PUBLIC ANNOUNCEMENT

For the attention of the Equity Shareholders of

SHREE OM TRADES LIMITED

Registered Office: 48, Indranarayan Road, Santacruz (West), Mumbai 400 054 ; Ph. No.022 26494492 ; Fax No. 022 26495486

CASH OFFER OF RS. 23.00 PER SHARE FOR ACQUISITION OF UP TO 49,800 EQUITY SHARES FROM SHAREHOLDERS ("OFFER")

This Public Announcement (the "PA") is being issued by the Manager to the Offer i.e. **Arihant Capital Markets Limited**, on behalf of the Acquirers, Mr. Gautam Mehta and Mr. Jaimin Mehta, pursuant to and in compliance with Regulations 10 and 12 of Chapter III of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("SEBI (SAST) Regulations, 1997" or the "Regulations").

1. BACKGROUND TO THE OFFER

A. This open offer (the "Open Offer") is being made pursuant to Regulations 10 & 12 of the SEBI (SAST) Regulations, 1997 as aforesaid, to the public shareholders of Shree Om Trades Limited (hereinafter referred to as "SOTL", the "Target Company" or the "Company"), by Mr. Gautam Mehta s/o Mr. Gordhandas Mehta, and Mr. Jaimin Mehta s/o Mr. Gautam Mehta, both residing at 52, Marble Arch, Peddar Road, Mumbai : 400 026, Tel no: 40301000; Fax No 23634554, ("the Acquirers") to acquire up to 49,800 fully paid-up equity shares of Rs. 10 each representing 20% of the paid up equity share capital of SOTL, at a price of Rs. 23.00 (Rupees Twenty Three only) per Share ("**Offer Price**") payable in cash subject to the terms and conditions mentioned hereinafter. There are no other individuals or other entities/persons who are acting in concert with the Acquirers for the purpose of the Open Offer.

B. On October 29, 2008, the Acquirers have entered into a Share Purchase Agreement ("SPA") with the existing Promoters and Promoter Group Entities of the Target Company viz. (1) M/s Lokhandwala Estates and Development Company Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 48, Indranarayan Road, Santacruz (West), Mumbai : 400 054 and (2) Ms. Tasneem S. Lokhandwala w/o Late Siraj Lokhandwala, aged 55 years, residing at Lokhandwala Bungalow, Sarojini Naidu Road, Santacruz (West), Mumbai 400 054, (hereinafter collectively referred to as the "Sellers") to acquire an aggregate of 1,37,450 (One Lakh Thirty Seven Thousand Four Hundred and Fifty) fully paid-up Equity Shares of face value Rs.10/- (Rupees Ten) each representing 55.20% of the current paid up and voting equity share capital of SOTL ("**Sale Shares**") at a price of Rs. 22.00 (Rupees Twenty Two Only) per fully paid up equity share payable in cash ("Negotiated Price") and such transaction (the "Acquisition") in the manner set forth herein below :

Sellers			Acquirers		
Name of the shareholders	**No. of Equity Shares**	**% w.r.t. to the total paid up capital**	**Name of the shareholders**	**No. of Equity Shares**	**% w.r.t. to the total paid up capital**
Lokhandwala Estates & Development Company Private Ltd.	109,500	43.98	Mr. Gautam Mehta	55,000	22.09
			Mr. Jaimin Mehta	54,500	21.89
Ms.Tanseen S. Lokhandwala	27,950	11.22	Mr. Jaimin Mehta	27,950	11.22
Total	**137,450**	**55.20**	**Total**	**137,450**	**55.20**

C. The total consideration payable in cash for the shares being acquired under the SPA is Rs. 30,23,900 (Rupees Thirty Lacs Twenty Three Thousand Nine Hundred only).

D. The Negotiated Price per Sale Share shall be paid in the form of cash. The Acquirers have not paid any other monetary consideration, whether by way of any non-compete fee or otherwise, or pursuant to any non-compete agreement for acquisition of the Shares of SOTL.

E. The SPA governs the rights and obligations, inter-se, of each of the parties to the SPA and in accordance with the terms of SPA, on the closing date i.e. within 2 business days from the later of the happening of (i) the Acquirers having complied with the provisions of, and fulfilled their obligations under, the SEBI (SAST) Regulations, 1997 for the making and completion of open offer for Shares of the Company; or (ii) Manager to the Offer having certified the unconditional fulfillment of the provisions of the SEBI (SAST) Regulations, 1997 by the Acquirers; (a) SOTL will submit to the Acquirers and the Sellers a certificate to the effect that respective warranties and representations continue to be true and correct as on the Closing Date with the same effect as though such warranties and representations had been made as of such date. (b) Sellers will cause SOTL to convene a meeting of the Board of Directors at which meeting (1) the transfer of Sale Shares in favour of the Acquirers will be approved and (2) the existing directors on the Board of SOTL shall resign.

F. The SPA further provides that (i) the Sellers shall ensure that, from the date of execution of SPA until completion, SOTL will carry on business in all material respects in the ordinary and usual course with due care and diligence and in the manner and scope carried on as at the date of execution of SPA and (ii) the Sellers shall ensure that SOTL provides, to the extent permitted under applicable law; necessary information and reasonable access to information to the Acquirers and/or their representatives, as may be required for or in connection with the Open Offer. Further, the Acquirers have undertaken to adhere to the SEBI (SAST) Regulations, 1997 and to complete the Open Offer in accordance with the terms thereof and that the Acquirers shall not apply for the transfer of any Sale Shares of SOTL, in their name unless and until the Manager to the Offer has certified the unconditional fulfillment of the provisions of the SEBI (SAST) Regulations, 1997 by the Acquirers.

G. Each of the Sellers and the Acquirers has entered into an escrow agreement with Crawford Bayley & Co. for the purpose of securing the due performance by them of their obligations under the SPA. Pursuant to this, the Sellers, the Acquirers and the Escrow Agent have entered into an Escrow Agreement dated October 29, 2008 which set out the processes in relation to the escrow.

H. As on date of this PA, the paid up equity share capital of SOTL is Rs. 24,90,000 represented by 2,49,000 equity shares of Rs. 10 each. Therefore while determining 20% of the paid up equity share capital for the purpose of minimum public offer, the paid up equity share capital of Rs. 4,98,000 represented by 49,800 equity shares of Rs. 10 each is considered in terms of Regulation 21(5) of the SEBI (SAST) Regulations, 1997 which provides that for the purpose of determining minimum 20% of the voting capital of the Target Company, voting rights at the expiration of 15 days from the closure of the proposed open offer shall be reckoned.

I. As the aggregate equity stake of the Acquirers in the paid up equity share capital of SOTL, after the transfer of Sale Shares covered in the SPA will be more than the stipulated threshold of 15% in compliance with Regulations 10 and 12 of the SEBI (SAST) Regulations, 1997, the Acquirers are hereby making the Open Offer, to acquire up to 49,800 equity shares of Rs. 10 each representing 20% of the issued, subscribed and paid up equity share capital of SOTL from the public shareholders of SOTL at the Offer Price i.e. Rs. 23.00 per equity share, payable in cash, subject to the terms and conditions, mentioned hereinafter. Equity shares that would be tendered in the valid form in terms of the Open Offer will be transferred in favour of the Acquirers upon completion of the Open Offer formalities. The Open Offer will be made to those shareholders whose names appear on the Register of Members on the Specified Date i.e. Friday, November 28, 2008.

J. There are no outstanding partly paid equity shares or any other instrument convertible into equity shares at a future date, in the books of the Target Company on the date of the PA.

K. The shares of the Target Company are listed on the Bombay Stock Exchange Limited, Mumbai (the "BSE"). The shares are not admitted as permitted security in any other Stock Exchange. The shares are infrequently traded as per the data available with the BSE (Source: **www.bseindia.com**) within the meaning of explanation (i) to Regulation 20(5) of the Regulations.

L. The Acquirers have not acquired any equity shares / voting rights in the Target Company during the twelve (12) months period preceding to the date of PA other than as mentioned in paragraph B above. The Acquirers have not acquired any equity shares during the last 26 weeks period prior to the date of this PA by way of (a) allotment in public issue or (b) allotment in rights issue or (c) preferential allotment except as per the details given above. The Acquirers do not hold any equity shares carrying voting rights in the Target Company as on the date of this PA.

M. Neither the Acquirers nor the Target Company nor the Sellers have been prohibited by the Securities and Exchange Board of India (hereinafter referred to as "SEBI") from dealing in securities, in terms of direction under Section 11B of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "SEBI Act") or under any of the Regulations made under the SEBI Act.

N. The Acquirers do not have any representatives on the Board of the Target Company as on the date of this PA. However, the Acquirers propose to reconstitute the board of directors of the Target Company as per Regulation 22(7) of SEBI (SAST) Regulations, 1997 and/or upon completion of Open Offer formalities.

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

P. The Manager to the Open Offer i.e. **Arihant Capital Markets Limited** does not hold any shares in the Target Company as on the date of the PA. They declare and undertake that they shall not deal in the shares of the Target Company on their own account during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer.

Q. This is not a competitive bid.

R. The Offer is not subject to any **minimum level** of acceptance from the shareholders i.e. it is not a conditional offer and the Acquirers will be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 49,800 equity shares that are tendered in the valid form in terms of the Offer subject to the terms and conditions mentioned in this PA and the Letter of Offer ("LOF") to be mailed to the shareholders of SOTL.

S. The Acquirers have not entered into any inter-se agreement for the purpose of allocation of the shares received in the Offer.

2. THE OFFER PRICE

A. The shares of the Target Company are listed only at the "BSE".

B. The shares are not admitted as permitted security in any other Stock Exchange.

C. The annualised trading turnover is less than 5% (by number of equity shares) of the total number of listed equity shares. Accordingly, the equity shares of the Target Company are deemed to be infrequently traded at the BSE. The Offer Price of Rs. 23.00 (Rupees Twenty Three only) per fully paid up equity share of SOTL is justified in terms of Regulation 20 (5) of the Regulations since the same has been determined after considering the following :

a.		Negotiated Price	Rs. 22/-	
b.		Highest Price paid by the Acquirers for acquisition, if any, including by way of allotment in a public or rights issue or a preferential issue during the period of 26 weeks prior to the date of PA.	Not Applicable	
c.		The highest and the average price paid by the Acquirers for acquisition of shares of the Company during the 2 weeks period prior to the date of PA	Not Applicable	
d.		**Other Parameters**		
		Based on audited financials as on	March 31, 2008	September 30, 2008
	1.	Return on Net worth (%)	NA (since the Company is loss making)	1.85*
	2.	Book Value (Rs.)	Rs. 21.35 per share	Rs. 21.76 per share
	3.	Earning Per Share (Rs. per equity share of face value of Rs. 10/- each)	NA (since the Company is loss making)	0.40*
	4.	PE multiple	Not applicable since there are no business operations	

* Not annualized

D. The Offer Price is justified as it is higher than the price being paid for acquisition of Sale Shares by the Acquirers through the SPA. The Equity Shares being infrequently traded, the Offer price is justified considering EPS, the Book Value, Return on Net worth etc. as on 31.03.2008 and on 30.09.2008.

E. In the opinion of the Acquirers and Manager to the Offer, the Offer price of Rs.23.00 (Rupees Twenty Three only) per fully paid Equity Share is justified.

F. The Acquirers have not paid any other monetary consideration, whether by way of any non-compete fee or otherwise, or pursuant to any non-compete agreement for acquisition of the Shares of SOTL.

G. The Offer Price is justified in terms of Regulation 20 (11) of the Regulations.

H. In the event of any further acquisition of Equity Shares by the Acquirers upto 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, the Acquirers shall not be acquiring any Equity Shares of SOTL during the period of 7 working days, prior to the date of closure of the Offer.

I. This PA is being released, as per Regulation 15(1) of the SEBI (SAST) Regulations, 1997 in Financial Express (English) all editions, Jansatta (Hindi) all editions and Navshakti (Marathi) Mumbai edition only - as the registered office of the Target Company is situated in Mumbai and the Equity Shares of the Target Company are listed on BSE.

3. INFORMATION ABOUT THE ACQUIRERS

A. The Offer is being made by Mr. Gautam Mehta and Mr. Jaimin Mehta.

B. Mr. Gautam Mehta, aged 57 years, is the son of Mr. Gordhandas Mehta and resides at 52, Marble Arch, Peddar Road, Mumbai 400 026, (Tel no: 40301000; Fax No 23634554, email: tanaayagems@gmail.com). He has done GCD from Siddharth College, Mumbai. He has vast experience in the manufacture, exports and trading of gems, jewellery and diamonds. He started his business at the age of 22 years in diamond industry in 1976. In 1992, he set up his own proprietary concern "M/s. Gautamkumar & Co.", and commenced the business of export of rough and polished diamonds. This proprietary concern was then converted into a partnership firm in 1993 and eventually into a company, presently known as Tanaaya Gems & Jewellery Exports Limited ("Tanaaya") It has a manufacturing unit at Malad for manufacture of diamond studded gold jewellery. Presently, Mr. Gautam Mehta is the Chairman and Managing Director of Tanaaya. He is also a promoter - director of Euro Diamonds Private Limited and Jaimin Jewellery Exports Private Limited and is a director of Shanta Properties Private Limited.

C. Mr. Jaimin Mehta, aged 25 years is the son of Mr. Gautam Mehta and resides at 52, Marble Arch, Peddar Road, Mumbai 400 026 (Tel no : 40301000 ; Fax No 23634554, email: jaimin1230@gmail.com). He is a graduate in commerce and a diploma holder from the Gemological Institute of America. He has experience of about three years in the business of cut and polished diamonds, gems and jewellery. He is a promoter and director of Euro Diamonds Private Limited, Jaimin Jewellery Exports Private Limited (previously a partnership firm till 27.03.08) and Tanaaya Gems & Jewellery Exports Limited. He is also an Executive Director of Tanaaya Gems & Jewellery Exports Limited.

D. Compliance with requirements of Chapter II of the Regulations is not applicable to the Acquirers since they do not hold any shares of SOTL on the date of the PA.

E. Mr. Pawan Agarwal, Proprietor of M/s P.G. Agarwal & Company, Chartered Accountants, having their office at 407, Vyapar Bhawan, 49, P. D'Mello Road, Mumbai - 400 009 (Membership No. 32384), Tel No: 022 23715757 has certified vide certificate dated October 29, 2008 that the net worth of Mr. Gautam Mehta and Mr. Jaimin Mehta as on June 30, 2008 is Rs. 25.08 Crores (Rupees Twenty Five Crores and Eight Lacs only) and Rs. 6.46 Crores (Rupees Six Crores and Forty Six Lacs only) respectively and that the Acquirers have sufficient resources to fulfill the obligation under this Open Offer.

F. The Acquirers intend to seek a reconstitution of the Board of Directors of the Target Company in accordance with the provisions of the Regulations. For this purpose, the Acquirers have arranged to deposit in the escrow account one hundred percent of the total consideration payable in cash assuming full acceptance of the Offer with lien in favour of Manager to the Offer. As such the Acquirers are entitled to appoint directors to the Board of SOTL after a period of 21 days from the date of this PA.

G. There is no other person/individual/entity acting in concert with the Acquirers for the purposes of the Offer.

4. INFORMATION ABOUT THE TARGET COMPANY

A. The Company was incorporated as a public limited company under the Companies Act, 1956 on March 26, 1983 with the Registrar of Companies, Maharashtra at Mumbai in the name and style of Shree Om Trades Limited. It obtained the certificate for commencement of business on April 12, 1983.

B. The registered office of the Company is located at 48, Indranarayan Road, Santacruz (West), Mumbai 400 054. (Phone No.022 26494492, Fax 022 26495486, email-id: info@lokhandwala.com).

C. SOTL was originally promoted by Mr. Raj Kumar Bothra, Mr. Shyamal Ghosh and Ms. Sulochna Devi Agrawal. They also constituted the Board of Directors and Management of the Company. Mr. Siraj Lokhandwala and Ms. Tasneem Lokhandwala alongwith the entities controlled by them acquired control over the Company in 1984, by being appointed on the Board of Directors of SOTL on September 10, 1984 and by acquiring controlling stake in the shares of SOTL on October 31, 1984.

D. As on the date of the Public Announcement, Ms. Tasneem Lokhandwala and M/s Lokhandwala Estates and Development Company Private Limited are the promoters/persons in control of the Company.

E. SOTL did its maiden public issue of 1,50,000 equity shares in February, 1984.

F. The present Directors of SOTL are Ms. Tasneem Lokhandwala (Promoter, Non-Executive Director), Ms. Yasmin Sarma (Promoter, Non-Executive Director), Mr. Zohar S. Lokhandwala (Promoter, Non-Executive Director), Mr. Shivrao Prabhu (Independent Director), Mr. Homi Sukheswala (Independent Director) and Mr. Dhitendra P. Badani (Independent Director).

G. The Marketable lot for the Shares of SOTL is 50. The shares of the Company are held and traded in the physical form only and have not been dematerialized. The Equity Shares of SOTL are traded on BSE in the 'Z' category.

H. The authorized share capital of SOTL as on date is Rs.100 lacs divided into 10,00,000 (Ten lacs) equity shares of Rs. 10/- (Rupees Ten) each. The issued, subscribed and paid - up capital of the Company is Rs. 24.90 Lacs divided into 2,49,000 fully paid up equity shares of Rs. 10/- each. There are no partly paid up shares in SOTL. Details of paid up shares are as follows :

Paid up share capital of the company	No. of shares	%
Fully paid up equity shares	2,49,000	100
Partly paid up equity shares	NIL	NA

I. All the shares of SOTL are listed and permitted for trading on BSE. The shares of SOTL are not frequently traded on BSE as per available information.

J. SOTL was incorporated for carrying on business of trading and to act as merchants, importers, buyers, sellers, of all kinds of materials, commodities, articles and goods.

K. The Company has not carried on any business operations in the last three years.

L. Brief Financials of SOTL based on the audited financial statements are as follows: Rs. (In Lacs)

Particulars	For year ended 31.03.2008	For period ended 30.09.2008
Total Income	1.99	3.19
Total Expenditure	0.47	0.68
Loss on sale of investments	0	3.40
Profit / (Loss) Before Tax	1.52	(0.89)
Adjusted Profit After Tax / (Loss)	1.00	(3.02)
Paid up Equity Share Capital	24.90	24.90
Reserves and Surplus	29.27	28.27

5. REASON FOR THE OFFER AND FUTURE PLANS

A. 1 The Acquirers are interested in taking over the management and control of SOTL as strategic investment is the object and purpose of this Acquisition.

A. 2 The reason for the Acquisition is substantial acquisition of Shares and voting rights of SOTL, accompanied by control change in and management. Therefore, the Offer is being made in accordance with Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997.

B. 1 The Offer to the public shareholders of SOTL is for acquiring 20.00% of the total paid up capital / voting rights.

B. 2 After the proposed Offer, the Acquirers will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

C. 1 The Acquirers would cause the Company to amend the object clause :

a) to commence business and activities of importing, exporting, manufacturing, designing and processing of diamonds, diamond studded, precious and semi precious stones, gold and silver jewellery;

b) to establish a special economic zone unit for gems and jewellery either in the Target Company or in a 100% subsidiary of the Target Company; and

c) to carry on business of generation, distribution, transmission and supply of power/energy including that generated by conventional, non-conventional methods.

C. 2 The Acquirers would cause the Company to increase its share capital, in one or more tranches, immediately after the closure of the Offer and/or from time to time.

D. 1 Subject to satisfaction of the provisions under the Companies Act, 1956 and other Regulation(s), the Acquirers intend to seek a reconstitution of the Board of Directors of SOTL in accordance with the provisions of the Regulations

D. 2 Since the Acquirers have deposited, in the escrow account, one hundred percent of the total consideration payable in cash, in terms of second proviso to Regulation 22(7) of the Regulations, the Acquirers are entitled to appoint directors on the Board of Directors of the Target Company after a period of twenty one days from the date of PA.

D. 3 The Acquirers are yet to decide on the names of the persons to be inducted into the Board.

E. 1 SOTL does not have any fixed assets.

E. 2 The Acquirers do not currently have any plans to dispose off or otherwise encumber any assets of SOTL in the succeeding two years from the date of closure of the Offer, except as required for the purpose of restructuring and/or rationalization of assets, operations, investments, liabilities, or otherwise of the Target Company for commercial reasons and operational efficiencies.

E. 3 The Acquirers undertake that they shall not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the Shareholders.

E. 4 The Acquirers would take appropriate decisions in the aforesaid matters, as per the requirements of business and in line with opportunities or changes in the economic scenario, from time to time.

6. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

A. No approval from any bank or financial institutions is required for the purpose of this Open Offer, to the best of the knowledge of the Acquirers.

B. As on the date of PA, to the best of the Acquirers' knowledge, no other statutory approvals are required to be obtained for the purpose of this Open Offer.

C. The Open Offer would be subject to all the statutory approvals that may become applicable at a later date before the completion of the Open Offer. The Acquirers will have the right not to proceed with the Offer in the event any of the approvals are refused, in terms of Regulation 27(1) (b) of the Regulations.

D. In case of delay due to non-receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirers for payment of consideration to the shareholders subject to Acquirers agreeing to pay interest to the shareholders for delay beyond 15 days from the date of closing of the Offer as directed by SEBI. Further in case the delay occurs on account of willful default by the Acquirers in obtaining the approvals, Regulation 22(13) of SEBI (SAST) Regulations, 1997, will also become applicable.

E. The Acquirers reserve the right to withdraw the Open Offer, in terms of Regulation 27 of the SEBI (SAST) Regulations, 1997 in the event the statutory approvals, if any, are refused. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which this original PA is being made.

F. The Acquirers shall complete all procedures relating to the Offer within a period of 15 days from the date of closing of the Open Offer.

7. DISCLOSURE UNDER REGULATION 21(2)

As per the Listing Agreement with the BSE, the Target Company is required to maintain at least 25% public shareholding for listing on continuous basis with the BSE. If, pursuant to the Offer and any acquisition of Shares by the Acquirers from the open market or through negotiations or otherwise made in compliance with the SEBI (SAST) Regulations, 1997, the public shareholding in the Target Company falls below 25% of the voting share capital of SOTL, then the Acquirers, in accordance with Regulation 21(2) of the Regulations, undertake to disinvest through an offer for sale or by a fresh issue of capital or by any other permitted mode, to the public such number of equity shares so as to satisfy the listing requirement and facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with the Stock Exchange within the specified time and in accordance with the prescribed procedure under clause 40A(viii) of the Listing Agreement and in compliance with the Regulations.

8. FINANCIAL ARRANGEMENTS

A. The Acquirers have adequate own resources to meet the financial requirements of the Open Offer. The Acquirers have made firm arrangement for the resources required to complete the Open Offer in accordance with the SEBI (SAST) Regulations, 1997.

B. Assuming full acceptance, the total requirement of funds for the acquisition of upto 49,800 equity shares, being 20% of the paid up equity capital of SOTL at Rs 23.00 per share would be Rs. 11,45,400 (Rupees Eleven Lacs Forty Five Thousand and Four hundred). The Acquirers have already made firm arrangement for the financial resources required to implement the Open Offer assuming full acceptance. As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirers have created an Escrow Account with HDFC Bank Ltd, Fort Branch, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai - 400 001 and made a cash deposit in the Current Account No. 00600350063985 for Rs. 11,45,400 (Rupees Eleven Lacs Forty Five Thousand and Four hundred Only), being 100% of the amount required for the Open Offer.

C. The Acquirers have confirmed that the funds lying in the above mentioned account will be utilized exclusively for the purpose of the Offer. The Manager to the Offer has been solely authorised by the Acquirers to operate and realise the value of Escrow Account (which also has a lien marked favouring the Manager to the Offer) in terms of the Regulations.

D. The Acquirers have duly empowered the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

E. The Manager to the Open Offer, hereby confirm that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations of the Acquirers.

F. 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 SEBI (SAST) Regulations, 1997.

9. OTHER TERMS OF THE OFFER

A. The Offer is not subject to any minimum level of acceptance.

B. The Letter of Offer (the "Letter of Offer" or "LOF"), specifying the detailed terms and conditions of the Offer, along with a Form of Acceptance-cum- Acknowledgement (the "Form of Acceptance" or "FOA") and Form of Withdrawal ("FOW"), will be mailed to all the shareholders of SOTL (other than the Acquirers and Sellers) whose names appear on the Register of Members of SOTL, at the close of business hours on Friday, November 28, 2008 ("the Specified Date").

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

D. All the Shareholders registered or unregistered, (except the Acquirers, existing Promoter/Promoter group of SOTL and parties to the SPA) who own fully paid equity shares of SOTL, registered or unregistered, anytime before the closure of the Offer are eligible to participate in the Offer.

E. The Acquirers have appointed Sharex Dynamic (India) Pvt. Ltd. as Registrar to the Offer. The shareholders who are holding fully paid equity shares and wish to tender their equity shares will be required to send the Form of Acceptance-cum-Acknowledgement, original Share Certificate(s) and blank transfer deed(s) duly filled and signed to **Sharex Dynamic (India) Pvt. Ltd.,** 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai - 400 001, Registrar to the Offer ("the Registrar to the Offer"), either by Hand Delivery or by Registered Post/Courier so that the same are received on or before the closure of the Offer i.e. Thursday, January 15 , 2009, at either of the addresses given below in 9.F, in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance.

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

Name & Address	Contact Person & Contact Numbers	Mode of delivery
M/s Sharex Dynamic (India) Private Ltd. Unit-1, Luthra Ind. Premises, 1st Floor, 44-E,M Vasanji Marg, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai-400072	Mr. B S Baliga Tel No. :022-28515606 / 5644 Fax : 022-28512885 Email : sharexindia@vsnl.com	Registered Post / Hand Delivery
M/s Sharex Dynamic (India) Private Ltd., 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai-400 001	Ms. Suzana Nambiar Tel No. : 022-22702485 Fax No. : 022-22641349 Email : sharexindia@vsnl.com	Registered Post / Hand Delivery

Neither the share certificate(s) nor transfer deed(s) nor the Form of Acceptance should be sent to the Sellers or the Acquirers or SOTL or the Manager to the Offer.

G. Unregistered owners holding shares of SOTL who do not receive a copy of the Letter of Offer can send their application in writing on plain paper duly signed and stating the name, address, number of equity shares held, number of equity shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid transfer deeds and the original contract note issued by the broker of a recognized stock exchange, through whom they acquired their equity shares and / or such other documents as may be specified, so as to reach the Registrar to the Offer on or before the closure of the Offer.

H. In case any person has lodged Shares of SOTL for transfer and the transfer has not yet been effected, the concerned person may either download the LOF and FOA from the SEBI's site (www.sebi.gov.in) or request for the FOA from the Registrar. The FOA, duly completed and signed in accordance with the instructions contained therein or an application in writing on a plain paper, duly signed and stating the name, address, number of Shares held, number of equity shares offered, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the acknowledgement of the lodgment of shares for transfer. Shareholders of SOTL who are attaching the acknowledgment are requested to direct SOTL in writing to retain the share certificates for onward submission to the Registrar.

I. Equity shares tendered by the shareholders of SOTL in the Offer shall be free from lien, charges and encumbrances of any kind whatsoever.

J. Applications in respect of shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case of directions/orders from competent authority regarding these shares are not received together with the shares tendered under the Offer. The LOF, in such cases, would be forwarded to the concerned competent authority for further action at their end. In case the equity shares are in the name of tainted persons or the transfer of the equity shares was kept in abeyance due to the inclusion of the tainted persons as declared by the Special Custodian under the Special Act, such shares will not be accepted until the equity shares are cleared by the Special Court appointed for this purpose.

K. No indemnity is required from the unregistered owners whilst accepting the Offer.

L. In case of non-receipt of the Letter of Offer, eligible persons may send their consent to the Registrar to the Offer, at either of the addresses given in 9.F on plain paper stating Name, Address, Number of equity shares held, Distinctive Nos., Folio No., Number of equity shares offered, along with documents as mentioned above, so as to reach the Registrars to the Offer on or before the closure of the Offer.

M. The Registrars to the Offer will hold in trust the share certificates, FOA, if any, and the transfer form(s) on behalf of the shareholders of SOTL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted equity shares / share certificates are dispatched / returned.

N. If the aggregate of the valid responses to the Offer exceeds 49,800 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 SOTL are currently traded only in physical mode and the market lot of the shares is 50. SOTL has not issued shares in electronic/dematerialized form. In view of acceptance of minimum marketable lots, the total number of shares accepted may marginally exceed the offer size.

O. Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post / Speed Post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

P. Shareholders who have offered their equity shares under the Offer would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment of consideration to those shareholders whose Shares or share certificates and / or other documents are found complete, valid and in order will be made by way of a crossed account payee cheque, demand draft or pay order only in favour of the first holder of equity shares. Such consideration or unaccepted Share Certificates(s), transfer deed (s) and other documents, if any, will be returned by registered post at the shareholders/ unregistered owner's sole risk. The Acquirers are required to deduct tax on source, as may be applicable.

Q. Securities transaction tax will not be applicable to the shares accepted in the Offer.

R. Despatches involving payment of a value in excess of Rs. 1500/- will be made by registered post/speed post/ under certificate of posting at the shareholder's sole risk. Rejected documents will be sent by registered post/speed post. All other despatches will be made by ordinary post at the shareholder's sole risk. All cheques / demand drafts will be crossed Account Payee and will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the cheque / demand draft.

S. The Letter of Offer alongwith the Form of Acceptance cum acknowledgement / withdrawal would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such form from the website.

T. A schedule of some of the key events in respect of the Offer is given below:

Activity	Day and Date
Specified date (for the purpose of determining the names of shareholders to whom Letter of Offer would be sent)	Friday, November 28, 2008
Letter of Offer to be posted to the shareholders of SOTL	Thursday, December 18, 2008
Date of Opening the Offer	Saturday, December 27 , 2008
Last date for Revising the Offer Price / Offer size	Tuesday, January 6 , 2009
Last date for withdrawal of acceptance form	Monday , January 12, 2009
Date of Closing the Offer	Thursday, January 15 , 2009
Last date for a competitive bid	Monday, November 24, 2008
Date of communicating rejection / acceptance and payment of consideration for the application accepted.	Friday, January 30, 2009

10. GENERAL:

A. Neither the Target Company nor the Sellers nor the Acquirers nor any company in which the Acquirers are promoter(s), have been prohibited by SEBI from dealing in securities, under directions issued pursuant to Section 11B of the SEBI Act, 1992.

B. Pursuant to the Regulation 13 of SEBI (SAST) Regulations, 1997, the Acquirers have appointed M/s. Arihant Capital Markets Ltd., Krishna Bhavan, 67, Nehru Road, Vile Parle(East), Mumbai 400 057, (Tel No: 67664800/858, Fax No: 67664880, email: sheela.c@arihantcapital.com, Contact person: Ms. Sheela Chhatwani) as Manager to the Offer and M/s Sharex Dynamic (India) Private Ltd., Unit-1, Luthra Ind. Premises, M Vasanji Marg, Andheri-Kurla Rd., Safed Pool, Andheri(E), Mumbai 400072 (Tel No. 28515606/5644, Fax No.022 28512885, email: sharexindia@vsnl.com, Contact Person : Mr. B S Baliga), as Registrar to the Offer.

C. In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations 1997, the 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. The withdrawal option can be exercised by submitting the documents as per the instruction below and in the Letter of Offer, so as to reach the Registrar to the Offer at either of the collection centres mentioned in 9.F above, as per the mode of delivery indicated therein on or before - Monday, January 12, 2009.

- The withdrawal option can be exercised by submitting the duly completed and signed Form of Withdrawal (which will be sent to the shareholders along with the Letter of Offer) to the Registrar's Office.
- In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by submitting an application to the Registrar's Office on plain paper along with the following details:
  Name(s), Address, Distinctive Nos., Folio Number, Total number of shares held, Number of shares tendered, number of shares withdrawn.
- Copy of the acknowledgment received from the Registrar to the Offer while tendering shares should be sent along with the Form of Withdrawal/ plain paper application for withdrawal.

D. The share certificate(s) in respect of shares withdrawn by the shareholders would be returned by the Registrars to the Offer by registered post.

E. 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, January 6, 2009, i.e. 7 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 the 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 this PA appears.

F. If there is a competitive bid :

- **The public offers under all the subsisting bids shall close on the same date.**
- **As the Offer Price cannot be revised during seven working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.**

G. The Acquirers reserve the right to withdraw the Offer pursuant to Regulation 27 of the Regulations. Any such withdrawal will be notified in the form of a Public Announcement in the same newspapers in which this PA appears.

H. For further details, please refer to the Letter of Offer, the Form of Acceptance and the Form of Withdrawal.

I. The Acquirers accept full responsibility for the information contained in this PA (except for the information regarding the Target Company which has been compiled from the publicly available information) and also for their obligations as Acquirers as laid down in the Regulations.

J. Some financial data contained in this Public Announcement has been rounded off to the nearest Lac, million or crore (as the case may be), except where stated otherwise.

K. The Public Announcement would also be available at SEBI's website, www.sebi.gov.in.

L. Eligible persons to the Offer may download a copy of this PA from SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the Letter of Offer, Form of Acceptance and Form of Withdrawal, which will be available on SEBI's website www.sebi.gov.in from the Offer opening date i.e. Saturday, December 27 , 2008, and can apply on the same.

Issued by : Manager to the Offer

ARIHANT capital markets ltd
3rd Floor, Krishna Bhavan, 67, Nehru Road,
Vile Parle (East), Mumbai 400 057,
Tel No: 6766 4800/858, Fax No. 6766 4880
Contact person: **Ms. Sheela Chhatwani**
Email: sheela.c@arihantcapital.com
SEBI Registration No.: INM 000011070

On behalf of the Acquirers

Mr. Gautam Mehta
Mr. Jaimin Mehta
52, Marble Arch, Peddar Road,
Mumbai 400026

Place : Mumbai
Date: : November 1, 2008