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 Shree Manufacturing Company Limited ("SMCL / Target Company"). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

Open Offer By
Edge Consultancy Services LLP ("Acquirer")
having its registered Office at:
Shop No. 1, Tanibai Niwas, Plot No. 251, Wadala Station Road, Wadala, Mumbai – 400031
Ph: +91-22- 2414 1314; Fax: +91-22- 2414 1314

to the shareholder(s) of
Shree Manufacturing Company Limited
Registered office: 9 Brabourne Road, 7th Floor, Kolkata – 700 001
Ph:+91-33-2242 4749; Fax: +91-33-2242 6799

To acquire 14,81,902 Equity Shares (including partly paid up shares) of the face value of Rs. 10 each ("Offer Share"), representing in aggregate 26% of the expanded equity share capital of the Target Company at a price of Rs. 1.25 (Rupee One and Twenty Five Paisa only) per fully paid up equity share of Rs.10 each and Re. 0.63 per partly paid up equity share of Rs. 5 each payable in cash.

Please Note:

1. This Offer is being made by the Acquirer pursuant to regulations 3(1) & (4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of SEBI (SAST) Regulations, 2011.
3. There are no statutory approvals required for the purpose of this Offer. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
4. **This Open Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations, 2011.**
5. **There has been no competing offer as on the date of this Letter of Offer.**
6. If there is any upward revision in the Offer Price or the number of Shares sought to be acquired under the Open Offer by the Acquirer, at any time prior to the commencement of the last three working days before the commencement of the tendering period i.e. upto Monday, May 28, 2012, the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirer for all the shares validly tendered anytime during the Tendering Period of the Open Offer.
7. A copy of the Public Announcement, the Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on SEBI's website: www.sebi.gov.in.

Manager to the Offer		Registrar to the Offer	
MICROSEC MICRO FOCUS. MEGA WEALTH	**Microsec Capital Limited** Azimganj House, 2nd Floor 7 Camac Street, Kolkata- 700 017 Tel.: +91-33-2282 9330 (5 Lines) Fax: +91-33-2282 9335 E-mail: mgoenka@microsec.in Website: www.microsec.in **Contact Person Mr. Manav Goenka**		**Purva Sharegistry (India) Private Limited** 9, Shiv Shakti Industrial Estate J .R. Boricha Marg, Off N.M. Joshi Marg Near Lodha Excelus, Lower Parel (E) Mumbai 400 011 Tel.: +91-22-23018261/2301 6761 Fax : +91-22-2301 2517 E-mail: busicomp@vsnl.com Website: www.purvashare.com **Contact Person Mr. Rajesh Shah**

SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

Activities	Day & Date
Public Announcement	Saturday, April 14, 2012
Detailed Public Statement	Friday, April 20, 2012
Last Date for Competing Offer	Monday, May 14, 2012
Identified Date*	Friday, May 18, 2012
Date by which the Letter of Offer will be despatched to the shareholders	Friday, May 25, 2012
Last date for revising the Offer Price/ Offer Size	Monday, May 28, 2012
Last Date by which Board of Target Company shall give its recommendation	Wednesday, May 30, 2012
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers	Thursday, May 31, 2012
Date of Opening of the Offer	Friday, June 01, 2012
Date of Closure of the Offer	Thursday, June 14, 2012
Date of communicating the rejection/ acceptance and payment of consideration for the accepted shares	Thursday, June 28, 2012

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

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RISK FACTORS

RISKS RELATED TO THE OPEN OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRER

RISK RELATED TO THE OFFER

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

a. The Offer involves an offer to acquire 26% of the expanded equity share capital of the Target Company. In the case of oversubscription in the Offer, as per the SEBI (SAST) Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

b. In the event that (a) there is any litigation leading to a "stay" of the Offer, or (b) SEBI instructing the Acquirer 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 the shareholders of the Target Company whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed.

c. The Shares tendered in the Offer will lie in trust with the Registrar until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the equity shares of SMCL. Accordingly, the Acquirer makes no assurance with respect to the market price of the shares both during the tendering period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any shareholder of SMCL on whether to participate or not to participate in the Offer.

RISK RELATED TO ASSOCIATION WITH THE ACQUIRER

The Acquirer makes no assurance with respect to the financial performance of the Target Company or with respect to his investment/divestment relating to his proposed shareholding in the Target Company.

TABLE OF CONTENTS

1 DEFINITIONS

Acquirer / Edge Consultancy Services LLP / ECSL	Edge Consultancy Services LLP ("ECSL") is a limited liability partnership registered under the Limited Liability Partnership Act, 2008 on June 28, 2010 having LLP identity number of AAA - 1693. The registered office is at Shop No. 1, Tanibai Niwas, Plot No. 251, Wadala Station Road, Wadala, Mumbai – 400031
BSE	BSE Limited
CSE	Calcutta Stock Exchange Limited
Date of Closure of Offer	Thursday, June 14, 2012
Eligible Person(s) / Eligible Shareholder(s) for the Offer	All shareholders / beneficial owners (registered or otherwise) of the shares of the Target Company except the Acquirer and the Sellers.
Form of Acceptance/FOA	Form of Acceptance cum Acknowledgement
Identified Date	Date for the purpose of determining the names of shareholders as on such date to whom the Letter of Offer will be sent.
Letter of Offer/LOF	This Letter of Offer dated May 21, 2012
Microsec/MCL/Manager to the offer/MB/Merchant Banker	Microsec Capital Limited, the Merchant Banker appointed by the Acquirer pursuant to regulation 12 of the SEBI SAST Regulations, having registered office at 53 Syed Amir Ali Avenue, 1st floor, Kolkata – 700 019
Offer	Open Offer for acquisition of 14,81,902 equity shares of the Target Company, representing 26% of expanded equity share capital at the Offer Price payable in cash.
Offer Price	Rs. 1.25 (Rupee One and Twenty Five Paisa only) per fully paid up equity share of Rs.10 each and Re. 0.63 per partly paid up equity share of Rs. 5 each.
Detailed Public Statement / DPS	Detailed Public Statement of the Offer made by the Acquirer on April 20, 2012 • In all editions of Financial Express (English); • In all editions of Jansatta (Hindi); • In Kolkata edition of Sokal Bela (Bengali)
Public Announcement/PA	Public Announcement of the Offer made by the Acquirer on April 14, 2012
Registrar/ Registrar to the Offer/ RTA	Purva Sharegistry (India) Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 9, Shiv Shakti Industrial Estate, J .R. Boricha Marg, Off N.M. Joshi Marg, Near Lodha Excelus, Lower Parel (E) Mumbai 400 011
Regulations / SEBI SAST Regulations/ SAST Regulations/ Takeover Code	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
SEBI	Securities & Exchange Board of India
SEBI Act	Securities & Exchange Board of India Act 1992
Sellers	(a) K K Mohta (b) Bharat Mohta (c) Savita Mohta (d) Avanti Mohta (e) S K Mohta (f) Indian Glass & Electricals Ltd (g) Security Company Ltd (h) Chetna Wood Products Pvt Ltd and (i) Acma Industrial Project Pvt Ltd
Share(s)	Equity shares of Shree Manufacturing Company Limited
Shree Manufacturing Company Limited / SMCL/Target Company	A Company incorporated under the Companies Act, 1956 and having its registered office at 9 Brabourne Road, 7th Floor, Kolkata – 700 001
SPA / Share Purchase Agreement	Share Purchase Agreement dated April 14, 2012 entered between the Acquirer & Sellers.
Tendering period	10 (Ten) working days period from the date of opening of offer on Friday, June 01, 2012 to closing of offer on Thursday, June 14, 2012

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the Regulations unless specified.

2 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 DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF SHREE MANUFACTURING COMPANY LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR FOR 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 ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER MICROSEC CAPITAL LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 25, 2012 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER."

3 DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open Offer (the "Offer") is being made by the Acquirer to the shareholders of the Target Company in compliance with regulations 3(1) and 4 of the SAST Regulations triggered pursuant to acquisition of substantial shares and voting rights and control of the Target Company in terms of the Share Purchase Agreement ("SPA") dated April 14, 2012.

3.1.2 The Acquirer has entered into a Share Purchase Agreement ('SPA') on April 14, 2012 with (a) K K Mohta (b) Bharat Mohta (c) Savita Mohta (d) Avanti Mohta (e) S K Mohta (f) Indian Glass & Electricals Ltd (g) Security Company Ltd (h) Chetna Wood Products Pvt Ltd and (i) Acma Industrial Project Pvt Ltd (collectively referred to as the "Sellers"). Under the SPA, the Acquirer has agreed to acquire 3,396,608 fully paid up equity shares of Rs.10/- each, constituting 61.75% of the issued equity share capital of the Target Company at a price of Re. 1/- (Rupee One only) per fully paid-up equity share ("Negotiated Price") and of 2,87,000 fully paid-up 12% Cumulative Redeemable Preference Shares of face value of Rs. 100/- each representing 100% of the total issued Preference capital of the Target Company at a price of Rs. 1.22/- (Rupee One and Twenty Two Paisa only) per fully paid-up preference share in cash (together referred as the "Sale Shares"). The total consideration paid by the Acquirer for 3,396,608 fully paid-up equity shares is Rs. 3,396,608 (Rupees Thirty Three Lacs Ninety Six Thousand Six Hundred Eight only) and for 2,87,000 fully paid-up 12% Cumulative Redeemable Preference Shares is Rs. 3,50,000 (Rupees Three Lac Fifty Thousand only) aggregating to Rs. 37,46,608 (Rupees Thirty Seven Lacs Forty Six Thousand Six Hundred Eight only) ("Purchase Consideration"). As per the stock exchange filings by the Target Company, the Sellers belong to the Promoter Group of the Target Company.

3.1.3 After the completion of this Open Offer and pursuant to the transfer of the shares so acquired, the Acquirer shall hold the majority of the Equity Shares by virtue of which they will be in a position to exercise effective management and control over the Target Company.

3.1.4 **The salient features of the SPA are as follows:**

a) The Acquirer shall purchase from the Sellers and the Sellers shall sell to the Acquirer, as legal and beneficial owners, the Sale Shares free from all encumbrances and together with all rights, title, interest and benefits appertaining thereto, for the Purchase Consideration to the respective Sellers by the Acquirer.

b) The Acquirer shall be entitled to appoint their representatives on the Board of Directors of the Target Company after expiry of 15 working days from the date of Detailed Public Statement on deposit of 100% of the consideration payable in the Open Offer, assuming full acceptance, in cash in the Escrow Account in terms of Proviso to regulation 24(1) read with regulation 17 of the SEBI Takeover Regulations.

c) The Acquirer shall after the expiry of 21 working days from the date of Detailed Public Statement be entitled to, act upon the agreement and may complete the acquisition of shares or voting rights in, or control over the Target Company as contemplated under regulation 22(2) of the SEBI Takeover Regulations on deposit of 100% of the consideration payable in the Open Offer, assuming full acceptance, in cash, in the Escrow Account.

3.1.5 There is no Person Acting in Concert with the Acquirer.

3.1.6 There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in SPA.

3.1.7 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act, 1992.

3.1.8 The Acquirer has deposited an amount of Rs.1,853,000/- (Rupees Eighteen Lacs Fifty Three Thousand only) in cash in an escrow account, which is in excess of 100% of the maximum consideration payable under the Open Offer. Hence, in accordance and in compliance with regulation 24(1) read with regulation 17 of the SEBI (SAST) Regulations, the Acquirer is entitled to appoint its representative on the Board of Directors of the Target Company after a period of 15 working days from the date of the Detailed Public Statement.

3.1.9 The recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy whereof shall be sent to SEBI, BSE, CSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the open offer for every competing offer.

3.2 **Details of the Proposed Offer**

3.2.1 In accordance with regulation 13(4) of the SEBI SAST Regulations, the Acquirer has made a Detailed Public Statement within 5 (five) working days from the date of Public Announcement. In accordance with regulation 14(3) of the SEBI SAST Regulations, the Detailed Public Statement has been published in the following newspapers:

Name of the Newspaper	**Edition**	**Date**
Financial Express (English)	All Editions	April 20, 2012
Jansatta (Hindi)	All Editions	April 20, 2012
Sokal Bela (Bengali)	Kolkata - Edition	April 20, 2012

3.2.2 A copy of the Detailed Public Statement for the Open Offer is also available on the SEBI website (www.sebi.gov.in)

3.2.3 The Acquirer is making an offer to acquire14,81,902 Equity Shares (including partly paid up shares) of the face value of Rs. 10 each ("Offer Share"), representing in aggregate 26% of the expanded equity share capital of the Target Company at a price of Rs. 1.25 (Rupee One and Twenty Five Paisa only) per fully paid up equity share of Rs.10 each and Re. 0.63 per partly paid up equity share of Rs. 5 each payable in cash.

3.2.4 This is not a competing offer and there have been no competing offers as on the date of this letter of offer.

3.2.5 This Offer is neither conditional nor subject to any minimum level of acceptance.

3.2.6 The Acquirer will acquire 14,81,902 Equity shares that are validly tendered in accordance with the terms of the Offer at the offer price.

3.2.7 The Equity Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.8 There are no Persons acting in Concert in relation to this Offer and the equity shares tendered and accepted pursuant to the Offer will be acquired by the Acquirer only.

3.2.9 The Acquirer has not acquired any shares of the Target Company from the date of the PA up to the date of this letter of Offer.

3.2.10 The Manager to the Offer, Microsec Capital Limited does not hold any Equity Shares in the Target Company as at the date of PA. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

3.2.11 Pursuant to this Offer, the public shareholding in the Target Company may reduce to less than the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended and the Listing Agreement. The Acquirer undertakes that if the public shareholding is reduced to below such minimum level they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Listing Agreement and other provisions of applicable laws, within the time period mentioned therein.

3.3 **Object of the Acquisition**

3.3.1 After the completion of this Open Offer and pursuant to the transfer of the shares so acquired, the Acquirer shall hold the majority of the Equity Shares by virtue of which they will be in a position to exercise effective management and control over the Target Company.

3.3.2 The Acquirer has deposited an amount of Rs.1,853,000/- (Rupees Eighteen Lacs Fifty Three Thousand only) in cash in an escrow account, which is in excess of 100% of the maximum consideration payable under the Open Offer. Hence, in accordance and in compliance with regulation 24(1) read with regulation 17 of the SEBI (SAST) Regulations, the Acquirer is entitled to appoint its representative on the Board of Directors of the Target Company after a period of 15 working days from the date of the Detailed Public Statement. Further, as stipulated in regulation 22(2) of the SEBI (SAST) Regulations, after the expiry of 21 working days from the date of the Detailed Public Statement the Acquirer may complete the acquisition of shares or voting rights and control over the Target Company as contemplated in the SPA.

3.3.3 The Acquirer may continue the existing business of the Target Company or may diversify its business activities in future with prior approval of Shareholders. The main purpose of takeover is to expand the Company's business activities through exercising the effective management and control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.

3.3.4 The Acquirer has no plans to alienate any significant assets of the Target Company for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of regulation 25(2) of SEBI (SAST) Regulations.

4 BACK GROUND OF THE ACQUIRER

4.1 Edge Consultancy Services LLP ("ECSL") is a limited liability partnership registered under the Limited Liability Partnership Act, 2008 on June 28, 2010 having LLP identity number of AAA - 1693. The registered office is at Shop No. 1, Tanibai Niwas, Plot No. 251, Wadala Station Road, Wadala, Mumbai – 400031.

4.2 The partners of Edge Consultancy Services LLP are (1) Vishal Pankaj Dedhia, son of Pankaj Hirji Dedhia, residing at 20/4 Agarwal Bhavan, 2nd Floor, Flat No. 10, Rafi Ahmed Kidwai Road, Wadala, Mumbai – 400031 and (2) Vishal Dineshbhai Chavda, son of Dineshbhai Girdharlal Chavda residing at 29 B, " Krupa", Sharda Nagar Society, Kalawad Road, Behind Central School, Rajkot, Gujarat - 360005.

4.3 The Acquirer is engaged in the business of providing financial and management consultancy services.

4.4 There is no Person Acting in Concert ('PAC') with the Acquirer.

4.5 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act, 1992.

4.6 The Acquirer is not related to the Target Company, its Directors and Promoters in any manner whatsoever.

4.7 The Acquirer is an LLP, its shares are not listed or traded on any Stock Exchange.

4.8 Chetan N. Dedhia (Membership No. 044402),Chartered Accountants having office at 48, Patwa Chambers, 104/108, Clive Road, Mumbai – 400 009, Tel No.:022-23481354, Fax No.:022-23484334 has certified vide certificate dated April 14, 2012, that the Net worth of Edge Consultancy Services LLP is Rs. 76,59,529/- (Rupees Seventy Six Lacs Fifty Nine Thousand Five Hundred Twenty Nine Only) as on March 31, 2012.

4.9 As on date of this Letter of Offer, the Partners of the Acquirer do not hold any position on the Board of Directors of any Listed Company. Further, the partners of the Acquirer are not whole time directors in any company.

4.10 The Acquirer has never acquired any shares of the Target Company. Hence the provisions of the chapter V of the SEBI SAST Regulations 2011 or chapter II of the SEBI SAST Regulations 1997 are not applicable to the Acquirer.

5 BACK GROUND OF THE TARGET COMPANY

5.1 Shree Manufacturing Company Limited (bearing CIN No. L36999WB1976PLC030796) was incorporated on November 30, 1976 under the Companies Act, 1956 with the Registrar of Companies, West Bengal. The Target Company obtained the Certificate for Commencement of Business on July 21, 1977 from the Registrar of Companies, West Bengal. The registered office of the Target Company is situated at 9, Brabourne Road, 7th Floor, Kolkata 700001. There has been no change in the name of the Target Company since incorporation.

5.2 The Target Company was incorporated with one of the main objects of acquiring all the assets and liabilities of Indian Copper Corporation Limited (in Members' Voluntary Liquidation) and permitted to carry on business as manufacturers, producers, dealers, purchasers, sellers, processors, importers, exporters, stockiest, agents, brokers, traders, and retailers of all kinds of paper and boards and articles made from paper. At present the Target Company is not engaged in any business activities.

5.3 The shareholders of Indian Copper Corporation Limited (ICC), vide a special resolution passed at the EGM of ICC held on June 13, 1973, decided to put ICC into Members' Voluntary Liquidation. Accordingly, the Target Company was incorporated with one of the main objects of acquiring the undertaking of ICC. As per the agreement dated January 03, 1977 between the Target Company and the liquidators of ICC, all the assets and liabilities of ICC (in Members' Voluntary Liquidation) were transferred to the Target Company. Under the said agreement, erstwhile stockholders of ICC were given option to either become shareholders of the Target Company or take their money in cash. Stockholders of erstwhile Indian Copper Corporation Limited who opted to become members of Target Company have surrendered their stock certificates and have been allotted shares in the Target Company. As on the date of the PA, shareholders of ICC holding 749,860 units of stocks of ICC are yet to surrender their certificates. As and when they surrender their stock certificates, the Target Company shall allot 199,345 equity shares to such stockholders. The present issued equity share capital of the Target Company is Rs. 55,002,770 comprising of 5,500,277 equity shares of Rs. 10 each. Considering the 199,345 equity shares which may have to be allotted to the shareholders of erstwhile ICC, the expanded equity share capital of the Target Company would be Rs. 56,996,220 comprising of 5,699,622 equity shares of Rs. 10 each ("expanded equity share capital").

5.4 The capital structure of the Target Company is as under:

Paid up Equity shares of Target Company	**No. of shares/ voting rights**	**% of shares/ voting rights**
Fully Paid up equity Shares	5,492,907	100
Partly Paid up equity shares	7,370	Nil
Total paid up equity shares	5,500,277	-
Total Voting rights in Target Company	5,492,907	100

5.5 The Equity shares of the Target Company are currently listed on the BSE Limited ("BSE") and the Calcutta Stock Exchange Limited ("CSE"). However, due to non compliances of various provisions of the listing agreement over a period of time, the trading of shares of the Target Company has been suspended by the BSE w.e.f. September 10, 2001 and it remains suspended till date. However, the Target Company has initiated steps to regularize the non compliances and has applied to BSE for revocation of the trading suspension.

5.6 The Target Company does not have any outstanding convertible instruments to be exercised at a later date. However, as explained in para 5.3, there are 199,345 equity shares which may have to be allotted to the shareholders of erstwhile ICC.

5.7 There are 7,370 partly paid up shares in SMCL and these shares are Rs 5/- paid up. Further, the partly paid up shares does not carry voting rights. The Target Company does not have any unlisted shares on the Stock Exchanges.

5.8 As per the information provided, the promoter group of the Target Company has complied with the provisions of Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011.

5.9 As per the information provided, the Target Company has made delays in complying with the provisions of Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,

1997. SEBI may initiate applicable action in terms of the SEBI (SAST) Regulations and provisions of the SEBI Act against the Target Company for delay in compliance of the provisions under Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

5.10 The Board of Target Company as on the date of this Letter of Offer, comprises of 4 (four) Directors. The details of the Board of Directors of SMCL are as below:

Name & Designation	DIN	Date of Appointment	Residential Address
Krishna Kumar Mohta - Director	00702306	November 26, 1991	16B, Judges Court Road, Swasti, Alipore, Kolkata 700027, West Bengal
Bharat Mohta –Director	00392090	June 29, 1998	16B, Judges Court Road, Swasti, Alipore, Kolkata 700027, West Bengal
Vaebhav Bhatter - Independent Director	00693465	March 20, 2003	Penn Court, Flat No.20, Penn Road, Alipore, Kolkata 700027, West Bengal
Jaichand Jhawar – Independent Director	00238712	February 18, 2012	1, Ishan Bose Lane, Ramkrishnapur, Tara Bhawan, Howrah, 711102, West Bengal

Note: As on the date of this Letter of Offer, there are no persons representing the Acquirer on the Board of Directors of the Target Company.

5.11 There has been no merger, de-merger and spin off in the last three years in the Target Company.

5.12 Brief audited financial information of the Target Company for the years ended March 31, 2009, March 31, 2010, March 31, 2011 and 9 months period ended December 31, 2011 are as follows:

Profit & Loss Account

(Rs. in Lacs)

	Year ended			**For the Nine month period ended December 31, 2011**
Particulars	**March 31, 2009**	**March 31, 2010**	**March 31, 2011**	
Income from Operations	-	-	-	-
Other Income	0.85	0.67	0.98	-
Total Income	**0.85**	**0.67**	**0.98**	**-**
Total Expenditure	**1.20**	**0.81**	1.10	0.67
Profit before Depreciation, Interest and Tax	**(0.35)**	**(0.14)**	**(0.12)**	**(0.67)**
Depreciation	-	-	-	-
Interest	-	-	-	-
Profit before Tax	**(0.35)**	**(0.14)**	**(0.12)**	**(0.67)**
Provision for Tax	-	-	-	-
Profit after tax	**(0.35)**	**(0.14)**	**(0.12)**	**(0.67)**

Balance Sheet Statement

(Rs. in Lacs)

	As at			
Particulars	**March 31, 2009**	**March 31, 2010**	**March 31, 2011**	**December 31, 2011**
Sources of funds				
Paid up Equity Share Capital	549.66	549.66	549.66	549.66
Reserves & Surplus (excluding revaluation reserve)	47.78	47.78	47.78	47.78
Profit & Loss Account (Debit Balance)	(1,191.23)	(1,191.37)	(1,191.50)	(1,192.17)
Net Worth	**(593.79)**	**(593.93)**	**(594.06)**	**(594.73)**
Share Suspense	19.75	19.75	19.75	19.75
Preference Share Capital	287.00	287.00	287.00	287.00
Unsecured Loan	249.02	249.02	249.02	249.02
Total	**(38.02)**	**(38.16)**	**(38.29)**	**(38.96)**
Uses of funds				
Net Fixed Assets	-	-	-	-
Investments	-	-	-	-
Net Current Assets	(38.02)	(38.16)	(38.29)	(38.96)
Total	**(38.02)**	**(38.16)**	**(38.29)**	**(38.96)**

Other Financial Data

Particulars	March 31, 2009	March 31, 2010	March 31, 2011	December 31, 2011
Dividend (%)	Nil	Nil	Nil	Nil
Earnings per share (Rs.)	(0.006)	(0.003)	(0.002)	(0.012)*
Return on Net Worth (%)	Negative	Negative	Negative	Negative
Book Value per Share	(10.80)	(10.81)	(10.81)	(10.82)

***** *Non annualized*

Note:

- *Earnings per share computed as the PAT/Number of Outstanding shares as at the end of the year/ period*
- *Return on Networth calculated as PAT/Networth at the end of the year/ period*
- *Book value per share computed as the Networth/ Number of Outstanding shares as at the end of the year/ period*

5.13 As on the date of this Letter of Offer, shareholding in the Target Company before and after the Offer (assuming full acceptances in the Offer) is given in the table below:

Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and offer		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Share holding / voting rights after the acquisition and offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%#	No.	%#	No.	%#	No.	%#
(1) Promoter Group								
a. Parties to agreement, if any	3,396,608	59.59	(3,396,608)	(59.59)	-	-	-	-
b. Promoters other than (a) above	31,841	0.56	-	-	-	-	-	-
Total 1(a+b)	**3,428,449**	**60.15**	**(3,396,608)**	**(59.59)**	**-**	**-**	**-**	**-**
(2) Acquirer								
a. Main Acquirer	-	-	3,396,608	59.59	1,481,902	26.00	4,878,510	85.59
b. PACs	-	-	-	-	-	-	-	-
Total 2(a+b)	**-**	**-**	**3,396,608**	**59.59**	**1,481,902**	**26.00**	**4,878,510**	**85.59**
(3) Parties to agreement other than(1)& (2)	-	-	**-**	**-**	**-**	**-**	-	-
(4) Public (other than parties to agreement, Acquirer)	-	-	-	-	-	-	-	-
a) Institutions (Mutual Funds / UTI, FIs/Banks/FIIs/FVCI etc	612,661	10.75	-	-				
b) Others	1,459,167	25.60	-	-	(1,481,902)	(26.00)	821,112*	14.41
c) To be allotted to the Shareholders of erstwhile ICC	199,345	3.50						
Total (4)(a+b+c)	**2,271,173**	**39.85**	**-**	**-**	**(1,481,902)**	**(26.00)**	**821,112**	**14.41**
GRAND TOTAL (1+2+3+4)	**5,699,622**	**100.00**	**-**	**-**	**-**	**-**	**5,699,622**	**100.00**

* *31,841 equity shares held by Promoter group other than the Sellers shall form part of the public shareholding after the completion of the open offer*

*For the purpose of computing the shareholding %, the share capital of the Target Company as of tenth working day from the date of closure of the Offer has been considered including the shares to be allotted to the members of erstwhile ICC.*

5.14 As on March 31, 2012, there are 11139 shareholders in the public category of the Target Company.

5.15 **Compliance Officer**

Bharat Mohta
9 Brabourne Road
7th Floor, Kolkata – 700 001
Ph:+91-33-2242 4749;
Fax: +91-33-2242 6799

6 OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of offer price

6.1.1 The Equity shares of the Target Company are currently listed on the BSE Limited (BSE) and the Calcutta Stock Exchange Limited ("CSE"). However, due to non compliances of various provisions of the listing agreement over a period of time, the trading of shares of the Target Company has been suspended by the BSE Limited w.e.f. September 10, 2001 and it remains suspended till date..

6.1.2 The equity shares of Target are not frequently traded on BSE & CSE within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations.

6.1.3 The annualized trading turnover during the preceding twelve calendar months prior to April 2012 (the month in which the Public Announcement was made) in the Stock Exchanges is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the 12 months prior to April 2012	Total No. of equity shares listed	Annualised Turnover (in terms of % to total no. of shares)
BSE	NIL	5,500,277	-
CSE	NIL	5,500,277	-

Source: Official data obtained from the Stock Exchanges

6.1.4 The Offer price of Rs. 1.25 (Rupee One and Twenty Five Paisa only) per fully paid equity share of Rs.10 and Re. 0.63 per partly paid up equity share of Rs. 5 each is justified in terms of regulation 8(2) of SEBI (SAST) Regulations in view of the following:

A	Negotiated price		Re. 1.00 per Share
B	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA		Not Applicable
C	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA		Not Applicable
D	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period		Not Applicable
E	**Other financial Parameters**	**Year ended March 31, 2011**	**Nine Month period ended December 31, 2011**
I	Return on Net Worth (%)	Negative	Negative
ii	Book value per share (Rs.)	(10.81)	(10.82)
iii	Earnings per Share (Rs.)	(0.002)	(0.012)

Chetan N. Dedhia (Membership No. 044402), Chartered Accountants having office at 48, Patwa Chambers, 104/108, Clive Road, Mumbai – 400 009, Tel No.:022-23481354, Fax No.:022-23484334 has certified vide certificate dated April 14, 2012 that the offer price of Rs. 1.25 (Rupee One and Twenty Five Paisa only) per fully paid up equity share of Rs.10 and Re. 0.63 per partly paid up equity share of Rs. 5 each is justified in terms of regulation 8(2) of SEBI (SAST) Regulations.

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

6.1.6 As on date there is no revision in Offer price or Offer size. In case of any revision in the open offer price or open offer size, the Acquirer shall comply with regulation 18 of SEBI (SAST) Regulations, 2011 and all the provisions of SEBI (SAST) Regulations, 2011 which are required to be fulfilled for the said revision in the Offer price or Offer size.

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

6.2 Financial Arrangements:

6.2.1 The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 1,481,902 Equity Shares at a price of Rs 1.25 (Rupee one and Twenty Five Paisa only) per Equity Share is Rs. 1,852,378/- (Rupees Eighteen Lacs Fifty Two Thousand Three Hundred Seventy Eight only) ("Maximum Consideration").

6.2.2 The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of its own sources/ networth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Chetan N. Dedhia, (Membership No. 044402), Chartered Accountants, having office at 48, Patwa Chambers, 104/108, Clive Road, Mumbai – 400 009, Tel No.:022-23481354, Fax No.:022-23484334 has certified vide certificate dated April 14, 2012 that sufficient resources are available with the Acquirer for fulfilling the obligations under this Offer in full.

6.2.3 In accordance with regulation 17 of the SEBI (SAST) Regulations, an escrow account has been created in the form of cash deposit for an amount of Rs. 1,853,000/- (Rupees Eighteen Lacs Fifty Three Thousand only) **("Cash Deposit")** placed with HDFC Bank Limited, Central Plaza Branch, 2/6 Sarat Bose Road, Kolkata- 700 020, **('Escrow Bank')** for the performance of the Acquirer's obligations under the SEBI (SAST) Regulations. The cash deposit is in excess of 100% of the maximum consideration payable under the offer.

6.2.4 The Manager to the Offer is authorized to operate the above mentioned Escrow account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

6.2.5 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and money are in place to fulfill the Open Offer obligations.

7 TERMS AND CONDITIONS OF THE OFFER

7.1 All owners of equity shares, except the Acquirer and Sellers, registered or unregistered, are eligible to participate in the Offer any time before closure of the Offer.

7.2 The Letter of Offer, specifying the detailed terms and conditions, together with the Form of Acceptance-cum-Acknowledgement ('Form of Acceptance') and Transfer Deed (for shareholders holding equity shares in the physical form) will be mailed to the shareholders of SMCL whose names appear on the register of members of SMCL, at the close of business hours on Friday, May 18, 2012 (the 'Identified Date'). Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the open offer in any manner whatsoever. A copy of the Letter of Offer (including Form of Acceptance) will be available on SEBI's website www.sebi.gov.in during the period the Offer is open and may also be downloaded from the website.

7.3 There shall be no discrimination in acceptance of locked-in and non-locked in shares. However, the equity shares of the Target Company tendered will be acquired by the Acquirer, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

7.4 The instructions, authorizations and provisions contained in the Form of Acceptance constitute an integral part of the terms of the Offer.

7.5 The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Shareholders of the Target Company. The Acquirer will not be responsible in any manner for any loss of equity share certificate(s) and offer acceptance documents during transit and the shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

7.6 The Acquirer is permitted to revise the Offer Price of shares / No. of equity shares upwards, such upward revision will be made in accordance with regulation 18(4) of the Regulations, not later than Monday, May 28, 2012, any time prior to the commencement of the last three working days before the commencement of the tendering period. If the Offer Price is revised upward, such revised price will be payable to all shareholders who have accepted the Offer and submitted their equity shares at any time during the tendering period to the extent that their shares have been verified and accepted by the Acquirer. The same would be informed by way of Public Announcement in the same newspapers where Detailed Public Statement was published.

7.7 Shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period.

7.8 **Statutory approvals and other approvals required for the offer**

7.8.1 As on the date of this Letter of Offer, there are no statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. If any statutory approvals are required or become applicable, the Open Offer would be subject to the receipt of such statutory approvals also. The Acquirer will not proceed with the Open Offer in the event such statutory approvals are refused in terms of regulation 23 of the SEBI (SAST) Regulations, 2011. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

7.8.2 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of regulation 18(11) of the SEBI (SAST) Regulations.

7.8.3 There are no conditions stipulated in the agreement between the Sellers and the Acquirer, the meeting of which would be outside the reasonable control of the Acquirer and in view of which the offer might be withdrawn under regulation 23 of the SEBI (SAST) Regulations.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 Shareholders of the Target Company who wish to avail of and accept the offer shall send/ deliver the Form of Acceptance cum acknowledgment along with all the relevant documents to the Registrar to the offer at below mentioned address:

Purva Sharegistry (India) Private Limited
9, Shiv Shakti Industrial Estate
J .R. Boricha Marg, Off N.M. Joshi Marg
Near Lodha Excelus
Lower Parel (E), Mumbai 400 011
Tel.: +91-22-23018261/2301 6761
Fax : +91-22-2301 2517
E-mail: busicomp@vsnl.com
Website: www.purvashare.com
Contact Person Mr. Rajesh Shah

Acceptances may be sent by way of hand delivery on weekdays or by registered post, so as to reach on or before the closure of the Offer, i.e. Thursday, June 14, 2012 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance cum acknowledgment.

8.2 Shareholders who hold equity shares of SMCL and wish to tender their equity shares pursuant to the Offer will be required to submit the Form of Acceptance cum acknowledgment, Original Share Certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer, so as to reach on or before the closure of the Offer, i.e. Thursday, June 14, 2012.

8.3 Unregistered owners or shareholders who have not received the Letter of Offer may send their consent, to the Registrar to the Offer, on a plain paper stating the name, address, folio number, distinctive numbers, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer. No Indemnity is required from the unregistered owners. A copy of the Letter of Offer (including Form of Acceptance cum acknowledgment) will be available on SEBI's website www.sebi.gov.in during the period the Offer is open and may also be downloaded from the website.

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

8.5 **THE SHARES AND THE OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT DIRECTLY TO THE ACQUIRER OR THE TARGET COMPANY OR THE MANAGER TO THE OFFER**

8.6 The Registrar to the Offer will hold in trust the Share Certificate(s), Form of Acceptance cum acknowledgment and the transfer deed(s) on behalf of the shareholders of SMCL who have accepted the Offer, until the cheques/drafts for the consideration and/or the unaccepted equity shares / share certificates are dispatched/ returned.

8.7 **Mode of making payment**

The payment of consideration, if any, would be done through any of the following modes:

a) National Electronic Clearing System (NECS) – The payment of consideration through NECS is mandatory for applicants having a bank account at any of the centres where such facility is available, except where the applicant, being eligible, opts to receive payment through direct credit or RTGS.

b) Direct Credit – Shareholders having bank accounts with the Escrow Banker, in this case being, HDFC Bank Limited shall be eligible to receive considerations through direct credit. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirer.

c) RTGS – Shareholders having a bank account at any of the centres where such facility is available and whose consideration amount exceeds Rs. One Lac, have the option to receive payment through RTGS. Such eligible shareholders who indicate their preference to receive payment through RTGS are required to provide the IFSC code in the Acceptance-cum-acknowledgement form. In the event the same is not provided, payment shall be made through NECS. Charges, if any, levied by the Escrow Bank(s) for the same would be borne by the Acquirer. Charges, if any, levied by the shareholders's bank receiving the credit would be borne by the shareholder.

d) National Electronic Fund Transfer (NEFT) – Payment of consideration shall be undertaken through NEFT wherever the shareholders' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of consideration, duly mapped with MICR numbers. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.

e) For all other shareholders, the payments will be dispatched through Speed Post/ Registered Post. Such payments will be made by cheques, pay orders or demand drafts drawn on HDFC Bank Limited and payable at par.

8.8 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the Shareholder's / unregistered owner's sole risk to the sole / first Shareholder.

8.9 Any shares that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the Shareholder(s) of the Target Company may be precluded from transferring the Shares during pendency of the said litigation are liable to be rejected unless directions / orders regarding the free transferability of such shares are received.

8.10 While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring the shares of the Target Company and a 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 Acquirer before remitting the consideration. In case the previous RBI approvals are not submitted, the Acquirer reserve the right to reject such shares tendered. In case the aforesaid No Objection Certificate/ Tax Clearance Certificate is not submitted, the Acquirer will deduct tax at the currently prevailing rate as advised by their tax advisors on the entire consideration amount payable to such NRI / OCB /Non-domestic companies / other persons who are not resident in India.

8.11 Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot.

8.12 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of regulation 18(11) of the SEBI (SAST) Regulations 2011.

9 DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at Azimganj House, 2nd Floor 7, Camac Street, Kolkata 700 017 from 10.30 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

a) Certificate of Incorporation of Edge Consultancy Services LLP.

b) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.

c) Certificate dated April 14, 2012 issued by Chetan N. Dedhia (Membership No. 044402),Chartered Accountants having office at 48, Patwa Chambers, 104/108, Clive Road, Mumbai – 400 009, Tel No.:022-23481354, Fax No.:022-23484334, certifying the net worth of the Acquirer.

d) Certificate dated April 14, 2012 issued by Chetan N. Dedhia (Membership No. 044402),Chartered Accountants having office at 48, Patwa Chambers, 104/108, Clive Road, Mumbai – 400 009, Tel No.:022-23481354, Fax No.:022-23484334, confirming that the Acquirer has adequate financial resources available for meeting its obligations under the Open Offer.

e) Audited Financials of Shree Manufacturing Company Limited for the years ended March 31, 2009, 2010, 2011 and for the nine month period ended December 31, 2011.

f) Copy of letter from HDFC Bank Limited confirming the cash deposit of Rs.18.53 Lacs in the escrow account with a lien marked in favour of the Manager to the Offer.

g) Copy of the SPA dated April 14, 2012 which triggered the Open Offer.

h) Copy of the PA dated April 14, 2012, the DPS dated April 20, 2012, Advertisement of Schedule of Activities for Open Offer dated May 31, 2012.

i) Copy of the recommendation of the committee of independent directors of the Board of Directors, as required under Regulation 26(7) of the SEBI (SAST) Regulations, 2011.

j) Copy of the letter from SEBI dated May 16, 2012 containing its comments on the Letter of Offer.

10 DECLARATION BY THE ACQUIRER

The Acquirer accepts full responsibility for the information contained in this Letter of Offer and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011. The Acquirer would be responsible for ensuring compliance with the Regulations.

For and on behalf of the Acquirer
Edge Consultancy Services LLP

Vishal Pankaj Dedhia
Designated Partner

Date: May 21, 2012
Place: Mumbai

Encl.:

1) Form of Acceptance-cum-Acknowledgement

2) Transfer Deed

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

- Please submit this Form with the enclosures to the Registrar to the Offer as mentioned in the Letter of Offer
- Please read the enclosed Letter of Offer dated May 21, 2012 carefully before filing this Acceptance Form
- All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer
- Each shareholder of **Shree Manufacturing Company Limited** to whom this Offer is being made, is free to offer his Equity Shares in whole or in part while accepting the Offer

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
SHREE MANUFACTURING COMPANY LIMITED OPEN OFFER

		OFFER
From:	**OFFER OPENS ON :**	**FRIDAY, JUNE 01, 2012**
Name	**OFFER CLOSES ON :**	**THURSDAY, JUNE 14, 2012**

Folio No.:

Purva Sharegistry (India) Private Ltd
9, Shiv Shakti Industrial Estate
J .R. Boricha Marg, Off N.M. Joshi Marg
Near Lodha Excelus Lower Parel (E),
Mumbai 400 011
Tel.: +91-22-23018261/2301 6761
Fax : +91-22-2301 2517
E-mail - busicomp@vsnl.com
Contact Person: Mr. Rajesh Shah

Dear Sir,

Sub: Open Offer to the shareholders of Shree Manufacturing Company Limited to acquire from them 14,81,902 Equity Shares (including partly paid up shares) of the face value of Rs. 10 each ("Offer Share"), representing in aggregate 26% of the expanded equity share capital of the Target Company at a price of Rs. 1.25 (Rupee One and Twenty Five Paisa only) per fully paid up equity share of Rs.10 each and Re. 0.63 per partly paid up equity share of Rs. 5 each payable in cash

I/We refer to the Letter of Offer dated May 21, 2012 for acquiring the equity shares held by me/us in Shree Manufacturing Company Limited.

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

I/We, accept the Offer and enclose the original Equity Share certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below:

Sl. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s)		No. Of shares
			From	To	
1					
2					
3					
4					
				Total Number of Shares	

Note: Please attach an additional sheet of paper if the above space is insufficient 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 Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

Enclosures (Please tick as appropriate, if applicable)

☐ Duly attested Power of Attorney, if any person apart from the shareholder, has signed the acceptance from or transfer deed(s).

☐ Corporate authorization in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories.

☐ Duly attested Death Certificate/ Succession Certificate (in case of single shareholder) in case the original shareholder has expired.

☐ No Objection Certificate & Tax Clearance Certificate under Income-tax Act, 1961, for NRIs/OCBs/Foreign Shareholders as applicable

☐ RBI approval for acquiring Equity Shares of Shree Manufacturing Company Limited hereby tendered in the Offer, for NRIs/OCBs/Foreign Shareholders as applicable

☐ Others (please specify):____

I/We confirm that the Equity Shares of Shree Manufacturing Company Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer 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 and I/We further authorize the Acquirer to return to me/us, Equity Share certificate(s)/ Equity Shares in respect of which the offer is not found valid/not accepted without specifying the reasons thereof.

I/We authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered / Speed Post as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address recorded with the Company.

I/We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the Equity Share certificates comprising the Equity Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

BANK DETAILS

So as to avoid fraudulent encashment in transit, the Shareholder(s) should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. Please indicate the preferred mode of receiving the payment consideration, (Please tick)

1) Electronic Mode: __________________2) Physical Mode: _______________________________________

Sr. No.	**Particulars**	**Details**
1.	Name of the Bank	
2.	Complete Address of the Bank	
3.	Account Type (CA/SB/NRE/NRO/Others – Please mention)	
4.	Account No.	
5.	9 Digit MICR Code	
6.	IFSC code (for RTGS/NEFT transfers)	

Yours faithfully,

Signed and Delivered

	Full Name (s) of the holders	Signature(s)
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Note: In case of joint holdings all must sign. A corporation must affix its rubber stamp and submit Board Resolution. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.

Address of First/Sole Shareholder ____

____

Place: Date:

PLEASE REFER TO THE DETAILED INSTRUCTIONS FOR PROCEDURE FOR ACCEPTANCE AND SETTLEMENT IN THE LETTER OF OFFER

--TEAR ALONG THIS LINE---

ACKNOWLEDGEMENT SLIP

SHREE MANUFACTURING COMPANY LIMITED OPEN OFFER

(to be filled in by the shareholders) (subject to verification)

Received from Mr./Ms./M/s ____

residing / having registered office ____ ______________ __a Form of Acceptance cum Acknowledgement for _________ Equity Share(s) along with Share Certificate(s) ________Transfer Deed(s) under Folio No. ________________________ for accepting the Offer made by the Acquirer.

Stamp of Registrar	Signature of Official	Date of Receipt

General Instructions

1) **In case of shares held in joint names**, names of shareholders should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold shares in **Shree Manufacturing Company Limited**, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.
2) **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.
3) **Non-resident shareholders** should enclose copy (ies) of permission received from Reserve Bank of India to acquire shares held by them in **Shree Manufacturing Company Limited.**
4) **In case of bodies corporate**, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) for the sale of shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.
5) **All the shareholders** should provide all relevant documents which are necessary to ensure transferability of the shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
   a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
   b) Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
   c) No Objection Certificate from any lender, if the shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

--**TEAR ALONG THIS LINE**---------------------------------------

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No.

Purva Sharegistry (India) Private Ltd.
9, Shiv Shakti Industrial Estate
J .R. Boricha Marg
Off N.M. Joshi Marg
Near Lodha Excelus, Lower Parel (E)
Mumbai 400 011
Tel.: +91-22-23018261/2301 6761
Fax: +91-22-2301 2517
Contact Person: Mr. Rajesh Shah
E-mail - busicomp@vsnl.com