92	48,300	0		77,900	630,000	12.37	7.67	77,900	12.37	6.45	6.45	
15-Aug-94	Sudha Gupta	36,200	630,000	5.75	17,500	0	Shares purchased	53,700	630,000	8.52	2.78	95,400	15.14	2.78	2.78	Complied with Companies Act 1956
		36,200	630,000	5.75	17,500	0		53,700	630,000	8.52	2.78	95,400	15.14	2.78	2.78	
20-Aug-94	R P Gupta	41,700	630,000	6.62	65,300	0	Shares purchased	107,000	630,000	16.98	10.37	160,700	25.51	10.37	10.37	Complied with Companies Act 1956
		41,700	630,000	6.62	65,300	0		107,000	630,000	16.98	10.37	160,700	25.51	10.37	10.37	
30-Aug-94	R P Gupta	107,000	630,000	16.98	0	0	Preferential allotment 320,000 shares Bodies Corporate – 312,000, Others – 8,000	107,000	950,000	11.26	0.00	160,700	16.92	-8.59	-5.72	Complied with Companies Act 1956
	Sudha Gupta	53,700	630,000	8.52	0	0		53,700	950,000	5.65	0.00				-2.87	
		160,700	630,000	25.51	0	0		160,700	950,000	16.92	0.00	160,700	16.92	-8.59	-8.59	
3-Sep-94	R P Gupta	107,000	950,000	11.26	214,000	0	Bonus Shares 1,900,000 shares 2 bonus shares issued for every one share held.	321,000	2,850,000	11.26	7.51	482,100	16.92	0.00	0.00	Complied with Companies Act 1956
	Sudha Gupta	53,700	950,000	5.65	107,400	0		161,100	2,850,000	5.65	3.77				0.00	
		160,700	950,000	16.92	321,400	0		482,100	2,850,000	16.92	11.28	482,100	16.92	0.00	0.00	
10-Aug-96	R P Gupta	321,000	2,850,000	11.26	10,000	0	Shares purchased	331,000	2,850,000	11.61	0.35	502,100	17.62	0.70	0.35	Complied with Companies Act 1956
	Sudha Gupta	161,100	2,850,000	5.65	10,000	0		171,100	2,850,000	6.00	0.35				0.35	
		482,100	2,850,000	16.92	20,000	0		502,100	2,850,000	17.62	0.70	502,100	17.62	0.70	0.70	
28-Feb-97	R P Gupta	331,000	2,850,000	11.61	22,000	0	Preferential allotment of 68,524shares Promoters – 22,000, Others – 46,524	353,000	2,918,524	12.10	0.75	524,100	17.96	0.34	0.48	Complied with Companies Act 1956
	Sudha Gupta	171,100	2,850,000	6.00	0	0		171,100	2,918,524	5.86	0.00				-0.14	
		502,100	2,850,000	17.62	22,000	0		524,100	2,918,524	17.96	0.75	524,100	17.96	0.34	0.34	
31-Mar-97	R P Gupta	353,000	2,918,524	12.10	0	0	Preferential allotment 731,440 shares FI's & Bank – 704,600, Others – 26,840	353,000	3,649,964	9.67	0.00	524,100	14.36	-3.60	-2.42	Complied with Companies Act 1956
	Sudha Gupta	171,100	2,918,524	5.86	0	0		171,100	3,649,964	4.69	0.00				-1.17	
		524,100	2,918,524	17.96	0	0		524,100	3,649,964	14.36	0.00	524,100	14.36	-3.60	-3.60	
30-Apr-97	R P Gupta	353,000	3,649,964	9.67	0	0	Preferential allotment 10,800 shares to Others	353,000	3,660,764	9.64	0.00	524,100	14.32	-0.04	-0.03	Complied with Companies Act 1956
	Sudha Gupta	171,100	3,649,964	4.69	0	0		171,100	3,660,764	4.67	0.00				-0.01	
		524,100	3,649,964	14.36	0	0		524,100	3,660,764	14.32	0.00	524,100	14.32	-0.04	-0.04	

Date	Name	Opening Balance - Individual	Opening Capital No. of Shares	Opening % holding – individual (%)	No of shares acquired	No of shares sold	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchages/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Closing Balance - Individual	Closing Capital	Closing % holding - individual (%)	Increase / Decrease in % holding - individual (+/-%)	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in % holding - promoter group (%)	Increase / Decrease in percentage holding - individual (%)	Status of Compliance
31-May-97	R P Gupta	353,000	3,660,764	9.64	0	0	Preferential allotment 4,000 shares to Others	353,000	3,664,764	9.63	0.00	524,100	14.30	-0.02	-0.01	Complied with Companies Act 1956
	Sudha Gupta	171,100	3,660,764	4.67	0	0		171,100	3,664,764	4.67	0.00				-0.01	
		524,100	3,660,764	14.32	0	0		524,100	3,664,764	14.30	0.00	524,100	14.30	-0.02	-0.02	
27-Sep-97	R P Gupta	353,000	3,664,764	9.63	0	0	Preferential allotment 1,63,000 shares to Others	353,000	3,828,064	9.22	0.00	524,100	13.69	-0.61	-0.41	Complied with Companies Act 1956
	Sudha Gupta	171,100	3,664,764	4.67	0	0		171,100	3,828,064	4.47	0.00				-0.20	
		524,100	3,664,764	14.30	0	0		524,100	3,828,064	13.69	0.00	524,100	13.69	-0.61	-0.61	
4-Oct-97	R P Gupta	353,000	3,828,064	9.22	0	1,000	Shares sold	352,000	3,828,064	9.20	-0.03	523,100	13.66	-0.03	-0.03	Complied with Companies Act 1956
		353,000	3,828,064	9.22	0	1,000		352,000	3,828,064	9.20	-0.03	523,100	13.66	-0.03	-0.03	
31-Oct-97	R P Gupta	352,000	3,828,064	9.20	0	0	Preferential allotment 14,300 shares to Others	352,000	3,842,364	9.16	0.00	523,100	13.61	-0.05	-0.03	Complied with Companies Act 1956
	Sudha Gupta	171,100	3,828,064	4.47	0	0		171,100	3,842,364	4.45	0.00				-0.02	
		523,100	3,828,064	13.66	0	0		523,100	3,842,364	13.61	0.00	523,100	13.61	-0.05	-0.05	
31-Mar-98	R P Gupta	352,000	3,842,364	9.16	14,800	0	Preferential allotment 193,620 shares Promoters – 31,600, Bodies Corporate – 106,400, Others – 55,620	366,800	4,035,984	9.09	0.37	554,700	13.74	0.13	-0.07	Complied with Companies Act 1956
	Sudha Gupta	171,100	3,842,364	4.45	16,800	0		187,900	4,035,984	4.66	0.42				0.20	
		523,100	3,842,364	13.61	31,600	0		554,700	4,035,984	13.74	0.78	554,700	13.74	0.13	0.13	
11-Jul-98	R P Gupta	366,800	4,035,984	9.09	0	0	As of date of listing	366,800	4,035,984	9.09	0.00	554,700	13.74	0.00	0.00	Complied
	Sudha Gupta	187,900	4,035,984	4.66	0	0		187,900	4,035,984	4.66	0.00				0.00	
		554,700	4,035,984	13.74	0	0		554,700	4,035,984	13.74	0.00	554,700	13.74	0.00	0.00	
30-Oct-99	Sudha Gupta	187,900	4,035,984	4.66	0	200	Shares sold	187,700	4,035,984	4.65	0.00	554,500	13.74	0.00	0.00	Disclosure made to Co/SE
		187,900	4,035,984	4.66	0	200		187,700	4,035,984	4.65	0.00	554,500	13.74	0.00	0.00	
20-Dec-99	R P Gupta	366,800	4,035,984	9.09	183,400	0	Bonus shares 2,017,992 of Rs. 10 each. One bonus share for every two shares held	550,200	6,053,976	9.09	3.03	831,750	13.74	0.00	0.00	Complied
	Sudha Gupta	187,700	4,035,984	4.65	93,850	0		281,550	6,053,976	4.65	1.55				0.00	
		554,500	4,035,984	13.74	277,250	0		831,750	6,053,976	13.74	4.58	831,750	13.74	0.00	0.00	
30-Dec-99	Sudha Gupta	281,550	6,053,976	4.65	0	300	Shares sold	281,250	6,053,976	4.65	0.00	831,450	13.73	0.00	0.00	Disclosure made to Co/SE
		281,550	6,053,976	4.65	0	300		281,250	6,053,976	4.65	0.00	831,450	13.73	0.00	0.00	
31-Mar-00	Sudha Gupta	281,250	6,053,976	4.65	0	300	Shares sold	280,950	6,053,976	4.64	0.00	831,150	13.73	0.00	0.00	Disclosure made to Co/SE
		281,250	6,053,976	4.65	0	300		280,950	6,053,976	4.64	0.00	831,150	13.73	0.00	0.00	
13-Feb-02	R P Gupta	550,200	6,053,976	9.09	275,100	0	Bonus shares 3026988 of Rs. 10 each. One bonus share for every two shares held.	825,300	9,080,964	9.09	3.03	1,246,725	13.73	0.00	0.00	Complied
	Sudha Gupta	280,950	6,053,976	4.64	140,475	0		421,425	9,080,964	4.64	1.55				0.00	
		831,150	6,053,976	13.73	415,575	0		1,246,725	9,080,964	13.73	4.58	1,246,725	13.73	0.00	0.00	

Date	Name	Opening Balance - Individual	Opening Capital No. of Shares	Opening % holding – individual (%)	No of shares acquired	No of shares sold	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchages/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Closing Balance - Individual	Closing Capital	Closing % holding - individual (%)	Increase / Decrease in % holding - individual (+/-%)	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in % holding - promoter group (%)	Increase / Decrease in percentage holding - individual (%)	Status of Compliance
13-Feb-02	R P Gupta	825,300	9,080,964	9.09	4,126,500	0	Splitting of Shares to FV of Rs.2/	4,126,500	45,404,820	9.09	7.27	6,233,625	13.73	0.00	0.00%	Complied
	Sudha Gupta	421,425	9,080,964	4.64	2,107,125	0		2,107,125	45,404,820	4.64	3.71				0.00	
		1,246,725	9,080,964	13.73	6,233,625	0		6,233,625	45,404,820	13.73	10.98	6,233,625	13.73	0.00	0.00	
15-Apr-04	R P Gupta	4,126,500	45,404,820	9.09	0	0	Preferential allotment of 77.91lac shares Promoter Group - 8,38,000 Others - 69,53,000	4,126,500	53,195,820	7.76	0.00	6,233,625	11.72	-2.01	-1.33	Complied
	Sudha Gupta	2,107,125	45,404,820	4.64	0	0		2,107,125	53,195,820	3.96	0.00				-0.68	
		6,233,625	45,404,820	13.73	0	0		6,233,625	53,195,820	11.72	0.00	6,233,625	11.72	-2.01	-2.01	
20-Jan-05	R P Gupta	4,126,500	53,195,820	7.76	0	410,102	Shares sold	3,716,398	53,195,820	6.99	-0.77	5,823,523	10.95	-0.77	-0.77	Disclosure made to Co/SE
		4,126,500	53,195,820	7.76	0	410,102		3,716,398	53,195,820	6.99	-0.77	5,823,523	10.95	-0.77	-0.77	
25-Jan-05	R P Gupta	3,716,398	53,195,820	6.99	0	1,011,438	Shares sold	2,704,960	53,195,820	5.08	-1.90	4,812,085	9.05	-1.90	-1.90	Disclosure made to Co/SE
		3,716,398	53,195,820	6.99	0	1,011,438		2,704,960	53,195,820	5.08	-1.90	4,812,085	9.05	-1.90	-1.90	
27-Jan-05	Sudha Gupta	2,107,125	53,195,820	3.96	0	12,145	Shares sold	2,094,980	53,195,820	3.94	-0.02	4,799,940	9.02	-0.02	-0.02	Disclosure made to Co/SE
		2,107,125	53,195,820	3.96	0	12,145		2,094,980	53,195,820	3.94	-0.02	4,799,940	9.02	-0.02	-0.02	
1-Feb-05	R P Gupta	2,704,960	53,195,820	5.08	0	118,850	Shares sold	2,586,110	53,195,820	4.86	-0.22	4,681,090	8.80	-0.22	-0.22	Disclosure made to Co/SE
		2,704,960	53,195,820	5.08	0	118,850		2,586,110	53,195,820	4.86	-0.22	4,681,090	8.80	-0.22	-0.22	
2-Feb-05	R P Gupta	2,586,110	53,195,820	4.86	0	350,875	Shares sold	2,235,235	53,195,820	4.20	-0.66	4,330,215	8.14	-0.66	-0.66	Disclosure made to Co/SE
		2,586,110	53,195,820	4.86	0	350,875		2,235,235	53,195,820	4.20	-0.66	4,330,215	8.14	-0.66	-0.66	
3-Feb-05	Sudha Gupta	2,094,980	53,195,820	3.94	0	978,150	Shares sold	1,116,830	53,195,820	2.10	-1.84	3,352,065	6.30	-1.84	-1.84	Disclosure made to Co/SE
		2,094,980	53,195,820	3.94	0	978,150		1,116,830	53,195,820	2.10	-1.84	3,352,065	6.30	-1.84	-1.84	
4-Feb-05	Sudha Gupta	1,116,830	53,195,820	2.10	0	891,800	Shares sold	225,030	53,195,820	0.42	-1.68	2,231,364	4.19	-2.11	-1.68	Disclosure made to Co/SE
	R P Gupta	2,235,235	53,195,820	4.20	0	228,901		2,006,334	53,195,820	3.77	-0.43				-0.43	
		3,352,065	53,195,820	6.30	0	1,120,701		2,231,364	53,195,820	4.19	-2.11	2,231,364	4.19	-2.11	-2.11	
7-Feb-05	R P Gupta	2,006,334	53,195,820	3.77	0	467,429	Shares sold	1,538,905	53,195,820	2.89	-0.88	1,676,030	3.15	-1.04	-0.88	Disclosure made to Co/SE
	Sudha Gupta	225,030	53,195,820	0.42	0	87,905		137,125	53,195,820	0.26	-0.17				-0.17	
		2,231,364	53,195,820	4.19	0	555,334		1,676,030	53,195,821	3.15	-1.04	1,676,030	3.15	-1.04	-1.04	
8-Feb-05	Sudha Gupta	137,125	53,195,820	0.26	0	104,900	Shares sold	32,225	53,195,820	0.06	-0.20	1,304,277	2.45	-0.70	-0.20	Disclosure made to Co/SE
	R P Gupta	1,538,905	53,195,820	2.89	0	266,853		1,272,052	53,195,820	2.39	-0.50				-0.50	
		1,676,030	53,195,820	3.15	0	371,753		1,304,277	53,195,820	2.45	-0.70	1,304,277	2.45	-0.70	-0.70	
9-Feb-05	R P Gupta	1,272,052	53,195,820	2.39	0	1,093,898	Shares sold	178,154	53,195,820	0.33	-2.06	210,379	0.40	-2.06	-2.06	Disclosure made to Co/SE
		1,272,052	53,195,820	2.39	0	1,093,898		178,154	53,195,820	0.33	-2.06	210,379	0.40	-2.06	-2.06	

Date	Name	Opening Balance - Individual	Opening Capital No. of Shares	Opening % holding – individual (%)	No of shares acquired	No of shares sold	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchages/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Closing Balance - Individual	Closing Capital	Closing % holding - individual (%)	Increase / Decrease in % holding - individual (+/-%)	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in % holding - promoter group (%)	Increase / Decrease in percentage holding - individual (%)	Status of Compliance
10-Feb-05	R P Gupta	178,154	53,195,820	0.33	0	150,550	Shares sold	27,604	53,195,820	0.05	-0.28	59,829	0.11	-0.28	-0.28	Disclosure made to Co/SE
		178,154	53,195,820	0.33	0	150,550		27,604	53,195,820	0.05	-0.28	59,829	0.11	-0.28	-0.28	
8-Mar-05	Sudha Gupta	32,225	53,195,820	0.06	0	20,000	Shares sold	12,225	53,195,820	0.02	-0.04	39,829	0.07	-0.04	-0.04	Disclosure made to Co/SE
		32,225	53,195,820	0.06	0	20,000		12,225	53,195,820	0.02	-0.04	39,829	0.07	-0.04	-0.04	
13-Jul-05	R P Gupta	27,604	53,195,820	0.05	640,000	0	Preferential allotment of Warrants Converted into Shares 10,095,180 shares of Rs. 2 each Promoter Group – 48,10,000 Others - 52,85,180	667,604	63,291,000	1.05	1.01	679,829	1.07	1.00	1.00	Complied
	Sudha Gupta	12,225	53,195,820	0.02	0	0		12,225	63,291,000	0.02	0.00				0.00	
		39,829	53,195,820	0.07	640,000	0		679,829	63,291,000	1.07	1.01	679,829	1.07	1.00	1.00	
22-Mar-06	R P Gupta	667,604	63,291,000	1.05	0	0	Preferential Allotment to FIs/Bank 4,972,972 shares of Rs. 2 each Bank of India - 13,51,351 I D B I - 3,62,1621	667,604	68,263,972	0.98	0.00	5,712,504	8.37	7.29	-0.08	Complied
	Sudha Gupta	12,225	63,291,000	0.02	0	0		12,225	68,263,972	0.02	0.00				0.00%	
	Akash Gupta	330,768	63,291,000	0.52	0	0		330,768	68,263,972	0.48	0.00				-0.04	
	Vikas Gupta	311,520	63,291,000	0.49	0	0		311,520	68,263,972	0.46	0.00				-0.04	
	Ms. Shilpi Gupta	301,822	63,291,000	0.48	0	0		301,822	68,263,972	0.44	0.00				-0.03	
	R.P. Gupta (HUF)	2,085	63,291,000	0.00	0	0		2,085	68,263,972	0.00	0.00				0.00%	
	Banwarilal Gupta	475,000	63,291,000	0.75	0	0		475,000	68,263,972	0.70	0.00				-0.05	
	Mr. Ramesh Kumar Gupta	350,100	63,291,000	0.55	0	0		350,100	68,263,972	0.51	0.00				-0.04	
	Mr. Sanjay Agarwal	175,380	63,291,000	0.28	0	0		175,380	68,263,972	0.26	0.00				-0.02	
	Mrs. Bimla Devi Agarwal	330,000	63,291,000	0.52	0	0		330,000	68,263,972	0.48	0.00				-0.04	
	Ms. Sweta Agarwal	1,260,000	63,291,000	1.99	0	0		1,260,000	68,263,972	1.85	0.00				-0.15	
	Mrs. Geeta Rani Das	250,000	63,291,000	0.40	0	0		250,000	68,263,972	0.37	0.00				-0.03	
	Preeti A Gupta	365,000	63,291,000	0.58	0	0		365,000	68,263,972	0.53	0.00				-0.04	
	Ms Anubha Gupta	0	63,291,000	0.00	0	0		0	68,263,972	0.00	0.00				0.00%	
	Saraswat Agarwal	175,000	63,291,000	0.28	0	0		175,000	68,263,972	0.26	0.00				-0.02	
	Savita Gupta	550,000	63,291,000	0.87	0	0		550,000	68,263,972	0.81	0.00				-0.06	
	Deepak Agarwal	150,000	63,291,000	0.24	0	0		150,000	68,263,972	0.22	0.00				-0.02	
		5,706,504	63,291,000	9.02	0	0		5,706,504	68,263,972	8.36	0.00	5,712,504	8.37	7.29	-0.66	
31-Oct-06	Ms. Shilpi Gupta	301,822	68,263,972	0.44	15,500	0	Shares purchased	317,322	68,263,972	0.46	0.02	5,728,004	8.39	0.02	0.02	Disclosure made to Co/SE
		301,822	68,263,972	0.44	15,500	0		317,322	68,263,972	0.46	0.02	5,728,004	8.39	0.02	0.02	
1-Nov-06	Ms. Shilpi Gupta	317,322	68,263,972	0.46	100,000	5,000	Shares purchased & sold	412,322	68,263,972	0.60	0.14	5,823,004	8.53	0.14	0.14	Disclosure made to Co/SE
		317,322	68,263,972	0.46	100,000	5,000		412,322	68,263,972	0.60	0.14	5,823,004	8.53	0.14	0.14	
2-Nov-06	Ms. Shilpi Gupta	412,322	68,263,972	0.60	38,300	0	Shares purchased	450,622	68,263,972	0.66	0.06	5,918,004	8.67	0.14	0.06	Disclosure made to Co/SE
	R P Gupta	667,604	68,263,972	0.98	11,000	0		678,604	68,263,972	0.99	0.02				0.02	
	Ms Anubha Gupta	0	68,263,972	0.00	45,700	0		45,700	68,263,972	0.07	0.07				0.07	
		1,079,926	68,263,972	1.58	95,000	0		1,174,926	68,263,972	1.72	0.14	5,918,004	8.67	0.14	0.14	

Date	Name	Opening Balance - Individual	Opening Capital No. of Shares	Opening % holding – individual (%)	No of shares acquired	No of shares sold	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchages/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Closing Balance - Individual	Closing Capital	Closing % holding - individual (%)	Increase / Decrease in % holding - individual (+/-%)	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in % holding - promoter group (%)	Increase / Decrease in percentage holding - individual (%)	Status of Compliance
3-Nov-06	R P Gupta	678,604	68,263,972	0.99	36,500	0	Shares purchased	715,104	68,263,972	1.05	0.05	5,954,504	8.72	0.05	0.05	Disclosure made to Co/SE
		678,604	68,263,972	0.99	36,500	0		715,104	68,263,972	1.05	0.05	5,954,504	8.72	0.05	0.05	
7-Nov-06	Akash Gupta	330,768	68,263,972	0.48	36,000	0	Shares purchased	366,768	68,263,972	0.54	0.05	6,031,004	8.83	0.11	0.05	Disclosure made to Co/SE
	Ms. Shilpi Gupta	450,622	68,263,972	0.66	40,500	0		491,122	68,263,972	0.72	0.06				0.06	
		781,390	68,263,972	1.14	76,500	0		857,890	68,263,972	1.26	0.11	6,031,004	8.83	0.11	0.11	
9-Nov-06	Ms. Shilpi Gupta	491,122	68,263,972	0.72	40,000	0	Shares purchased	531,122	68,263,972	0.78	0.06	6,130,954	8.98	0.15	0.06	Disclosure made to Co/SE
	R P Gupta	715,104	68,263,972	1.05	42,450	0		757,554	68,263,972	1.11	0.06				0.06	
	Ms Anubha Gupta	45,700	68,263,972	0.07	17,500	0		63,200	68,263,972	0.09	0.03				0.03	
		1,251,926	68,263,972	1.83	99,950	0		1,351,876	68,263,973	1.98	0.15	6,130,954	8.98	0.15	0.15	
13-Nov-06	Ms. Shilpi Gupta	531,122	68,263,972	0.78	39,812	0	Shares purchased	570,934	68,263,972	0.84	0.06	6,170,766	9.04	0.06	0.06	Disclosure made to Co/SE
		531,122	68,263,972	0.78	39,812	0		570,934	68,263,972	0.84	0.06	6,170,766	9.04	0.06	0.06	
13-Nov-06 **First Trigger date**	Ms. Shilpi Gupta	570,934	68,263,972	0.84	1,500,000	0	Conversion of warrants into shares 15,000,000 shares Promoter Group - 115,00,000 Others - 35,00,000	2,070,934	83,263,972	2.49	1.80	17,670,766	21.22	12.18	1.65	This offer is to enable compliances.
	R P Gupta	757,554	68,263,972	1.11	2,000,000	0		2,757,554	83,263,972	3.31	2.40				2.20	
	Akash Gupta	366,768	68,263,972	0.54	2,500,000	0		2,866,768	83,263,972	3.44	3.00				2.91	
	Vikas Gupta	311,520	68,263,972	0.46	2,500,000	0		2,811,520	83,263,972	3.38	3.00				2.92	
	R.P. Gupta (HUF)	2,085	68,263,972	0.00	1,500,000	0		1,502,085	83,263,972	1.80	1.80				1.80	
	Banwarilal Gupta	475,000	68,263,972	0.70	0	0		475,000	83,263,972	0.57	0.00				-0.13	
	Mr. Ramesh Kumar Gupta	350,100	68,263,972	0.51	0	0		350,100	83,263,972	0.42	0.00				-0.09	
	Mr. Sanjay Agarwal	175,380	68,263,972	0.26	0	0		175,380	83,263,972	0.21	0.00				-0.05	
	Mrs. Bimla Devi Agarwal	330,000	68,263,972	0.48	0	0		330,000	83,263,972	0.40	0.00				-0.09	
	Ms. Sweta Agarwal	1,260,000	68,263,972	1.85	0	0		1,260,000	83,263,972	1.51	0.00				-0.33	
	Mrs. Geeta Rani Das	250,000	68,263,972	0.37	0	0		250,000	83,263,972	0.30	0.00				-0.07	
	Ms Anubha Gupta	63,200	68,263,972	0.09	0	0		63,200	83,263,972	0.08	0.00				-0.02	
	Saraswat Agarwal	175,000	68,263,973	0.26	0	0		175,000	83,263,972	0.21	0.00				-0.05	
	Savita Gupta	550,000	68,263,972	0.81	0	0		550,000	83,263,972	0.66	0.00				-0.15	
	Deepak Agarwal	150,000	68,263,972	0.22	0	0		150,000	83,263,972	0.18	0.00				-0.04	
	Preeti A Gupta	365,000	68,263,972	0.53	1,500,000	0		1,865,000	83,263,972	2.24	1.80				1.71	
		6,152,541	68,263,972	9.01	11,500,000	0		17,652,541	83,263,972	21.20	13.81	17,670,766	21.22	12.18	12.19	
15-Nov-06	R P Gupta	2,757,554	83,263,972	3.31	41,000	0	Shares purchased	2,798,554	83,263,972	3.36	0.05	17,751,766	21.32	0.10	0.05	Disclosure made to Co/SE
15-Nov-06	Ms Anubha Gupta	63,200	83,263,972	0.08	40,000	0	Shares purchased	103,200	83,263,972	0.12	0.05%				0.05	
		2,820,754	83,263,972	3.39	81,000	0		2,901,754	83,263,972	3.49	0.10	17,751,766	21.32	0.10	0.10	
16-Nov-06	R P Gupta	2,798,554	83,263,972	3.36	27,000	0	Shares purchased	2,825,554	83,263,972	3.39	0.03	17,834,766	21.42	0.10	0.03	Disclosure made to Co/SE
16-Nov-06	Ms Anubha Gupta	103,200	83,263,972	0.12	56,000	0	Shares purchased	159,200	83,263,972	0.19	0.07				0.07	
		2,901,754	83,263,972	3.49	83,000	0		2,984,754	83,263,972	3.58	0.10	17,834,766	21.42	0.10	0.10	

Date	Name	Opening Balance - Individual	Opening Capital No. of Shares	Opening % holding – individual (%)	No of shares acquired	No of shares sold	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchages/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Closing Balance - Individual	Closing Capital	Closing % holding - individual (%)	Increase / Decrease in % holding - individual (+/- %)	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in % holding - promoter group (%)	Increase / Decrease in percentage holding - individual (%)	Status of Compliance
3-Apr-07	R P Gupta	2,825,554	83,263,972	3.39	0	0	Preferential allotment of Warrants Converted into Shares 220 lac shares of Rs. 2 each Bodies Corporate-1,30,00,000 Other - 90,00,000	2,825,554	105,263,972	2.68	0.00	17,828,766	16.94	-4.48	-0.71	Complied
	Sudha Gupta	12,225	83,263,972	0.01	0	0		12,225	105,263,972	0.01	0.00				0.00	
	Akash Gupta	2,866,768	83,263,972	3.44	0	0		2,866,768	105,263,972	2.72	0.00				-0.72	
	Vikas Gupta	2,811,520	83,263,972	3.38	0	0		2,811,520	105,263,972	2.67	0.00				-0.71	
	Ms. Shilpi Gupta	2,070,934	83,263,973	2.49	0	0		2,070,934	105,263,972	1.97	0.00				-0.52	
	R.P. Gupta (HUF)	1,502,085	83,263,972	1.80	0	0		1,502,085	105,263,972	1.43	0.00				-0.38	
	Banwarilal Gupta	475,000	83,263,972	0.57	0	0		475,000	105,263,972	0.45	0.00				-0.12	
	Mr. Ramesh Kumar Gupta	350,100	83,263,972	0.42	0	0		350,100	105,263,972	0.33	0.00				-0.09	
	Mr. Sanjay Agarwal	175,380	83,263,972	0.21	0	0		175,380	105,263,972	0.17	0.00				-0.04	
	Mrs. Bimla Devi Agarwal	330,000	83,263,972	0.40	0	0		330,000	105,263,972	0.31	0.00				-0.08	
	Ms. Sweta Agarwal	1,260,000	83,263,972	1.51	0	0		1,260,000	105,263,972	1.20	0.00				-0.32	
	Mrs. Geeta Rani Das	250,000	83,263,972	0.30	0	0		250,000	105,263,972	0.24	0.00				-0.06	
	Preeti A Gupta	1,865,000	83,263,972	2.24	0	0		1,865,000	105,263,972	1.77	0.00				-0.47	
	Ms Anubha Gupta	159,200	83,263,972	0.19	0	0		159,200	105,263,972	0.15	0.00				-0.04	
	Saraswat Agarwal	175,000	83,263,972	0.21	0	0		175,000	105,263,972	0.17	0.00				-0.04	
	Savita Gupta	550,000	83,263,972	0.66	0	0		550,000	105,263,972	0.52	0.00				-0.14	
	Deepak Agarwal	150,000	83,263,972	0.18	0	0		150,000	105,263,972	0.14	0.00				-0.04	
		17,828,766	83,263,972	21.41	0	0		17,828,766	105,263,972	16.94	0.00	17,828,766	16.94	-4.48	-4.48	
18-Jun-07	R P Gupta	2,825,554	105,263,972	2.68	0	0	Allottment of 145 lacs equity shares to ACC & 95 lacs to others from Promoter group	2,825,554	129,263,972	2.19	0.00	27,328,766	21.14	4.20	-0.50	Complied
	Sudha Gupta	12,225	105,263,972	0.01	0	0		12,225	129,263,972	0.01	0.00				0.00	
	Akash Gupta	2,866,768	105,263,972	2.72	0	0		2,866,768	129,263,972	2.22	0.00				-0.51	
	Vikas Gupta	2,811,520	105,263,972	2.67	0	0		2,811,520	129,263,972	2.18	0.00				-0.50	
	Ms. Shilpi Gupta	2,070,934	105,263,972	1.97	0	0		2,070,934	129,263,972	1.60	0.00				-0.37	
	R.P. Gupta (HUF)	1,502,085	105,263,972	1.43	0	0		1,502,085	129,263,972	1.16	0.00				-0.26	
	Banwarilal Gupta	475,000	105,263,972	0.45	0	0		475,000	129,263,972	0.37	0.00				-0.08	
	Mr. Ramesh Kumar Gupta	350,100	105,263,972	0.33	0	0		350,100	129,263,972	0.27	0.00				-0.06	
	Mr. Sanjay Agarwal	175,380	105,263,972	0.17	0	0		175,380	129,263,972	0.14	0.00				-0.03	
	Mrs. Bimla Devi Agarwal	330,000	105,263,972	0.31	0	0		330,000	129,263,972	0.26	0.00				-0.06	
	Ms. Sweta Agarwal	1,260,000	105,263,972	1.20	0	0		1,260,000	129,263,972	0.97	0.00				-0.22	
	Mrs. Geeta Rani Das	250,000	105,263,972	0.24	0	0		250,000	129,263,972	0.19	0.00				-0.04	
	Preeti A Gupta	1,865,000	105,263,972	1.77	0	0		1,865,000	129,263,972	1.44	0.00				-0.33	
	Ms Anubha Gupta	159,200	105,263,972	0.15	6,000,000	0		6,159,200	129,263,972	4.76	4.64				4.61	
	Saraswat Agarwal	175,000	105,263,972	0.17	0	0		175,000	129,263,972	0.14	0.00				-0.03	
	Savita Gupta	550,000	105,263,972	0.52	0	0		550,000	129,263,972	0.43	0.00				-0.10	
	Deepak Agarwal	150,000	105,263,972	0.14	0	0		150,000	129,263,972	0.12	0.00				-0.03	
	Jatin N Bhoir	0	105,263,972	0.00	3,500,000	0		3,500,000	129,263,972	2.71	2.71				2.71	
		17,828,766	105,263,972	16.94	9,500,000	0		27,328,766	129,263,972	21.14	7.35	27,328,766	21.14	4.20	4.20	

Date	Name	Opening Balance - Individual	Opening Capital No. of Shares	Opening % holding – individual (%)	No of shares acquired	No of shares sold	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchages/Preferential Allotment/Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	Closing Balance - Individual	Closing Capital	Closing % holding - individual (%)	Increase / Decrease in % holding - individual (+/-%)	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in % holding - promoter group (%)	Increase / Decrease in percentage holding - individual (%)	Status of Compliance
8-Aug-07	R P Gupta	2,825,554	129,263,972	2.19	0	0	Preferential Allotment to IFCI 10 lac shares of Rs. 2 each	2,825,554	130,263,972	2.17	0.00	27,328,766	20.98	-0.16	-0.02	Complied
	Sudha Gupta	12,225	129,263,972	0.01	0	0		12,225	130,263,972	0.01	0.00				0.00	
	Akash Gupta	2,866,768	129,263,972	2.22	0	0		2,866,768	130,263,972	2.20	0.00				-0.02	
	Vikas Gupta	2,811,520	129,263,972	2.18	0	0		2,811,520	130,263,972	2.16	0.00				-0.02	
	Ms. Shilpi Gupta	2,070,934	129,263,972	1.60	0	0		2,070,934	130,263,972	1.59	0.00				-0.01	
	R.P. Gupta (HUF)	1,502,085	129,263,972	1.16	0	0		1,502,085	130,263,972	1.15	0.00				-0.01	
	Banwarilal Gupta	475,000	129,263,972	0.37	0	0		475,000	130,263,972	0.36	0.00				0.00	
	Mr. Ramesh Kumar Gupta	350,100	129,263,972	0.27	0	0		350,100	130,263,972	0.27	0.00				0.00	
	Mr. Sanjay Agarwal	175,380	129,263,972	0.14	0	0		175,380	130,263,972	0.13	0.00				0.00	
	Mrs. Bimla Devi Agarwal	330,000	129,263,972	0.26	0	0		330,000	130,263,972	0.25	0.00				0.00	
	Ms. Sweta Agarwal	1,260,000	129,263,972	0.97	0	0		1,260,000	130,263,972	0.97	0.00				-0.01	
	Mrs. Geeta Rani Das	250,000	129,263,972	0.19	0	0		250,000	130,263,972	0.19	0.00				0.00	
	Preeti A Gupta	1,865,000	129,263,972	1.44	0	0		1,865,000	130,263,972	1.43	0.00				-0.01	
	Ms Anubha Gupta	6,159,200	129,263,972	4.76	0	0		6,159,200	130,263,972	4.73	0.00				-0.04	
	Saraswat Agarwal	175,000	129,263,972	0.14	0	0		175,000	130,263,972	0.13	0.00				0.00	
	Savita Gupta	550,000	129,263,972	0.43	0	0		550,000	130,263,972	0.42	0.00				0.00	
	Deepak Agarwal	150,000	129,263,972	0.12	0	0		150,000	130,263,972	0.12	0.00				0.00	
	Jatin N Bhoir	3,500,000	129,263,972	2.71	0	0		3,500,000	130,263,972	2.69	0.00				-0.02	
		27,328,766	129,263,972	21.14	0	0		27,328,766	130,263,972	20.98	0.00	27,328,766	20.98	-0.16	-0.16	
24-Sep-07 **Second Trigger date**	R P Gupta	2,825,554	130,263,972	2.17	0	0	Allottment of 50 lacs equity shares to ACC & 110 lacs to others from Promoter group	2,825,554	146,263,972	1.93	0.00	38,328,766	26.21	5.23	-0.24	This offer is to enable compliances.
	Sudha Gupta	12,225	130,263,972	0.01	0	0		12,225	146,263,972	0.01	0.00				0.00	
	Akash Gupta	2,866,768	130,263,972	2.20	0	0		2,866,768	146,263,972	1.96	0.00				-0.24	
	Vikas Gupta	2,811,520	130,263,972	2.16	0	0		2,811,520	146,263,972	1.92	0.00				-0.24	
	Ms. Shilpi Gupta	2,070,934	130,263,972	1.59	0	0		2,070,934	146,263,972	1.42	0.00				-0.17	
	R.P. Gupta (HUF)	1,502,085	130,263,972	1.15	0	0		1,502,085	146,263,972	1.03	0.00				-0.13	
	Banwarilal Gupta	475,000	130,263,972	0.36	0	0		475,000	146,263,972	0.32	0.00				-0.04	
	Mr. Ramesh Kumar Gupta	350,100	130,263,972	0.27	0	0		350,100	146,263,972	0.24	0.00				-0.03	
	Mr. Sanjay Agarwal	175,380	130,263,972	0.13	0	0		175,380	146,263,972	0.12	0.00				-0.01	
	Mrs. Bimla Devi Agarwal	330,000	130,263,972	0.25	0	0		330,000	146,263,972	0.23	0.00				-0.03	
	Ms. Sweta Agarwal	1,260,000	130,263,972	0.97	0	0		1,260,000	146,263,972	0.86	0.00				-0.11	
	Mrs. Geeta Rani Das	250,000	130,263,972	0.19	0	0		250,000	146,263,972	0.17	0.00				-0.02	
	Mr. Amit Gupta	0	130,263,972	0.00	3,500,000	0		3,500,000	146,263,972	2.39	2.39				2.39	
	Preeti A Gupta	1,865,000	130,263,972	1.43	0	0		1,865,000	146,263,972	1.28	0.00				-0.16	
	Ms Anubha Gupta	6,159,200	130,263,972	4.73	0	0		6,159,200	146,263,972	4.21	0.00				-0.52	
	Saraswat Agarwal	175,000	130,263,972	0.13	0	0		175,000	146,263,972	0.12	0.00				-0.01	
	Savita Gupta	550,000	130,263,972	0.42	0	0		550,000	146,263,972	0.38	0.00				-0.05	
	Deepak Agarwal	150,000	130,263,972	0.12	0	0		150,000	146,263,972	0.10	0.00				-0.01	
	Jatin N Bhoir	3,500,000	130,263,972	2.69	0	0		3,500,000	146,263,972	2.39	0.00				-0.29	
	Santosh Gupta	0	130,263,972	0.00	1,000,000	0		1,000,000	146,263,972	0.68	0.68				0.68	
	Usha Gupta	0	130,263,972	0.00	3,000,000	0		3,000,000	146,263,972	2.05	2.05				2.05	
	Anup Gupta	0	130,263,972	0.00	3,500,000	0		3,500,000	146,263,972	2.39	2.39				2.39	
		27,328,766	130,263,972	20.98	11,000,000	0		38,328,766	146,263,972	26.21	7.52	38,328,766	26.21	5.23	5.23	

As described in para 2.1.9 above, there have been violations of Regulation 10 and Regulation 11(1) of the Regulations by Acquirers Group A and Acquirers Group B. Consequent to these violations, appropriate action may be initiates by SEBI.

5.20 SEBI has by its letter dated 11th August, 2006 informed SCL that SEBI is investigating the dealings in the shares of the company during the period 1st November, 2004 to 31st December, 2004 and hence had sought details and information. SCL has vide its letter dated 30th August, 2006 replied to the above said letter of SEBI furnishing therewith the information and details as required. Subsequently, SEBI has sought additional information and details from time to time to which SCL has submitted replies from time to time. In this matter, SCL and one Acquirer of Group A, Mr. R.P. Gupta have been served a notice dated 31st July, 2008 while another Acquirer of Group A, Mr. Vikas Gupta has been served a notice dated 1st August 2008, issued by an Enquiry and Adjudicating officer of SEBI. In terms of the notice, SCL and each of the 2 Acquirers have been asked to show cause why an enquiry should not be held against them individually in terms of Rule 4 of SEBI (Procedure for holding enquiry and imposing penalties by Adjudicating officer) Rules, 1995 and why penalty should not be imposed upon them u/s 15 HA of the SEBI Act, 1992.

5.21 The total number of equity shares issued by SCL as on the date of this Letter of Offer are 14,87,63,972 of Rs. 2 each of which 14,62,63,972 equity shares of Rs. 2 each are listed while 25,00,000 equity shares of Rs. 2 each are yet to be listed. SCL had filed the listing application with BSE on 30th May, 2008 and with CSE on 29th May, 2008 for the equity shares allotted to Mr. Santosh Gupta on 30th April, 2008. Listing approval of BSE and CSE for these 25 lacs shares is awaited.

5.22 BSE has vide its letter dated 20th December, 2006 (received on 28th February, 2007) sought confirmation for compliance of the provisions of Regulation 10 of the Regulations by the allottees of 1,15,00,000 shares before listing of these shares. Pursuant to such a letter, the Acquirers - Group A have taken steps to comply with the provisions of Regulation 10 of the Regulations, leading to this Open Offer and have also given an undertaking to BSE to comply with the provisions of Regulation 10 of the Regulations. The stock exchanges have not taken any punitive action against the company.

5.23 The Company has duly complied with the various requirements of Clause 49 of the Listing Agreement regarding Corporate Governance, as also has complied with the listing requirements whereby none of the stock exchanges has taken any penal action.

5.24 The status of the Company's compliance with the provisions of Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto is that the Company's shares first got listed on any Stock Exchange (CSE) on 11th July, 1998 and hence it was not required to comply with provisions of Regulation 6. The company was required to comply with provisions of Regulation 8(3) from the year ended 31st March, 1999 onwards. There were delays in complying with the requirements of Regulation 8(3) for the years ended 31st March, 1999 (3058 days), 2000 (2693 days), 2001 (2324 days), 2002 (1959 days), 2003 (1594 days), 2004 (1229 days), 2005 (863 days), 2006 (498 days) and 2007 (133 days). Also, there were delays in complying with the requirements of Regulation 7(3) in May 2004 by 1196 days, in November 2006 by 291 days, 290 days and 286 days and in July 2007 by 70 days. SEBI may initiate appropriate action against the company for delay in complying with the requirements of the Regulations as described above.

5.25 As on the date of the Public Announcement the trading of Equity shares of the Target Company has not been suspended either on BSE or CSE.

5.26 Details regarding pending litigations against SCL as per Company's letter dated 24th September, 2007 are mentioned below.

CIVIL CASES (ELECTRICITY)

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought in (Rs.in Lakh)
Western Electricity Supply Company Ltd.(WESCO)raised penal bill alleging theft of power and tampering of Meter at SCL's Unit-I plant which was challenged by the company in the Court of Civil Judge (Sr. Divn.), Rourkela vide case no 122 of 2002. The case was dismissed. Hence SCL preferred Appeal.	In the Court of ADJ, Rourkela	Vide Appeal Case No. 27 of 2004 SCL vs WESCO	WESCO	The judgement passed by Civil Judge Sr. Div. is set aside and reversed. The suit is and be decreed in favour of the company.	43.42

SALES TAX CASES UNDER ORISSA SALES TAX ACT

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
The CTO, Rourkela has denied the incentive under IPR 89 on the production of expanded unit of SCL's Unit-I and accordingly denied the sales tax exemption on the sale of expanded unit for the period 1995-96. The Company preferred appeal and simultaneously filed a petition before the High Court Orissa for stay on the assessed amount	High Court, Orissa., Cuttack	M.C No. 3531/97 arising out of O.J.C No. 4301 of 1997.	Commercial Tax Officer ("CTO"), Rourkela	Full stay granted. Pending for hearing.	47.25
Period 1997-98, The CTO, Rourkela denied Sales Tax exemption in declaration from IE on the ground that as per the Finance Dptt. Circular, the Company is not entitled to get exemption on purchases against Unit-I. Further the CTO denied the exemption on sales on production of expanded unit over and above the installed capacity on the ground that no tax exemption shall be allowed up to the sale of oirginal capacity .i.e. 13500 MT. Prefered appeal before the ACCT, Rourkela.	Asst. Commissioner of Commercial Taxes ("ACCT") Sundargarh. Range, Rourkela.	Case No. AA261(RL-II 99-00.	CTO,Rourkela	Rs.60000/-was paid against the stay order. The case was set aside vide order dtd. 31/3/01 and remanded back to CTO, Rourkela for reassessement. Pending for re-assess-ment.	4.19
Period 1996-97The CTO, Rourkela had raised an additional amount of Rs. 3,69,052.00 on the ground of 3 fraud reports reported Sales tax Intelligence unit and denied purchase of breeze coke on the basis of form IE. Appeal was filed.	ACCT, Sundargarh Range Rourkela	Case No. AA 271(RL-II)98-99.	CTO,Rajgangpur	An amount of Rs. 150000/- was paid against the stay order. Set aside and remanded back to CTO vide order dtd. 30/3/01 for reassessment. Pending for reassessment.	3.69
Period 1991-92 to 1993-94The Assessing Unit of Rajgangpur has assessed the amount and demanded the said amount to SCL who has taken over the unit by the virtue of BIFR order.. As per the BIFR sanctioned scheme the OST dues was determined at Rs. 1.52 lacs and the same is not acceptable to CTO, Rajgangpur since the amount was not quantified in the BIFR order. Hence preferred appeal.	ACCT, Sundargarh Range Rourkela	Case No. AA-124,125 & 126 (RL-II)03-04.	CTO, Rajgangpur	Paid Rs. 245000.00 against stay order. The assessement was set aside and remanded to CTO, Rourkela for reassessement. Hearing is under progress.	1.52

The Sales Tax Tribunal had passed an order to pay Rs. 9.98 lacs under Section 9(B)(3) for the year 1994-95 and 1995-96 & the penalty for the year 92-93 & 93-94 was set side. Company filed a petition before the Hon'ble High Court against the Sales tax Tribunal, Orissa	Hon'ble High court of Orissa, Cuttack	58/2006 and 60/2006	Sales Tax Tribunal, Cuttack	1. Interim stay order was passed on payment of Rs.3.75 lakhs against 94-95 & 95-96 refund claim shall be filed. 2. Rs. 60000 paid against 92-93 & 93-94 for the years set aside	9.98
The CTO imposed penalty due to non submission of returns for the month of May 03 within the due date.	ACCT,Sng. Range,Rourkela	Memo No. 4256 dtd. 31/8/05	CTO, Rourkela	Hearing completed, pending for order	0.01
The CTO imposed penalty due to non submission of returns for the month of June 03 within the due date.	ACCT,Sng. Range,Rourkela	Memo No. 4259 dtd. 31/8/05	CTO, Rourkela	Hearing completed, pending for order	0.44
The CTO imposed penalty due to non submission of returns for the month of Aug 03 within the due date.	ACCT,Sng. Range,Rourkela	Memo No. 4252 dtd. 31/8/05	CTO, Rourkela	Hearing completed, pending for order	0.42
The CTO imposed penalty due to non submission of returns for the month of Sep 03 within the due date.	ACCT,Sng. Range,Rourkela	Memo No. 4253 dtd. 31/8/05	CTO, Rourkela	Hearing completed, pending for order	0.20
The CTO imposed penalty due to non submission of returns for the month of Oct 03 within the due date.	ACCT,Sng. Range,Rourkela	Memo No. 4251 dtd. 31/8/05	CTO, Rourkela	Hearing completed, pending for order	0.30
The CTO imposed penalty due to non submission of returns for the month of Nov 03 within the due date .	ACCT,Sng. Range,Rourkela	Memo No. 4254 dtd. 31/8/05	CTO, Rourkela	Hearing completed, pending for order	0.18
The CTO imposed penalty due to non submission of returns for the month of Dec 03 within the due date.	ACCT,Sng. Range,Rourkela	Memo No. 4255 dtd. 31/8/05	CTO, Rourkela	Hearing completed, pending for order	0.25
The CTO imposed penalty due to non submission of returns for the month of Mar 04 within the due date.	ACCT,Sng. Range,Rourkela	Memo No. 4257 dtd. 31/8/05	CTO, Rourkela	Hearing completed, pending for order	0.37
The CTO imposed penalty due to non submission of returns for the month of Apr 04 within the due date.	ACCT,Sng. Range,Rourkela	Memo No. 4258 dtd. 31/8/05	CTO, Rourkela	Hearing completed, pending for order	0.73
For the period 2002-03, CTO assessed an amount of Rs. 606566/-. The company preferred before ACCT, Sundergarh Range, Rourkela. Granted partial stay on payment of Rs. 2,00,000/- by 30/3/06.	ACCT,Sng. Range,Rourkela	Appeal No AA173(RL-II) 2005-06	CTO,Rourkela	Applied for revision petition since the company could not pay the said amount. Pending for hearing.	6.06
For the period 2003-04, CTO assessed an amount of Rs. 57,84,059/-. The company preferred before ACCT, SNG Range, ROURKELA. He reduced the amount to 20 lakhs Again the company appealed before the Commissioner, Sales tax who revised the amount to 15 lakhs. SCL preferred appeal before Orissa High court, Cuttack who granted full stay on payment of 1250000/-	Orissa High court, Cuttack	Case no.3213/ 2007	Commissioner Sales Tax, Cuttack	Paid Rs.1250000/- and got full stay. Pending for hearing	15.00

SALES TAX UNDER CST ACT

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
Period 1995-96, The CTO, Rourkela has denied the incentive under IPR 89 on the production of expanded unit of Unit-I and accordingly denied the sales tax exemption on the sale of expanded unit. The company preferred appeal and simultaneously filed a petition before the High Court Orissa for stay on the assessed amount	High Court, Orissa	M.C No. 3532/97 arising out of O.J.C No. 4302 of 1997 before the High Court Orissa	CTO,Rourkela	Full stay granted. To be heard.	8.69
For the period 2002-03 CTO assessed an amount of Rs. 473251/- The company preferred appeal before ACCT, SNG range,Rourkela.Granted partial stay on payment of Rs. 150000/-.	ACCT, Sundargarh Range Rourkela	Appeal No. AA87(RL-II-C)2005-06	CTO,Rourkela	Paid Rs. 1,50,000/- vide PO No. 200217 dtd. 30/3/06. Pending for hearing.	4.73
For the period 2003-04 CTO assessed an amount of Rs. 360543/- The company preferred appeal before ACCT, SNG range,Rourkela. Granted partial stay on payment of Rs. 100000/-.	ACCT, Sundargarh Range Rourkela	115 (2) dtd.11/2/07	CTO,Rourkela	Paid Rs. 100,000/- vide PO No. Pending for hearing.	3.61

CRIMINAL CASES

CASES UNDER NEGOTIABLE INSTRUMENT ACT UNDER SEC. 138 FILED BY THE COMPANY

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
Bouncing of cheque bearing No. 639395 dtd. 19/2/03 of Fedral Bank, Cuttack	SDJM,Rourkela	82/03	Prasant Ku Sahoo of Sakantula Traders,Cuttack	Summon issued	0.55
Bouncing of cheque bearing No. 238789 dtd. 03/2/03 of IOB, Nayagarh	SDJM,Rourkela	83/03	Schidananda Mohanty of Milan Marbles,Puri	Appeared, Objection filed by the defendant.	0.27
Bouncing of cheque bearing No. 494445 dtd. 05/2/03 of IOB , Kuruda	SDJM,Rourkela	84/03	Saubhagya Padhi,of Padhi Cement Agency, Balasore	Appeared, Objection filed by the defendant.	0.65
Bouncing of cheque	SDJM,Rourkela	86/03	Ajay Ku. Rath, of A K Agency, Puri	Summon issued	1.11
Bouncing of cheque bearing No.921369 dtd. 22/2/03 of SBI, Sundargarh	SDJM,Rourkela	87/03	Indrajit Banchoor, Rajgangpur	Summon issued	0.15
Bouncing of cheque bearing No.921369 dtd. 22/2/03 of SBI, Sundargarh	SDJM,Rourkela	88/03	M M Dora of Vinayak Trading Co., BBSR	Summon Issued	0.23

Bouncing of cheque bearing No.011885 dtd. 7/9/02 of BOI, Sahid Nagar,BBSR	SDJM,Rourkela	99/03	99/03 vs Ramnath Patro of M/s RK Construction. BBSR	Summon issued	0.15
Bouncing of cheque bearing No.090714 dtd. 28/2/03 of UBI, ,BBSR	SDJM,Rourkela	109/03	P C Mangaraj of M/s Jagannth Enterprise. BBSR	Warrant issued	0.08
Bouncing of cheque bearing No.090709 dtd. 17/2/03 of UBI, ,BBSR	SDJM,Rourkela	110/03	P C Mangaraj of M/s Jagannth Enterprise. BBSR	Warrant issued	0.09
Bouncing of cheque bearing No.090715 dtd. 30/3/03 of UBI, ,BBSR	SDJM,Rourkela	155/03	P C Mangaraj of M/s Jagannth Enterprise. BBSR	Warrant issued	0.08
Bouncing of cheque bearing No. 117493 dtd. 31/1/03 of PNB, ,Gopinathpur, Puri.	SDJM,Rourkela	153/03	Madhusudan Senapati of M/s. Senapati Agency, Puri	Summon issued	0.10
Bouncing of cheque bearing No 680947 dtd. 06/8/02 of Allahabad Bank, BBSR.	SDJM,Rourkela	148/02	Bijay Gupta of M/s Bijay Suppliers BBSR	Summon issued	0.24
Bouncing of cheque bearing No.196147 dtd. 29/1/03 of UBI, Cuttack	SDJM,Rourkela	112/03	Tamas Ranjan Pradhan of M/sSubhajita Traders,Jajpur Enterprise, BBSR	Warrant issued	0.12
Bouncing of cheque bearing No.593042 dtd. 10/2/03 of PNB, ,Keonjhar	SDJM,Rourkela	114/03	Shib Sankar Sahoo of M/s. Shib Sankar Sahoo,Keonjhar	Warrant issued	0.13
Bouncing of cheque bearing No.044471 dtd. 10/2/03 of IOB, ,Cuttack	SDJM,Rourkela	115/03	B.B.S Samanta of M/s Sarala Traders, Cuttack	Summon issued	0.14
Bouncing of cheque bearing No.679969 dtd. 25/10/02 of SBI, ,Dhenekal	SDJM,Rourkela	19/03	AshishKu Mishra of M/sAshish & Ashish,Dhenkanal	Summon issued	0.40
Bouncing of cheque bearing No 056257 dtd. 28/1/03 of CBI, ,Bhadrak	SDJM,Rourkela	132/03	T K Mohapatra of M/sMohapatra Distributors,Bhadrak	Pending	0.31
Bouncing of cheque bearing No 787688 dtd. 20/2/03 of IOB, ,Puri	SDJM,Rourkela	162/03	R N Gochikar of M/s Gochikar Agencies, Puri	Summon issued	0.10
Bouncing of cheque bearing No 012606 dtd. 15/3/03 of BOI, ,BBSR	SDJM,Rourkela	134/03	B Ramnath Patro of M/s R K Construction, BBSR	Summon issued	0.10
Bouncing of cheque bearing No 012608 dtd. 31/3/03 of BOI, ,BBSR	SDJM,Rourkela	135/03	B Ramnath Patro of M/s R K Construction, BBSR	Summon issued	0.14
Bouncing of cheque bearing No 801191 dtd. 31/3/03 of Uco Bank ,BBSR	SDJM,Rourkela	154/03	Sarat Ku. Khuntia of Khuntia Traders, Angul	Warrant issued	0.33
Bouncing of cheque bearing No 782554 dtd. 14/5/02 of Uco Bank, Nayagarh	SDJM,Rourkela	161/03	Saroj Ku. Parida ofM/s.Saroj Ku.Parida, Nayagarh	Summon issued	0.08
Bouncing of cheque bearing No 488615 dtd. 15/2/02 of PNB, Bargarh	SDJM,Rourkela	82/02	Pramod Jain of M/s.Jain Udyog, Bargarh.	Warrant issued	3.00
Bouncing of cheque bearing No 876312 dtd. 6/8/02 of SBI, Joda	SDJM,Rourkela	146/02	Hemant Kar of M/s.Hemant Kar, Joda	Summon issued	0.20
Bouncing of cheque bearing No 2440712 dtd. 7/8/02 of Dena Bank, Balasore	SDJM,Rourkela	147/02	Sarat Chandra Rout of M/s. Rout Steel, Balasore	Summon issued	0.25
Bouncing of cheque bearing No 1686523 dtd. 22/7/02 of SBI, Simdega	SDJM,Rourkela	149/02	149/02 vs Ashok Ku. Jain of M/s.Monika Traders, Simdega	Pending for hearing	2.63

PROVIDENT FUND

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
The original dues assessed by the PF Office was Rs. 1194916.00. The company filed a petition before High Court, Orissa vide W.P(C) No. 10546/ 2003 to grant easy instalments. The High Court ordered to pay 400000/- immediately but due to financial crunch the company was unable to pay Rs. 4 lacs however, it paid Rs. 1 lakh and filed a revision petition vide Misc.Case No. 4462/ 2004 requesting to reconsider to grant the company easy instalment.	High Court, Orissa	4462/2004 for the period Jan 02 to Dec 02 (OR/4051)	Regional PF Office, Rourkela	Pending for hearing. In the mean time the company has already paid Rs. 10.89 lacs against the dues.	11.95
The original dues assessed by the PF Office was Rs. 915920.00. The company filed a petition before High Court, Orissa to grant easy instalemnts. The High Court granted the company interim stay and ordered for not taking any coersive action if Rs. 1 lakh is paid within a month. The company has paid Rs.1 lakh on 10-1-05. Again the High Court of Orissa granted interim stay till further order vide their order dtd. 14-2-05.	High Court, Orissa	Regional PF Office, Rourkela	13343/2004 for the period Jan 03 to May 04 (OR/4051)	Pending for hearing. The company has already paid Rs 5.56 lacs out of Rs.9.16 lakhs	9.16
The Regional P.F. Commissioner imposed interest and penal damage because of late payment of PF and other allied dues for the period		Order dated		Represented to RPFC for reassessment stating some discrepancy in calculation pending for revision.	14.76

EXCISE CIVIL CASES

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
For the period Jan 06 to Nov06 The Joint commissioner Central Excise & Customs, Bhubaneswar-II Commissionerate have issued a show cause notice to refund Service tax set-off availed on outward transportation of the company 's finished product. The company has given a suitable reply to the show cause.	Joint Commissioner (Service Tax), Central Excise & Customs, Bhubaneswar-II Commissionerate	CNoV(15)02/ S.Tax/Additional District Judge/ BBSR-II/2006 6170A dtd. 03/05/06	Excise Deptt, Rourkela	Personal hearing completed pending for order	9.61

CIVIL CASE RELATED TO COAL

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
Mahanadi Coal Fields Ltd. categorized SCL under non-core sector as they were drawing less than 5000 MT p.m. This was challenged before the Hon'ble High Court of Orissa. The Hon'ble High Court declared SCL as core-sector and directed MCL to supply coal as per rate of OCL & ACC. MCL filed SLP before Hon'ble Supreme Court of India challenging the order passed by Orissa High Court and sought interim relief for application of the said order.	Supreme Court of India, New Delhi	19933/06	Sri RP Gupta, MD Shiva Cement Ltd. RN Rath, Manager(Comml)	Pending for hearing.	N.A

WRIT PETITION AGAINST THE COMPANY

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
The company has supplied cement to Shiva Madhusudan Associates against L/C. Shiva has sent bill against L/C for Rs.7,28,230/- to realise. The party has filed a petition before the High Court, Calcutta requesting to refrain the Uco Bank to release the payment against L/C.	In the High court of Calcutta	14619(W) of 2004	Shiva Madhusudan Associates, UCO Bank	Counter petition has been filed and hearing is pending.	7.28

MONEY SUIT FILED IN FAVOUR OF THE COMPANY

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
A sum of Rs. 92110.00 was overdue and inspite of several reminders the party did not pay the amount. The Money Suit was filed by the Company to recover the same amount.	Civil Judge Sr. Division Rourkela	Money suit No. 6 of 2001	Sataynarayan Mohapatra, C/o Mohapatra Agency, Puri	Case decided in the company's favour on Ex-parte. Execution order pending.	0.92
A sum of Rs. 37935.62 was overdue and inspite of several reminders the party did not pay the amount. The Money Suit was filed by the Company to recover the same amount.	Civil Judge Sr. Division Rourkela	Money suit No.8 of 2001	D.K. Mishra, C/o Mishra Agency, Puri	Case decided in the company's favour on Ex-parte. Execution order pending.	0.38
A sum of Rs. 76353/- was due and the party did not pay the amount. The Money suit was filed by the company to recover the said amount.	Civil Judge, Rourkela	Money suit No…..of 2007	Dakeshwari Enterprises	To be heard	0.76

ENTRY TAX CASES FILED BY THE COMPANY

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
Period 2001-02. The CTO assessed the amount disallowing the set up on purchase of coal from unauthorized dealer and levied ET on limestone extracted from the company's captive mines and consumed in company's factory. Preferred appeal befoe the ACCT, Sng. Range, Rourkela. ACCT. confirmed the assessed amount and dismissed the appeal.	Orissa Sales tax Tribunal, Cuttack.	Case No. 183(E) 2004-05	CTO, Rourkela	Paid Rs. 210023/- against the stay order. Further the company paid Rs.50000/-. Hearing is pending.	4.20
Period 1999-2000 While assessing the CTO denied the set up on certain items.	ACCT, Sng. Range, Rourkela.	Memo No. 4801(2) dtd, 22/9/01	CTO,Rourkela	Paid Rs. 20000.00 against the stay order. Hearing pending.	0.58
CTO assessed an amount of Rs. 147813/-. The company preferred appeal before ACCT, Sng range, ROURKELA. Granted partial stay on payment of Rs. 40,000/- by 30/3/06.	ACCT, Sng. Range, Rourkela.	Appeal No. AA114(RL-II)ET of 2005-06.	CTO,Rourkela	Paid Rs. 40000/- vide PO No. 200216 dtd. 30/3/06. Pending for hearing.	1.48
For the period 2003-04 CTO assessed an amount of Rs.160185/-. The company preferred appeal before ACCT, SNG Range, Rourkela granted conditional stay on payment of Rs.50000/-	ACCT, Sng. Range, Rourkela.	116(2) dtd. 11/01/07	CTO, Rourkela	Paid Rs.50000/-. Granted conditional stay. Pending for hearing	1.60

CERTIFICATE CASE FILED BY ESI AGAINST THE COMPANY

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
The dues assessed by ESI for the said period was disputed by the company and the company appealed before the court of ADDITIONAL DISTRICT JUDGE, Rourkela. As per the records the company failed to appear on the stipulated date directed by the court. Hence the case was decided on Ex-parte . The company filed a revision petition to reopen the case before ADDITIONAL DISTRICT JUDGE, Rourkela.	Recovery Officer ESI, BBSR	Certificate case No. 448/97 dtd 23/2/06 for the period 4/93-3/94.	ESI,Rourkela	Pending for hearing.	0.77

CIVIL CASES

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
The company has applied for issuing the certificate of eligibility for sales tax exemption under IPR-96 of company's expanded unit. The company's application was rejected by Director of Industries, Orissa, Cuttack indiscriminately. Hence a writ petition was filed challenging the rejection	Hon'ble High Court	9668/2006	State of Orissa represented by Secretary to Industry Deptt & others	Pending for hearing	N.A
As per decision of the Hon'ble Supreme Court the entry tax collected by the State should be compensated for providing better facilities in better conduct of trade and business. Since the above criteria is not fulfilled by the state, writ petition was filed to declare the entry tax 1999 as ultra virus.	Orissa High court, Cuttack		State of Orissa represented by Secretary to Finance Deptt. And others	Pending for hearing	N.A

COMPANY MATTER (LIQUIDATION CASE)

Details of Litigation	Name of the Court & Place of litigation	Ref. No. of the Case	Principal parties thereto	Current Status	Claims sought (Rs.in Lacs)
Case filed by a party against the company for non-payment of dues for Rs. 48.87 lacs which is related to old IPI_SP Co. Ltd. Subsequently amalgamated with SCL vide BIFR order No. 87/91	Hon'ble High Court, Orissa	Copet No. 10 of 2007	M/s B.D Pattnaik	Pending for hearing	48.87

5.26 5.27 The Compliance Officer of SCL with effect from 31st July 2000 is Mr. Panchanana Rout, LLB, PG in PM & IR, PG in Environment & Ecology, Shiva Cement Limited, P-25, Civil Township, Rourkela 769 004. Tel No.: 0661-2400168 E-mail: rkl_sivacem@sancharnet.in

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer price

6.1.1 The equity shares of SCL are listed on the BSE and CSE.

6.1.2 Based on the information available, the shares of SCL are frequently traded on BSE in terms of explanation (i) to Regulation 20(5) of the Regulations (Source: www.bseindia.com) and have not been traded at the CSE for over six months whereby the shares of SCL are treated as infrequently traded on CSE in terms of explanation (i) to Regulation 20(5) of the Regulations. (Source: Letter dated 13th September 2007 received from CSE). The details of shares traded on BSE during relevant periods for both the trigger dates are mentioned below:

(A) **For the first trigger date**:

Period	No. of shares traded	Annualised trading turnover (%)	Total No. of listed shares
(a) During 6 calendar months prior to November, 2006	3,14,60,667	92.17	682,63,972
(b) During 6 calendar months prior to month of the PA	13,74,70,903	212.70	12,92,63,972

(Source: Website of BSE viz: www.bseindia.com)

(B) **For the second trigger date:**

Period	No. of shares traded	Annualised trading turnover (%)	Total No. of listed shares
(a) During 6 calendar months prior to February, 2007	10,93,45,306	262.65	83263972
(b) During 6 calendar months prior to month of the PA	13,74,70,903	189.89	12,92,63,972

(Source: Website of BSE viz: www.bseindia.com)

6.1.3 There are two trigger dates and hence the Offer price is being computed based on both the trigger dates:

(A) **With reference to the first trigger date**

(a) The weekly high and low of the closing prices of shares of SCL on BSE during the 26 weeks preceding the date of the Board Meeting held for authorising the preferential allotment with reference to the first trigger date are given below:

Weeks	Week Ending	Closing High (Rs.)	Closing Low (Rs.)	Average (Rs.)	Volume (No. of shares)
1	20-Apr-06	3.29	3.18	3.24	865137
2	27-Apr-06	3.34	3.12	3.23	1374820
3	4-May-06	3.40	3.10	3.25	1128801
4	11-May-06	3.25	3.20	3.23	1259389
5	18-May-06	3.05	2.88	2.97	1160309
6	25-May-06	2.74	2.53	2.64	593828
7	1-Jun-06	2.65	2.38	2.52	546472
8	8-Jun-06	2.41	2.17	2.29	1242346
9	15-Jun-06	2.19	2.15	2.17	1523422
10	22-Jun-06	2.33	2.21	2.27	949660
11	29-Jun-06	2.28	2.07	2.18	694840
12	6-Jul-06	2.16	2.10	2.13	804492
13	13-Jul-06	2.13	2.09	2.11	718049
14	20-Jul-06	2.14	2.00	2.07	799601
15	27-Jul-06	2.06	2.02	2.04	843499
16	3-Aug-06	2.12	2.06	2.09	771292
17	10-Aug-06	2.28	2.06	2.17	1169519
18	17-Aug-06	2.60	2.50	2.55	1800423
19	24-Aug-06	2.60	2.43	2.52	729492
20	31-Aug-06	2.86	2.50	2.68	1408281
21	7-Sep-06	3.00	2.83	2.92	2327558
22	14-Sep-06	3.02	2.77	2.90	1540068
23	21-Sep-06	2.96	2.74	2.85	1399790
24	28-Sep-06	2.93	2.83	2.88	1661127
25	5-Oct-06	2.91	2.80	2.86	1333425
26	12-Oct-06	2.95	2.85	2.90	1564013
	Average Price = Rs. 2.60				

(b)The daily high and low prices of shares on BSE, during the two weeks preceding the date of the Board Meeting held for authorising the preferential allotment with reference to the first trigger date are given below:

Week	Dates	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of shares)
1	29-Sep-06	3.00	2.83	2.92	395739
	3-Oct-06	3.00	2.80	2.90	335664
	4-Oct-06	2.98	2.71	2.85	331363
	5-Oct-06	2.98	2.78	2.88	270659
2	6-Oct-06	3.00	2.85	2.93	345176
	9-Oct-06	3.20	2.85	3.03	431965
	10-Oct-06	3.10	2.90	3.00	366870
	11-Oct-06	3.00	2.85	2.93	168828
	12-Oct-06	2.95	2.85	2.90	251174
	Average Price = Rs. 2.92				

(B) **With reference to the second trigger date**

(a) The weekly high and low of the closing prices of shares of SCL on BSE during the 26 weeks preceding the date of the Board Meeting held for authorising the preferential allotment with reference to the second trigger date are given below:

Weeks	Week Ending	Closing High (Rs.)	Closing Low (Rs.)	Average (Rs.)	Volume (No. of shares)
1	14-Aug-06	2.60	2.08	2.34	1949252
2	22-Aug-06	2.60	2.54	2.57	904971
3	29-Aug-06	2.80	2.43	2.62	1083456
4	5-Sep-06	3.00	2.78	2.89	1812682
5	12-Sep-06	3.02	2.77	2.90	2103027
6	19-Sep-06	2.96	2.83	2.90	1365413
7	26-Sep-06	2.91	2.74	2.83	1458734
8	3-Oct-06	2.93	2.86	2.90	1493021
9	10-Oct-06	2.95	2.80	2.88	1746033
10	17-Oct-06	2.97	2.85	2.91	1506941
11	23-Oct-06	3.32	3.00	3.16	1365834
12	31-Oct-06	3.36	3.22	3.29	1366416
13	7-Nov-06	3.17	2.92	3.05	1583816
14	14-Nov-06	3.01	2.90	2.96	1572978
15	21-Nov-06	3.02	2.87	2.95	1233229
16	28-Nov-06	4.55	3.02	3.79	7177071
17	5-Dec-06	7.87	5.04	6.46	31725300
18	12-Dec-06	7.73	6.33	7.03	17982074
19	19-Dec-06	7.47	6.79	7.13	6597481
20	26-Dec-06	7.17	6.90	7.04	2837071
21	2-Jan-07	7.16	6.91	7.04	1839588
22	9-Jan-07	8.55	7.12	7.84	6036277
23	16-Jan-07	8.23	7.88	8.06	5937500
24	23-Jan-07	7.97	7.28	7.63	2766824
25	29-Jan-07	8.01	7.32	7.67	2008704
26	6-Feb-07	7.99	7.62	7.81	2889304
	Average Price = Rs. 4.64				

(Source: www.bseindia.com)

(b)The daily high and low prices of shares on BSE, during the two weeks preceding the date of the Board Meeting held for authorising the preferential allotment with reference to the second trigger date are given below:

Week	Dates	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (No. of shares)
1	24-Jan-07	7.50	6.95	7.23	458090
	25-Jan-07	7.68	7.50	7.59	392508
	29-Jan-07	8.06	7.66	7.86	1158106
2	31-Jan-07	8.41	7.98	8.20	828026
	1-Feb-07	8.14	7.68	7.91	443078
	2-Feb-07	8.12	7.67	7.90	547867
	5-Feb-07	8.05	7.35	7.70	413695
	6-Feb-07	8.09	7.50	7.80	656638
	Average Price = Rs. 7.77				

(Source: www.bseindia.com)

6.1.4 In accordance with Regulations 20(4) and 20 (5) of the Regulations, the Offer price of Rs 7.77 per share being the highest price is justified in view of the following parameters which are stated for both the trigger dates:

(a)	Negotiated price under a Subscription agreement in terms of which the Acquirers have acquired equity shares.	Not Applicable
(b)	Highest price paid by the Acquirers for acquisitions, if any, including by way of allotment in a Public or Rights or Preferential Issue, during the 26 week period prior to the reference date (explained in 2.1.5 above)	Rs. 3.70
(c)	The average of the weekly high and low of the closing equity share prices during the 26 weeks period preceding the date of the Board Meeting at which the ESWs were allotted i.e. 13th October, 2006 for the first trigger date	Rs.2.60
(d)	The average of the daily high and low of the equity share prices during the 2 weeks period preceding the date of the board Meeting at which the ESWs were allotted i.e. 13th October, 2006 for the first trigger date	Rs.2.92
(e)	The average of the weekly high and low of the closing equity share prices during the 26 weeks period preceding the date of the Board Meeting at which the ESWs were allotted i.e. 24th September, 2007 for the second trigger date	Rs.4.64
(f)	The average of the daily high and low of the equity share prices during the 2 weeks period preceding the date of the board Meeting at which the ESWs were allotted i.e. 24th September, 2007 for the second trigger date	Rs.7.77

(g)	Other Parameters based on the last audited accounts of SCL for the year ended 31-March 2007	As at 31st March, 2007
	⇨ Return on Net worth before exceptional items	Not meaningful
	⇨ Return on Net worth after exceptional items	7.15%
	⇨ Book Value (Rs.)	1.89
	⇨ EPS before Extra-ordinary items	Not meaningful
	⇨ EPS after Extra-ordinary items (Rs.)	0.15
	⇨ Price Earning ratio based on offer price	
	-- before Extra-ordinary items	Not meaningful
	-- after Extra-ordinary items	28.46

SCL has been operating at a loss since 2002. Company had acquired a sick unit through merger in 1997 which was under BIFR's purview/monitoring. The Unit has been de-registered as per hearing held on June 22, 2006 from BIFR's purview. Even in 2005-06, it reported loss before Extra-Ordinary items. Extra-Ordinary items represent waiver of dues by FIs/Banks as a subsequent effect of restructuring sanctioned. It also includes the provision of un-provided interest for related FIs/ Banks. In addition to the company has identified few liabilities no more payable and hence, its impact has been provided. The company is operating in industry segment "Cement – South India" with an industry PE of 12.3 (source: Capital Market Volume XXII / 15 dated September 24 – October 7, 2007). The industry PE is not strictly comparable as the segment of companies covered by "Capital Market " in computing the industry PE have varied and different businesses and also whose financial parameters vary widely with that of SCL.

6.1.5 In view of the parameters considered and presented in paragraph 6.1.4 above, in the opinion of the Acquirers and Manager to the Offer, the offer price of Rs. 7.77 per share with reference to the Second trigger date being the highest of the prices mentioned above is justified in terms of Regulation 20(4) and Regulations 20(5) of the Regulations. The total offer consideration is Rs.8.66 per share comprising of offer price of Rs.7.77 plus interest by Re.0.89 per share calculated @10% p.a. on

i Rs.3.70 from the date 90 days after 17th November, 2006 i.e. from 16th February, 2007 till 27th December, 2007 being the scheduled date of payment of consideration for the offer which should have been made with reference to the first trigger date viz. 13th November, 2006 .

ii Rs.7.77 from the date 90 days after 24th September, 2007 i.e. from 28th December, 2007 till 19th September, 2008 being the scheduled date of payment of consideration for the offer.

6.1.6 Non-compete Fee:

The Acquirers have not entered into any agreement for payment of non-compete fee and have not made any non-compete payment of fees.

6.1.7 The Acquirers shall not acquire any shares in SCL during the Offer Period except in compliance with the Regulations and the details of such acquisitions shall be disclosed to the Stock Exchange and to the Manager within 24 hours thereof in terms of Regulation 22(17) of the Regulations.

6.1.8 If the Acquirers acquire shares after the original PA & up to seven working days prior to closure of the offer at a price higher than the Offer Price, then the highest price paid for such acquisitions shall be payable for all the acceptances received under the Offer. Any such revision in the Offer Price shall be notified by advertisement in the same newspapers in which the PA has appeared.

6.2 Financial arrangements:

6.2.1 In terms of Regulation 16 (xiv) of the Regulations, it is confirmed that the Acquirers have adequate resources and have made firm financial arrangements to meet their offer obligations in full.

6.2.2 The financial obligations of the Acquirers under the Offer will be fulfilled through the existing resources of the Acquirers and no further borrowings from Banks or Financial Institutions or NRI's or otherwise is envisaged except as described in 6.2.4 below.

6.2.3 The maximum fund requirement for the Offer assuming full acceptance will be Rs. 2935.12 lacs. In accordance with Regulation 28 of the Regulations, the Acquirers have created the Escrow Account in the following manner :

(a) Cash deposits of Rs. 29.60 lacs (Rupees Twenty nine lacs and sixty thousand) with Bank of Baroda, Sector 19, Rourkela branch, Rourkela – 769005, being not less than 1% of the maximum fund requirement in Escrow Account, in the form of Fixed Deposits and a lien has been marked in favour of the Manager to the Offer. The Acquirers have duly authorised the Manager to the Offer to realise the value of the Escrow Account in terms of the Regulations.

(b) The Acquirers have established a Bank Guarantee dated 7th September, 2007 ("Bank Guarantee") through Bank of Baroda, Sector 19, Rourkela branch, Rourkela – 769005, in favour of LKP Share & Securities Ltd. since merged with LKP Securities Ltd., Manager to the Offer for an amount of Rs. 340 lacs (Rupees Three hundred forty lacs). The Manager to the Offer has been duly authorised to realise the value of the aforesaid Bank Guarantee in terms of the Regulations. The Bank Guarantee is valid till 30th September, 2008.

(c) In addition to the escrow arrangement described at (a) and (b) above, the Acquirers and the manager to the offer have entered into an "Escrow agreement" and a "Deed of Pledge of shares" in accordance with Regulation 28 of the Regulations in terms of which:

(i) The Acquirers have arranged for pledge in favour of the Manager to the offer of 55,00,000 (Fifty five lac) equity shares of Rs. 2 each fully paid of Shiva Cement Limited ("pledged shares"). These shares have been taken on loan from Mr. Bijayanand Agarwal (30 Lac shares) and Mr. Ghasiram Agarwala (25 Lac shares) both of whom are neither relatives of the Acquirers nor are they participating in the offer in any manner. The market price of the shares of SCL at the close of trading on 6th August, 2008 being the date of pledge was Rs. 9.96 per share on the BSE. The total value of equity shares pledged is Rs. 547.80 lacs, as on 6th August, 2008 being the date of pledge.

(ii) The Acquirers have made an additional fixed deposit of Rs. 100 Lacs (Rupees one hundred lacs only) with Bank of Baroda, Sector 19, Rourkela branch, Rourkela – 769005 to be utilised by the manager to the open offer if there is any deficit on realization of the value of shares.

(iii) The manager to the offer is empowered to realize the value of the pledged shares by sale or otherwise. If there is any shortfall on the realization of the value of shares, such shortfall shall be made good from the above referred additional fixed deposit and if after such recovery from the additional fixed deposit, there still exists a shortfall or deficit, the same shall be made good by the Manager to the offer.

(d) The sum total of market value of securities pledged (Rs. 547.80 Lacs), additional fixed deposit (Rs. 100 lacs) and value of Bank Guarantee (Rs. 340 Lacs) aggregates Rs.987.80 Lacs which is in excess of 25% of the value of the total consideration payable under the offer assuming full acceptance.

6.2.4 To meet the shortfall, if any, in meeting the financial obligations in the Open Offer, Mr. R P Gupta one of the borrowers has undertaken to borrow the required funds up to Rs. 200 lacs from Samarth Commodities Merchants Pvt. Ltd. situated at 1-B, Black Burn Lane, 4th Floor, Kolkata - 700 012 who have sanctioned a loan of Rs. 200 lacs to Mr. R P Gupta for a period of 12 months bearing interest @12% p.a. Mr. Santosh Agarwalla, Proprietor of M/s. Santosh Agarwalla & Co., Chartered Accountants having office at AM – 44, Basanti Colony, Rourkela - 769012 (Membership No. 58403, Tel. No. 0661-2420150) has certified vide his Certificate dated 10th May, 2008 that the company's networth based on un-audited accounts for the year ended 31st March, 2008 is Rs. 261.05 lacs. We confirm that Samarth Commodities Merchants Pvt. Ltd. has neither any interest in the Open offer in any manner nor is it an associate company of any of the Acquirers. This arrangement has been recorded in a letter dated 8th September, 2007 further reconfirmed vide letter dated 31th July, 2008 both of which have been considered as material documents.

6.2.5 In case of a revision in the Offer price, the Acquirers would raise the amount in the escrow account to ensure compliance with Regulation 28 of the Regulations.

6.2.6 Mr. R. Tibrewal (Membership No.050127), Partner of M/s. Tibrewal Chand & Co., Chartered Accountants, having office at 1st Floor, KK-5, Civil Township, Rourkela – 769004. (Tel. No. 0661 – 6450741, Fax No. 0661-2401401) has certified vide Certificate dated 25th July, 2008 that on the basis of necessary information and explanation given by the Acquirers and on the verification of their assets, liabilities, and the requirement of the funds, the Acquirers have adequate resources to meet the financial requirements of the Open Offer.

6.2.7 The Acquirers in compliance of Regulation 22(11) of the Regulations have made firm financial arrangements to fulfil the obligations under the Offer.

6.2.8 The Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the Regulations and confirms that firm arrangements for funds and money for payment through verifiable means are already in place to fulfil the Offer obligations.

7 TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions:

7.1.1 i The Acquirers - Group A being a part of the promoter group were allotted 1,15,00,000 equity shares of Rs. 2 each on 13th November, 2006 against conversion of the ESW's allotted to them on preferential basis on 13th October, 2006. Pursuant to the said allotment of 115,00,000 equity shares of Rs. 2 each the shareholding of the Promoter Group exceeded 15% of the company's paid up equity share capital thereby attracting the provisions of Regulation 10 of the Regulations.

ii The Acquirers - Group B being a part of the promoter group were allotted 1,10,00,000 equity shares of Rs. 2 each on 24th September, 2007, against conversion of the ESW's allotted to them on preferential basis on 7th February, 2007. Pursuant to the said allotment of

1,10,00,000 equity shares of Rs. 2 each the shareholding of the Promoter Group exceeded more than 5% of the company's paid up equity share capital in Financial Year 2007-08 thereby attracting the provisions of Regulation 11 (1) of the Regulations.

In compliance with the requirements of Regulations 10 & 11(1), the Acquirers are now making this offer.

7.1.2 The acceptance of the Offer is entirely at the discretion of the equity shareholders of SCL and each shareholder (except the Acquirers) of SCL holding fully paid-up equity shares to whom this Offer is being made is free to offer his shareholding in SCL, in whole or in part while accepting the Offer.

7.1.3 Accidental omission to despatch this Letter of Offer or any further communication to any person to whom this Offer is made or the non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.

7.1.4 The instructions, authorisations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of this Offer.

7.1.5 The acceptance of the Offer must be unconditional and should be sent in the attached Form of Acceptance along with the other documents duly filled in and signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at any of the collection centres mentioned in para 8.1 under "Procedure for Acceptance and Settlement" on or before Thursday, 11th September, 2008. If any change or modification is made in the Form of Acceptance, the same is liable to be rejected.

7.1.6 The Offer is not a conditional offer and is not subject to any minimum level of acceptance. The Acquirers will acquire all the fully paid up equity shares of SCL that are validly tendered and accepted in terms of this Offer upto 338,92,795 fully paid-up equity shares of Rs. 2 each representing 20.00% of the Fully Expanded Equity Capital and voting capital of the Company. Thus, the Acquirers will proceed with the Offer even if they are unable to obtain acceptance to the full extent of the equity shares SCL for which this Offer is made.

7.1.7 All shares tendered under this Offer should be free from any charge, lien or encumbrances of any kind whatsoever.

7.1.8 The Acquirers will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The equity shareholders of SCL are advised to adequately safeguard their interest in this regard.

7.1.9 Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement/Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the Offer i.e. upto Saturday, 6th September, 2008.

7.1.10 If the aggregate of the valid responses to the Offer exceeds 338,92,795 fully paid up equity shares, then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations in such a way that acquisition from a shareholder shall not be less than the market lot or the entire holding, if it is less than the market lot. The equity shares of SCL are currently traded in dematerialised mode and the market lot of the shares is 1.

7.1.11 The Acquirers do not have a right to withdraw the offer. In terms of Regulation 27, no public offer once made shall be withdrawn except under the circumstances mentioned in the Regulations viz: the statutory approvals required have been refused or under such circumstances as in the opinion of SEBI merits withdrawal. In the event of such withdrawal, the same would be notified by way of a Public Announcement in the same newspapers where the Public Announcement appeared.

7.2 **Locked in shares:** The details of equity shares of SCL that are "locked-in" as per SEBI guidelines, are as follows:

Category	No. of shares	Date of allotment	Date upto which locked in
(i) Acquirers	15,70,000 115,00,000	13th July, 2005 13th November, 2006	12th July, 2008 3rd July, 2010
(ii) Others in Promoter Group	32,40,000 95,00,000 1,10,00,000	13th July, 2005 18th June, 2007 24th September, 2007	12th July, 2008 17th June, 2010 23rd September, 2010
(iii) Domestic Strategic Investors	35,00,000 220,00,000 145,00,000 50,00,000	13th November, 2006 3rd April, 2007 18th June, 2007 24th September, 2007	3rd July, 2008 2nd April, 2008. 17th June, 2008. 23rd September, 2008
(iv) Financial Institution	10,00,000	8th August, 2007	7th August, 2008

7.3 **Eligibility for accepting the Offer:** The Offer is made to all the equity shareholders (except Acquirers) of SCL whether registered or not who own the fully paid shares anytime prior to the closure of the offer. However, the Letter of Offer is being mailed to those shareholders whose names appear on the Register of Members of SCL on the **Specified Date i.e. Monday, 1st October, 2007**. Shareholders (except Acquirers) holding fully paid shares of SCL any time prior to the closure of the Offer are eligible to tender their shares in terms of this Offer.

7.4 **Statutory Approvals**:

7.4.1 The Offer is subject to the Acquirers obtaining the approval of RBI under the FEMA, for acquiring and transferring the equity shares of non-resident shareholders tendered in this Offer. The application to RBI would be made after closure of the Offer.

7.4.2 In case the RBI's approval for acquisition of shares from non-resident shareholders is unduly delayed, the Acquirers reserve the right to proceed with payment to the resident shareholders whose shares have been accepted by Acquirers in terms of this Offer, pending payment to the non-resident shareholders, subject to the entire amount payable to non-resident shareholders being kept in a separate Escrow Account whose value can be realised by the Manager as per the Regulations.

7.4.3 As of the date of this Letter of Offer, there are no further statutory approvals required to implement the Offer other than those indicated above.

7.4.4 In case of delay in receipt of any statutory approval, SEBI has the power to grant an extension of the time required for payment under the Offer provided that the Acquirers agree to pay interest in accordance with Regulation 22(12) of the Regulations. Further, if the delay occurs due to the wilful default or neglect or inaction of Acquirers in obtaining the requisite approvals, Regulation 22(13) will also become applicable and the amount lying in the Escrow Account shall be liable to be forfeited and dealt in the manner provided in Regulation 28(12)(e) of the Regulations, apart from the Acquirers being liable for penalty as provided in the Regulations.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

8.1 Shareholders of SCL, who qualify and wish to avail this Offer should forward their shares along with Form of Acceptance and other relevant documents to the Registrar to the Offer at NICHE TECHNOLOGIES (P) LTD, D-511, Bagree Street, 5th Floor, 71, B. R. B. Basu Road, Kolkata : 700 001 by Registered Post at the applicant's sole risk on or before the Offer closing date in accordance with the procedures as specified in this Letter of Offer and the Form of Acceptance cum Acknowledgement. **The relevant documents should NOT be sent to the Acquirers, SCL or the Managers to the Offer.**

All owners of fully paid equity shares of SCL, registered or unregistered who wish to avail and accept the Offer can hand deliver the Form of Acceptance-cum-Acknowledgement along with the relevant documents can also be hand delivered on all working days i.e. from Monday to Friday between 10.00 a.m. to 4.00 p.m. and on Saturday from 11.00 a.m. to 2.00 p.m. at:

Name & Address of Collection Centres	**Contact Person & Contact Numbers**	**Mode of Delivery**
Niche Technologies (P) Ltd., D-511, Bagree Street, 5th Floor, 71, B. R. B. Basu Road, Kolkata : 700 001	Mr. Shoab Abbas Tel.No. : 033-2235 7270-71 Fax No.: 033-22156823 E-mail ID : sabbas@nichetechpl.com	Hand Delivery & Registered Post

Delivery made by Registered Post would be received on all days except Sundays and Public Holidays.

8.2 **<u>For equity shares held in physical form,</u>** Shareholders should send all the relevant documents mentioned below:

8.2.1 Form of acceptance duly completed (in English) and signed (by all the shareholders in the same order in which shares are held as per the Register of Members of SCL in case the shares are in joint names) as per the specimen signature(s) lodged with SCL and witnessed.

8.2.2 Original Share Certificate(s)

8.2.3 Valid Share Transfer Deed(s) duly signed as transferors (by all shareholders in the same order in which shares are held as per the Register of Members of SCL in case the shares are in joint names) as per the specimen signature(s) lodged with SCL and duly witnessed at the appropriate place. The Transfer Deed should be left blank, excepting the signature as mentioned above. Attestation, where required (thumb impression, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public office and authorised to use the seal of his office or a member of a recognised Stock Exchange, under his seal of office and membership number, or manager of the transferor's bank.

8.2.4 In case the shares stand in the name of a sole shareholder, who is deceased, then the Form of Acceptance must be signed by the legal representative(s) of the deceased and submitted along with the probate /letter of administration/ succession certificate in original or a certified or attested true copy, while accepting this Offer. The original will be returned on scrutiny.

8.2.5 In case of registered shareholder, non-receipt of the aforesaid documents, but receipt of the share certificates and the duly completed transfer deed, the Offer shall be deemed to be accepted. Notwithstanding that the signature(s) of the transferor(s) has /have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with SCL or are not in the same order, such shares are liable to be rejected under this Offer even if the Offer has been accepted by a bona fide owner of such shares.

8.2.6 Duly attested power of attorney, if any person other than the shareholder has signed the acceptance form and transfer deed(s).

8.2.7 In case of companies, the necessary corporate authorisations including the following:

a. Board resolution authorising such acceptance /power to sell the shares.
b. Board resolution authorising execution of transfer documents.
c. Signature(s) of the Authorised Signatories duly attested.

8.3 **For Equity Shares held in dematerialised Form**:

8.3.1 Registrar to the Offer has opened a Special Depository Escrow Account (hereinafter referred to as "Special Depository Escrow Account") with Lohia Securities Limited. named as "Niche Technologies Pvt. Ltd. – SCL – Open Offer - Escrow Account".

8.3.2 Beneficial owners should send Form of Acceptance duly completed (in English) and signed (by all the shareholders in the same order in which shares are held as per the Register of Members of SCL in case the Shares are in joint names) as per the specimen signature(s) lodged with SCL and witnessed to the Registrars to the Offer.

8.3.3 Along with the Form of Acceptance, Shareholders should also send a photocopy of the Delivery instruction in "Off-Market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the relevant Depository Participant (DP) in favour of "Niche Technologies Pvt. Ltd. – SCL – Open Offer - Escrow Account**"** filled in as per the instructions given hereunder:

- Depository : National Securities Depository Limited ("NSDL")
- DP Name : Lohia Securities Limited
- Client ID Number : 10014686
- DP ID Number : IN 302189

8.3.4 For each delivery instruction, the beneficial owner should submit separate Form of Acceptance.

8.3.5 The Beneficial Owners who hold shares in demat form are required to execute a trade by tendering the Delivery Instruction for debiting their Beneficiary Account with NSDL and crediting the Special Depository Escrow Account.

8.3.6 Shareholders having their beneficiary account in CDSL will have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the Special Depository Escrow Account with NSDL as described above.

8.3.7 Incase of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirers may deem the Offer to have been accepted by the beneficial owner.

8.3.8 Shareholders should ensure that the credit for the delivered shares should be received in the Special Depository Escrow Account on or before the Closure of the Offer **i.e.Thursday, 11th September, 2008.** In order to ensure this, beneficial owners are advised to tender the delivery instructions at least 2 working days prior to closure of the Offer.

8.4 Unregistered owners should enclose:

8.4.1 Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by the person accepting the Offer.

8.4.2 Original share certificate(s)

8.4.3 Valid transfer deed(s). The details of buyer should be left blank failing which the same will be considered invalid under the Offer.

8.4.4 Original contract note issued by the broker of a recognised stock exchange, through whom the shares were acquired.

8.4.5 No indemnity is required from unregistered owners.

8.5 Unregistered owners who have tendered their Shares for registration should enclose:

8.5.1 Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by the person accepting the Offer.

8.5.2 Share transfer deed(s) duly executed by the unregistered owner.

8.5.3 Owners who have lodged their shares for transfer with SCL must also send the acknowledgement, if any, received from SCL towards such lodging of shares.

8.6 The equity shares of SCL are currently traded in dematerialized mode and the market lot of the shares is one.

8.7 The shareholders holding shares in physical form, who have sent their shares for dematerialisation need to ensure that the process of getting the equity shares dematerialised is completed well in time so that the credit in the Escrow Account should be received on or before the date of closure of the Offer, i.e. Thursday, 11th September, 2008 or else the Acquirers reserve the right to reject such equity shares.

Shareholders who have sent their Equity Share Certificates for dematerialisation should enclose:

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein by the sole / joint Shareholders whose name appears on the Equity Share Certificate and in the same order in which their name(s) appears in the Register of Members and as per the specimen signature lodged with SCL.

- A copy of the dematerialisation request form duly acknowledged by the Shareholder's depository participant.

8.8 Unregistered owners, if they so desire, may also apply on the Form of Acceptance downloaded from SEBI's website (www.sebi.gov.in).

8.9 Non-Resident Shareholders:

8.9.1 Non-Resident Shareholders may tender their Shares in accordance with the Procedure mentioned at 8.2 or 8.3 (as applicable) above. In case the RBI approvals are not submitted, the Acquirers reserve the right to reject such equity shares.

8.9.2 While tendering Equity Shares under the Offer, non-resident shareholders (if any) will be required to submit the previous FIPB approvals or RBI approvals (specific or general) obtained by them for acquiring the shares of SCL and No Objection Certificate /Tax Clearance Certificate from the Income Tax authorities under the Income Tax Act, 1961, indicating the rate at which the tax is to be deducted by the Acquirers before remitting the consideration. In case such FIPB or RBI approvals are not submitted, the Acquirers reserve the right to reject the tendered shares. Incase the aforesaid No Objection Certificate/Tax Clearance Certificate is not submitted, the Acquirers will deduct tax at the currently prevailing rate as advised by their tax advisors on the entire consideration amount payable to such non-resident shareholder.

8.10 **The above documents should not be sent to the Acquirers or SCL or to the Manager to the Offer. The same should be sent to the Registrar to the Offer only at collection centres given above in 8.1.**

8.11 Procedure for acceptance of the Offer by unregistered shareholders, or those who do not receive the Letter of Offer:

8.11.1 In case of non-receipt of the Letter of Offer, shareholders may obtain a copy of the same by writing to the Registrar to the Offer at either of the collection centres mentioned at 8.1 marking the envelope " SCL -Open Offer". Alternatively, eligible shareholders may send their acceptance to the Registrar to the Offer, on a plain paper stating their name, address, folio nos., distinctive nos. no. of Shares held, No. of Shares tendered, (along with documents as mentioned at 8.2 if shares are in physical form) and DP name, DP ID, beneficiary account number (along with documents as mentioned at 8.3 if shares are in dematerialised form) so as to reach the Registrar to the Offer on or before the closure of the Offer i.e.Thursday, 11th September, 2008

8.11.2 Shareholders whose names do not appear on the Register of Members of the Company on the specified date are also eligible to participate in the Offer. Unregistered Shareholders can send in writing to the Registrar to the Offer on plain paper their name, address, number of shares held, number of shares tendered, distinctive nos., folio number, together with the original share certificate(s), valid transfer deed(s) and the original contract note(s) issued by the broker through whom they acquired the shares. No indemnity is required in this regard.

8.12 In case of physical shares, the Registrar to the Offer will hold in trust the share certificates, Form of Acceptance duly filled in and the transfer deed(s) on behalf of the shareholders of SCL who have accepted the Offer, till the cheques /drafts for the consideration and /or the share certificates are posted.

8.13 In case of dematerialised shares, the shares would reside in the Special Depository Escrow Account as mentioned in 8.3.1. The Registrar to the Offer will debit the Special Depository Escrow Account to the extent of payment of consideration made by the Acquirers and give instructions for credit of the beneficial account of Acquirers.

8.14 Barring un-forseen circumstances and factors beyond his control, the Acquirers intends to complete all formalities pertaining to the Offer, including despatch of consideration to the shareholders who have accepted the Offer, by **Friday, 19th September, 2008**.

8.15 In case of physical shares, to the extent the equity shares are not accepted under the Offer, the rejected Share Certificates, transfer deed(s) and other documents, if any, will be returned by Registered Post / Speed Post by the Registrar to the Offer to the shareholders /unregistered owners sole risk by **Friday, 19th September, 2008**. For the physical shares accepted under the Offer, the Registrar to the Offer shall take action for transferring the shares to the Acquirers after the consideration cheques are released to the shareholders concerned.

8.16 The Equity Shares held in dematerialised form to the extent not accepted under the Offer will be released to the Beneficial Owner's Depository Account with the respective DP as per details furnished by the Beneficial Owner in the Form of Acceptance, at the sole risk of the Beneficial Owner by **Friday, 19th September, 2008**. An intimation to that effect will be sent to the Beneficial Owner by Ordinary Post. For the shares lying in the Special Depository Escrow Account, the Registrar shall take action for transferring the shares to Acquirers after the consideration cheques are released to the Beneficial Owners.

8.17 Payment of Consideration:

Payment of consideration to those shareholders whose share certificates and other documents are found in order and accepted by Acquirers will be made by crossed account payee cheque/demand draft. Such payment will be despatched together with the intimation regarding the acquisition (in part or full) to the shareholders by Registered Post/Speed Post in case of consideration amount exceeding Rs. 1,500/- at the shareholder's sole risk. All other dispatches will be made by ordinary post at the shareholder's own risk. All cheques and demand drafts will be drawn in the name of the first holder, in case of joint registered holders. In case of unregistered shareholders, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide their bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the cheque/demand draft.

8.18 In terms of Regulation 22(5A) of the Regulations, shareholders desirous of withdrawing their acceptance tendered in the Offer, can do so up to three working days prior to the date of Closure of Offer. The withdrawal option can be exercised by submitting the document as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centres mentioned above as per the mode of delivery indicated therein on or before Thursday, 6th September, 2008.

8.18.1 The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed herewith.

8.18.2 The Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer at para 8.1 as per the mode of delivery indicated therein on or before the last date of withdrawal.

8.18.3 Shareholders should enclose the following:

For Equity Shares held in Physical Form:

Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal
- Copy of the Form of Acceptance-cum-Acknowledgement /Plain Paper application submitted and the Acknowledgement slip in original.
- In case of partial withdrawal, 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 SCL and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal
- Copy of the Form of Acceptance-cum-Acknowledgement/Plain Paper application submitted and the Acknowledgement slip in original.

For Equity Shares in Demat form:

Beneficial owners should enclose:

- Duly signed and completed Form of Withdrawal
- Copy of the Form of Acceptance-cum-Acknowledgement /Plain Paper application submitted and the Acknowledgement slip in original.
- Photocopy of the delivery instruction slip in "Off-Market" mode or counterfoil of the delivery instruction slip in "Off-Market" mode, duly acknowledged by the DP.

8.18.4 The withdrawal of equity shares will be available only for the Share Certificates/Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

8.18.5 The intimation of returned shares to the Shareholders will be sent at the address as per the records of SCL / Depository as the case may be.

8.18.6 The Form of Withdrawal along with enclosures should be sent to the Registrar to the Offer at any of the collection centres mentioned in 8.1 only.

8.18.7 In case of partial withdrawal of equity shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from SCL. The facility of partial withdrawal is available only to Registered Shareholders / beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

8.18.8 Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP Account.

8.18.9 In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

- In case of physical shares: Name, Address, Distinctive Nos., Certificate Nos., Folio Number, Number of Shares tendered and withdrawn.
- In case of dematerialised shares: Name, Address, Number of Shares tendered, DP name, DP ID, beneficiary account number and a photocopy of delivery instructions slip in "off-market" mode or counterfoil of the delivery instruction slip in "off-market" mode, duly acknowledged by the DP, in favour of the Special Depository Escrow Account.

8.18.10 Shareholders holding shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

8.18.11 The physical shares withdrawn by the shareholders would be returned by registered post.

9. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the shareholders of SCL at the Office of LKP Securities Limited at 112-A, Embassy Centre, Nariman Point, Mumbai 400 021 on all working days except Sundays and bank holidays till the Offer closing date (i.e, Thursday, 11th September, 2008). Timings for working days are as under:

Monday to Saturday: From 10.00 a.m. to 2.00 p.m.

9.1 Memorandum of Understanding dated 7th September, 2007 between Acquirers (now called Acquirers – Group A) and LKP Shares and Securities Limited (subsequently merged with LKP Securities Limited) and Memorandum of Understanding dated 12th August, 2008 between Acquirers Group B and LKP Securities Ltd.

9.2 Letter dated 28th May 2007 issued by the Acquirers appointing Niche Technologies (P) Limited as the Registrar to the Open Offer to the shareholders of SCL.

9.3 Certificate of Incorporation, Memorandum and Articles of Association of SCL.

9.4 Certificate of Incorporation, Memorandum and Articles of Association of UMPL.

9.5 BIFR order dated 25th February 1997 and addendum dated 27th November 1997 ordering to hand over the entire undertaking of ICCL to SCL through a merger/rehabilitation scheme.

9.6 Letter of Calcutta Stock Exchange Association limited dated 11th July 1998 to SCL approving the application for listing of the equity shares of the merged company.

9.7 Audited Accounts of SCL for the financial years ended 31st March 2005 and 31st March 2006 and 31st March 2007.

9.8 Audited Accounts of UMPL for the financial years ended 31st March 2005, 31st March 2006 and 31st March, 2007.

9.9 Certificate dated 25th July, 2008 issued by Mr.R. Tibrewal, partner of M/s. Tibrewal Chand & Co, Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela-769004 (Membership No. 050127, Tel. No.0661-*6450741,2400741*) certifying that the Acquirers have adequate resources to meet the financial requirements of the Open Offer.

9.10 Individual certificates dated 25th July, 2008 issued by Mr. R. Tibrewal, partner of M/s. Tibrewal Chand & Co, Chartered Accountants having office at 1st Floor, KK-5, Civil Township, Rourkela-769004 (Membership No. 050127, Tel. No.0661-6450741,2400741) certifying the net worth of Mr. R P Gupta, Mr. Akash Gupta, M/s. R P Gupta (HUF), Ms. Shilpi Gupta, Mrs. Preeti A. Gupta and Mr. Vikash Gupta (Acquires – Group A) and Mr. Santosh Gupta, Mrs. Usha Gupta, Mr. Amit Gupta and Mr. Anup Gupta (Acquirers – Group B).

9.11 Fixed Deposit Receipts of Bank of Baroda, Sector 19 Branch, Rourkela – 769005 for Rs. 29.60 lacs being over 1% of the entire amount of consideration payable, (assuming full acceptances in the open offer), with a lien in favour of Managers to the Offer.

9.12 A Copy of the notice dated 14th February 2006 of the EGM for allotment of Equity share warrants and a copy of the Abstract of Minutes of the Board Meeting held on 13th November 2006 for allotment of shares against the conversion of ESW's, which triggered the open offer.

9.13 A Copy of the notice dated 5th December, 2006 of the EGM for allotment of Equity share warrants and a copy of the Abstract of Minutes of the Board Meeting held on 24th September, 2007 for allotment of shares against the conversion of ESW's, which is the second trigger date.

9.14 Share price quotations and volume data downloaded from BSE's website (www.bseindia.com) with reference to the First and Second trigger dates.

9.15 Copy of the document executed with Lohia Securities Ltd. Depository Participant, for opening a Special Depository Escrow Account for the purpose of the Offer.

9.16 A copy of the Public Announcement published on Friday, 28th September, 2007.

9.17 A copy of the corrigendum Public Announcement published on Friday, 15th August, 2008

9.18 Memorandum and Articles of Association of Samarth Commodities Merchants Pvt Ltd., Audited Accounts of Samarth Commodities Merchants Pvt Ltd. for the financial year ended 31st March 2006, Board Resolution of Samarth Commodities Merchants Pvt Ltd, Approval Letter dated 8th September, 2007 from Samarth Commodities Merchants Pvt Ltd to Mr. R P Gupta, and a letter dated 31st July, 2008 reconfirming the arrangement. Certificate dated 10th May, 2008 issued by Mr. Santosh Agarwalla, proprietor of M/s. Santosh Agarwalla & Co, Chartered Accountants having office at AM – 44, Basanti Colony, Rourkela - 769012 (Membership No. 058403 Tel. No.0661-2420150) certifying the net worth of Samarth Commodities Merchants Pvt Ltd.

9.19 A Bank Guarantee dated 7th September, 2007 ("Bank Guarantee") through Bank of Baroda, Sector 19 Branch, Rourkela - 769005, in favour of LKP Shares & Securities Ltd. since merged with LKP Securities Ltd., Manager to the Offer for an amount of Rs. 340 lacs

(Rupees Three hundred forty lacs),and an extension document issued by Bank of Baroda confirming the extension of validity of the Bank Guarantee till 30th September, 2008

9.20 Escrow Agreement dated 7th September 2007 between Acquirers, Bank of Baroda and LKP Shares and Securities Ltd.

9.21 Undertaking dated 8th September 2007 from Mr. R P Gupta for borrowing upto Rs. 2 crores from Samarth Commodities Merchants Pvt. Ltd.

9.22 Fixed deposit receipt of Bank of Baroda, Sector 19, Branch Rourkela – 769005 for Rs. 100 Lacs with a lien marked in favour of the Manager to the Offer.

9.23 Escrow Agreement and Deed of Pledge, both dated 5th August, 2008 between the Acquirer and the Manager to the offer in terms of which 55 Lac shares of SCL have been pledged to the Manager to the offer.

9.24 Pledge confirmation in respect of 55 lac shares of SCL pledged to the Manager of the Offer.

9.25 Letter of observation dated.22nd May. 2008 received from SEBI.

10. DECLARATION BY THE ACQUIRERS

10.1 In terms of Regulation 22(6) of the Regulations, the Board of Directors of UMPL, one of the Acquirers and all other acquirers accept full responsibility for the information contained in the Letter of Offer and also for the respective obligations of the Acquirers as laid down in the Regulations.

10.2 Each of the Acquirers are severally and jointly responsible for ensuring compliance with the provisions of the Regulations. All information contained in this document is as on date of the Public Announcement, unless stated otherwise.

10.3 The Manager to the Offer hereby states that the Acquirers signing this Letter of Offer are duly and legally authorised to do so.

____________________ **MR. R P GUPTA**	____________________ **MR. AKASH GUPTA**
____________________ **MISS SHILPI GUPTA**	____________________ **MRS PREETI A. GUPTA**
____________________ **MR VIKASH GUPTA**	____________________ **R P GUPTA HUF**
____________________ **MR SANTOSH GUPTA**	____________________ **MRS USHA GUPTA**
____________________ **MR ANUP GUPTA**	____________________ **MR AMIT GUPTA**

For **UNICON MERCHANTS PVT. LIMITED**

AUTHORISED SIGNATORY

Place: Rourkela

Date: 18th August 2008

Attached: i) Form of Acceptance-cum-Acknowledgement
ii) Form of Withdrawal
iii) Transfer Deed for Shareholders holding shares in physical form.

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to the Registrars to the Offer at its address given overleaf)
PLEASE READ THE "PROCEDURE FOR THE ACCEPTANCE AND SETTLEMENT" ON PAGE 51 OF THIS LETTER OF OFFER BEFORE FILLING THIS FORM

FORM OF ACCEPTANCE -CUM- ACKNOWLEDGEMENT

From:

OFFER		
Opens on	:	Saturday, 23rd August, 2008
Closes on	:	Thursday, 11th September, 2008

To,
NICHE TECHNOLOGIES PVT LTD.
D-511, Bagree Street, 5th Floor,
71, B. R. B. Basu Road,
Kolkata : 700 001
Tel: 91-33-2235 7270-71 **Fax:** 033-22156823
Contact Person: Mr. Shoab Abbas
E-Mail: sabbas@nichetechpl.com

Dear Sir,

Sub: Open Offer for acquisition of 338,92,795 fully paid-up equity shares of Rs. 2/- each representing 20% of the Fully Expanded Equity Share Capital and of the Fully Expanded Voting Capital from the shareholders of Shiva Cement Limited ("SCL") for cash at a price of Rs. 8.66 (including interest of Re.0.89) per share by Mr. R.P.Gupta, Mr. Akash Gupta, Mr. Vikash Gupta, Mrs. Preeti A. Gupta, Ms. Shilpi Gupta, R.P.Gupta (HUF), Unicon Merchants Private Limited, Mr. Santosh Gupta, Mrs. Usha Gupta, Mr. Anup Gupta and Mr. Amit Gupta (hereinafter collectively called "Acquirers").

I/We refer to the Letter of Offer dated 18th August, 2008 for acquiring the equity shares held by me/us in SCL. I/We the undersigned have read the Letter of Offer and accept unconditionally its contents including the terms and conditions and procedures mentioned therein.

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. _________________No. of Share Certificate(s)________No. of Equity Shares________

TEAR HERE

Sr. No.	Certificate No.	Distinctive No. (s)		No of Shares
		From	To	
1				
2				
3				
4				
			Total Number of Equity Share	

(Incase of insufficient space, please use additional sheet and authenticate the same)

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

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

For Shares held in Demat Form:

I/We hold shares in demat form and accept the Offer and enclose photocopy of the Delivery Instruction duly acknowledged by my/our DP in respect of my/our equity shares as detailed below:

DP Name	Client ID Number	DP ID Number	No. of Equity Shares

— — — — — — — — — — — — — — TEAR ALONG THIS LINE — — — — — — — — — — — — — —

Acknowledgement Receipt for the Acquirer

NICHE TECHNOLOGIES PVT LTD.

D-511, Bagree Street, 5th Floor, 71, B. R. B. Basu Road, Kolkata : 700 001
Tel.No. : 033-2235 7270-71 Fax No : 033-22156823 **Contact Person:** Mr. Shoab Abbas **E-Mail:** sabbas@nichetechpl.com

Received from Mr./Ms. ____

Form of Acceptance cum Acknolwledgement, as per details below:

Folio No Number of Certificates enclosed ________________________ Certificate No. ________________ Total No. of Shares Enclosed: ___________________ Copy of Delivery Instruction to DP ________________________

(Delete whichever is not applicable)

Stamp of Collection Centre Signature of Official Date of Receipt

I/We have done an off market transaction for crediting the shares to the Escrow Account named **"Niche Technologies Pvt. Ltd.-SCL-Open Offer - Escrow Account"** whose particulars are:

Depository	: **National Securities Depository Limited** ("NSDL")	Client ID Number	: **10014686**
DP Name	: **Lohia Securities Limited**	DP ID Number	: **IN 302189**

Since my/our shares are held in a beneficiary account with CDSL, I/We enclose a copy of the "Inter Depository Instructions" for the transfer of my/our shares to the Depository Escrow Account.

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

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

I/We authorise the Acquirer:

1. To accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer
2. To return to me/us, the equity share(s) that are found invalid/not accepted, specifying the reason thereof.

I/We authorise the Registrar to the Offer to send by Registered Post or Under Postal Certificate the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned below.

Yours faithfully,
Signed & Delivered:

	1st Shareholder	2nd Shareholder	3rd Shareholder
Full Name & Address			
PAN/GIR No. allotted under the Income Tax Act 1961			
Signature			

Note: In case of joint holdings, all shareholders must sign. A corporation must affiix its common seal and attach herewith the necessary Board Resolution.

Place: _________________ Date:__________________

So as to avoid fraudulent encashment of the cheque or demand draft in transit, the shareholder(s) may provide details of Bank Account of the First/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank, Branch Address	Account No.	Savings/Current/NRE/NRO Others

Details of Collection Centres:

Name & Address of Collection Centres	Contact Person & Contact Numbers	Mode of Delivery
NICHE TECHNOLOGIES PVT LTD. D-511, Bagree Street, 5th Floor, 71, B. R. B. Basu Road, Kolkata : 700 001	**Mr. Shoab Abbas** Tel.No. : 033-2235 7270-71 Fax No : 033-22156823 E-mail ID: sabbas@nichetechpl.com	**Hand Delivery & Registered Post**

— — — — — — — — — — — — — — — — TEAR ALONG THIS LINE — — — — — — — — — — — — — — —

All future correspondence if any should be addressed to Registrar to the Offer at the following address:

NICHE TECHNOLOGIES PVT LTD.

D-511, Bagree Street, 5th Floor,
71, B. R. B. Basu Road,
Kolkata : 700 001
Tel.No. : 033-2235 7270-71
Fax No 033-22156823
Contact Person: Mr. Shoab Abbas
E-Mail: sabbas@nichetechpl.com

PLEASE USE THIS FORM ONLY IF YOU HAVE TENDERED THE SHARES AND WISH TO WITHDRAW YOUR APPLICATION

FORM OF WITHDRAWAL

You have an OPTION TO WITHDRAW the acceptance tendered in response to the Offer any time upto three working days prior to the date of closure of the Offer i.e. on or before Saturday,6th September, 2008. In case you wish to withdraw your acceptance, please use this form.

OFFER SCHEDULE	
OFFER OPENS ON	Saturday, 23rd August, 2008
LAST DATE OF WITHDRAWAL	Saturday,6th September, 2008

From

Name : ____________________

Address : ____________________

____

Tel. No. : ____________ Fax No. : ____________ E-Mail : ____________

NICHE TECHNOLOGIES PVT LTD.
D-511, Bagree Street, 5th Floor,
71, B. R. B. Basu Road,
Kolkata : 700 001
Tel: 91-33-2235 7270-71 **Fax:** 033-22156823
Contact Person: Mr. Shoab Abbas
E-Mail: sabbas@nichetechpl.com

Dear Sir,

Sub: Open Offer for acquisition of 338,92,795 fully paid-up equity shares of Rs. 2/- each representing 20% of the Fully Expanded Equity Share Capital and of the Fully Expanded Voting Capital from the shareholders of Shiva Cement Limited ("SCL") for cash at a price of Rs. 8.66 (including interest of Re. 0.89) per share by Mr. R.P.Gupta, Mr. Akash Gupta, Mr. Vikash Gupta, Mrs. Preeti A. Gupta, Ms. Shilpi Gupta, R.P.Gupta (HUF), Unicon Merchants Private Limited, Mr. Santosh Gupta, Mrs. Usha Gupta, Mr. Anup Gupta and Mr. Amit Gupta (hereinafter collectively called "Acquirers").

I/We refer to the Letter of Offer dated 18th August, 2008 for acquiring the above-mentioned shares.

I/We, the undersigned,have read the Letter of Offer and accept unconditionally its contents including the terms and conditions and procedures as mentioned therein.

I/We have read the procedure for withdrawal of equity shares tendered by me/us in the Offer as mentioned in para 8.18 of the Letter of Offer & unconditionally agree to the terms and conditions mentioned herein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our shares from the Offer and I/We further authorise the Acquirers to return to me/us, the tendered equity share certificate(s) /share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our shares from the Offer, no claim or liability shall lie against the Acquirers /Manager to the Offer/ Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer on or before the last date of withdrawal (i.e Saturday, 6th September, 2008)

I/We note that the Acquirers/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit for the equity shares held in physical form and also for the non-receipt of equity shares held in the dematerialised form in the DP account due to inaccurate/incomplete particulars/ instructions.

I/We also note and understand that the Acquirers will return the original share certificate(s) and share transfer deed(s) only on completion of verification of the documents, signatures etc. and beneficiary position data as available from the Depository from time to time, respectively.

For Shares in Physical Form:

The particulars of the tendered share(s) that I/We wish to withdraw are detailed below:

Ledger Folio No. ____________ No. of Share Certificate(s) ____________

TEAR HERE

— — — — — — — TEAR ALONG THIS LINE — — — — — — —

Folio No.

Acknowledgement Slip

NICHE TECHNOLOGIES PVT LTD.
D-511, Bagree Street, 5th Floor, 71, B.
R. B. Basu Road, Kolkata : 700 001
Tel.No. : 033-2235 7270-71 **Fax No :** 033-22156823
Contact Person: Mr. Shoab Abbas **E-Mail:** sabbas@nichetechpl.com

Received from Mr/Ms.____________________

Form of Withdrawal dated ____________ Number of Certificates ____________ representing ____________ Equity Shares.

#Copy of delivery instruction to DP for____________ Equity Shares.

Delete whichever is not

Stamp of Collection Centre
Signature of Official Date of Receipt

Sr. No.	Certificate Nos.	Distinctive Nos.		No. of Equity Shares
	Tendered	**From**	**To**	
1				
2				
3				
	Withdrawn		**Total SharesTendered**	
1				
2				
3				
			Total Shares Withdrawn	

(Incase of insufficient space, please use additional sheet and authenticate the same.)

For Shares in Dematerialised Form:

I/We hold the following shares in dematerialised form and had tendered the Shares in the Offer and had done an off-market transaction for crediting the shares to “”**Niche Technologies Pvt. Ltd.-SCL-Open Offer - Escrow Account”** whose particulars are:

Depository : **National Securities Depository Limited** (“NSDL”)	Client ID Number : **10014686**
DP Name : **Lohia Securities Limited**	DP ID Number : **IN 302189**

Please find enclosed a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP. The particulars of the account from which my/our equity shares have been tendered are as detailed below:

DP Name	BOID	No. of Equity Shares	Name of Beneficiary

I/We note that the equity shares will be credited back only to that Depository Account, from which the equity shares have been tendered and necessary standing instructions have been issued in this regard.

In case of dematerialised equity shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

I/We confirm that the particulars given above are ture and correct.

Yours faithfully,

Signed & Delivered by

	Full Name(s) of the shareholders	Signature	Verified and Attested (by DP in case of Demat Shares and by Bank in case of Physical Shares)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			

— — — — — — — — — — — — — — TEAR ALONG THIS LINE — — — — — — — — — — — — — —

Note: In case of joint holdings all shareholders must sign. A corporation must affiix its common seal and attach herewith the necessary Board Resolution.

All future correspondence if any should be addressed to Registrar to the Offer at the following address:

NICHE TECHNOLOGIES PVT LTD.

D-511, Bagree Street, 5th Floor,
71, B. R. B. Basu Road, Kolkata : 700 001
Tel.No. : 033-2235 7270-71
Fax No 033-22156823
Contact Person: Mr. Shoab Abbas
E-Mail: sabbas@nichetechpl.com