# PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF SHRICON INDUSTRIES LIMITED

**Regd. Office:** Empire House, 3rd Floor, 214, Dr. D. N. Road, Fort, Mumbai - 400 001.

This Public Announcement is being issued by Keynote Corporate Services Limited (hereinafter referred to as the **"Manager to the Offer"**), on behalf of Mr. Om Prakash Maheshwari, Mr. Naval Kishore Maheshwari, Wellwin Technosoft Limited and Imperial Infin Pvt. Ltd. (**"Acquirers"**) pursuant to Regulation 10 read with Regulation 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 [SEBI (SAST) Regulations, 1997] & subsequent amendments thereto (hereinafter referred to as the **"Regulations"**).

**I. Background of the Offer**

Mr. Om Prakash Maheshwari, Mr. Naval Kishore Maheshwari residing at 112, Shakti Nagar, Kota and Wellwin Technosoft Limited, Imperial Infin Pvt. Ltd. having their registered office at 112, Shakti Nagar, Kota (hereinafter referred to as **"Acquirers"**) have acquired 6,57,280 equity shares of Rs. 10/- each representing 53% of the total paid up equity share capital of Shricon Industries Ltd. (hereinafter referred to as '**SIL**' or '**Target Company**') at a price of Rs. 15/- (Rupees Fifteen Only) per share from the Bombay Stock Exchange Limited (BSE) on 28/10/2005 **("The Acquisition")** through the BSE Online Trading (BOLT) system in a negotiated deal.

**II. The Offer**

a) Pursuant to the aforesaid acquisition provisions of Regulation 10 read with Regulation 12 of the Regulations have been attracted. The Acquirers hereby announce an offer under the Regulations, to acquire by tender upto 2,48,000 fully paid-up equity shares of Rs.10/- each of SIL representing 20% of its paid up equity share capital from the remaining shareholders of SIL (other than "Sellers, Acquirers") on the terms and subject to the conditions set out below, at a price of Rs.15/- (Rupees FifteenOnly) per equity share **(the "Offer Price")** payable in cash (**the "Offer"**).

b) The offer is not subject to any minimum level of acceptance.

c) The equity shares of SIL are listed on Bombay Stock Exchange Ltd. (BSE). The equity shares of SIL are infrequently traded on BSE in terms of Explanation (i) to Regulation 20(5) of the Regulations excluding the aforesaid negotiated transaction on 28/10/2005.

The offer price of Rs. 15/- per share, has been determined as per Regulation 20(5) of the Regulations taking into account the following factors:

| | | | |
|---|---|---|---|
| i) | Negotiated price under the agreement | : | Not Applicable |
| ii) | Highest price paid by the Acquirers for acquisitions including by way of allotment in a public or rights issue, if any, during the twenty-six weeks period prior to the date of Public Announcement. | : | Rs. 15/-* |
| iii) | Other Parameters: | : | *Based on audited accounts ended 31/03/2005* |
| | Return on Networth (%) | : | 0.37 |
| | Book Value (Rs.) | : | 10.94 |
| | Earning Per Share (EPS) (Rs.) | : | 0.04 |
| | P/E | : | – |

* Represents highest price paid by Acquirers for acquisition of shares on BOLT on 28/10/2005.

The equity shares of the Company are otherwise thinly traded on BSE. Taking into account all the above factors an offer price of Rs. 15/- per share being the highest price paid by the Acquirers is determined in terms of Regulation 20(5).

d) As on the date of the public announcement the Acquirers do not hold any equity shares of SIL other than those disclosed under point (i).

e) The Acquirers or SIL are not included in the list of persons / entities debarred from accessing the capital market under Section 11 B of the SEBI Act, 1992.

**III. Information on the Acquirers**

**Mr. Om Prakash Maheshwari**

a) Mr Om Prakash Maheshwari, aged37 years is residing at 112, Shakti Nagar, Kota, Rajasthan. Mr Om Prakash Maheshwari is a B.E. (Mechanical Engineering) and has 12 years experience of professionally managing a coaching institute.

b) Mr. Om Prakash Maheshwari is on the Board of Wellwin Technosoft Ltd., Career Point Infosystems Ltd., Longway Business Solutions Ltd. and is a proprietor of Career point Udaipur.

c) As per the certificate dated 31/08/2005 issued by Jain Arvind & Co., Chartered Accountants, having their office at "Shanta Niketan" Arya Samaj Road, Kota - 324006 (Membership No. of Mr. Arvind Jain, proprietor is 75559 : Tele - 2380110) the networth of Mr. Om Prakash Maheshwari as on 31/03/2005 is Rs.262.00 lacs and he has immediate access to liquid assets amounting to Rs. 15 Lacs.

d) Mr. Om Prakash Maheshwari has acquired 1,50,000 equity shares of SIL from BSE on 28/10/2005. Hence the holding of Mr. Om Prakash Maheshwari in SIL prior to the open offer is 1,50,000 equity shares of Rs. 10/- each being 12.09% of the paid-up capital of the company

e) Mr. Om Prakash Maheshwari has complied with the relevant provisions of Chapter II of SEBI (SAST) Regulations, 1997 as required on account of the present acquisition of equity shares on 28/10/2005.

**Mr. Naval Kishore Maheshwari**

a) Mr Naval Kishore Maheshwari, aged 30 years is residing at 112, Shakti Nagar, Kota, Rajasthan. Mr Naval Kishore Maheshwari is a commerce graduate and has 7 years administrative experience of running a coaching institute.

b) Mr. Naval Kishore Maheshwari is on the Board of Wellwin Technosoft Ltd., Career Point Infosystems Ltd., proprietor of Career Point Jaipur and is partner in Shree Bitthal Traders.

c) As per the certificate dated 31/08/2005 issued by Jain Arvind & Co., Chartered Accountants, having their office at "Shanta Niketan" Arya Samaj Road, Kota - 324006 (Membership No. of Mr. Arvind Jain, proprietor is 75559 : Tele - 2380110) the networth of Mr. Naval Kishore Maheshwari as on 31/03/2005 is Rs.359.00 lacs and he has immediate access to liquid assets amounting to Rs. 15 Lacs.

d) Mr. Naval Kishore Maheshwari has acquired 1,50,000 equity shares of SIL from BSE on 28/10/2005. Hence the holding of Mr. Naval Kishore Maheshwari in SIL prior to the open offer is 1,50,000 equity shares of Rs. 10/- each being 12.09% of the paid-up capital of the company

e) Mr. Naval Kishore Maheshwari has complied with the relevant provisions of Chapter II of SEBI (SAST) Regulations, 1997 as required on account of the present acquisition of equity shares on 28/10/2005.

**Wellwin Technosoft Limited (WTL)**

a) WTL was incorporated on 08/07/1999 under the name Scholars Career Point Pvt. Ltd. The name of the Company was changed to Wellwin Technosoft Pvt. Limited on 16/02/2005. The name of the company was again changed to Wellwin Technosoft Limited on 04/03/2005 and a fresh certificate of incorporation was obtained from the Registrar of companies Rajasthan, Jaipur. The registered office of the company is situated at 112, Shakti Nagar, Kota, Rajasthan. WTL is engaged in imparting general education and coaching in various field.

b) The present paid-up equity share capital of the Company is Rs. 31.32 Lacs comprising of 3,13,200 equity shares of Rs. 10/- each.

c) The Board of Directors of WTL comprises of Mr. Om Prakash Maheshwari, Mr. Naval Kishore Maheshwari and Mr. Pramod Kumar Maheshwari.

d) As per the audited results for the year ended on 31/03/2005 the company has recorded a Profit of Rs.0.69 Lacs. The networth of the Company as on 31/03/2005 is Rs.206.39 lacs and the Book Value of the shares is Rs. 65.90 per share.

e) WTL has acquired 2,32,280 equity shares of SIL from BSE on 28/10/2005. Hence the holding of WTL in SIL prior to the open offer is 2,32,280 equity shares of Rs. 10/- each being 18.73% of the paid-up share capital of the company.

f) WTL has complied with relevant provisions of Chapter II of SEBI (SAST) Regulations, 1997 as required in terms of the present acquisition of equity shares on 28/10/2005.

**Imperial Infin Pvt. Ltd. (IIPL)**

a) IIPL was incorporated on 05/10/1994 The registered office of the company is situated at 112, Shakti Nagar, Kota, Rajasthan. IIPL is engaged in business of investments in various residential and commercial plots.

b) The present paid-up equity share capital of the Company is Rs. 6.55 Lacs comprising of 6,551 equity shares of Rs. 100/- each.

c) The Board of Directors of IIPL comprises of Ms. Nilima Maheshwari and Ms. Durga Shankar Toshniwal.

d) As per the audited results for the year ended on 31/03/2005 the company has recorded a Profit of Rs.0.21 Lacs. The networth of the Company as on 31/03/2005 is Rs.77.15 lacs and the Book Value of the shares is Rs. 1177.65 per share.

e) IIPL has acquired 1,25,000 equity shares of SIL from BSE on 28/10/2005. Hence the holding of IIPL in SIL prior to the open offer is 1,25,000 equity shares of Rs. 10/- each being 10.08% of the paid-up share capital of the company.

f) IIPL has complied with relevant provisions of Chapter II of SEBI (SAST) Regulations, 1997 as required on account of the present acquisition of equity shares on 28/10/2005.

**IV. Information on Target Company**

**Shricon Industries Ltd. (SIL)**

a) SIL was incorporated as Bharwaney Builders and Leasing Limited on 24/02/1984 under Companies Act 1956. The name of the Company was changed to Shricon Industries Limited on 31/01/1995 and fresh certificate of incorporation was obtained from the Regisrar of Companies Maharashtra, Mumbai. The Registered Office of the company is situated at – Empire House, 3rd Floor, 214, Dr. D. N. Road, Fort, Mumbai – 400 001. The Company made its first issue of equity shares of face value of Rs. 10/- each at par in August 1984.

b) SIL was promoted by Shri N. S. Bharwani, Shri Ramchand S. Bharwani and Shri Chandurbhan S. Bharwani. The Board of Directors of the Company includes Shri Shyamniwas Somani, Shri Harshvardhan Somani and Shri Kanhaiyalal Mundra. The Company is engaged in the business of Investment in Securities.

c) The issued & paid up equity share capital of the company is Rs.124.00 lacs comprising of 12,40,000 equity shares of Rs.10/- each. There are no partly paid up shares in the Company. The equity shares of SIL are listed on Bombay Stock Exchange Ltd (BSE). The equity shares are infrequently traded on the BSE in terms of explanation (i) to Regulation 20(5).

d) As per the audited financials for the year ended 31/03/2005,SIL has reported a net profit of Rs.0.49 lacs on a turnover of Rs.13.20 Lacs. The company has a networth of Rs.135.68 Lacs and Book Value of Rs.10.94 as on 31/03/2005. As per the unaudited results for the three months period ended 30/06/2005. The Company has reported net profit of Rs. 10.59 lacs on a turnover of Rs. 14.95 lacs.

e) As on date there are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity at any later date. There are no shares under lock-in period. There has been no merger / de-merger or spin off in the Company during the past three years.

f) The Company has been complying with the provisions of the listing agreement entered into with the Stock Exchange. The company is not regular in complying with the provisions of Chapter II of the SEBI (SAST) Regulations to the extent that there has been a delay in the compliance in every year. The promoters of the Company and the Seller have been regularly compling with the provisions of Chapter II of the SEBI (SAST) Regulations, 1997.

**V. Rationale for the Acquisition and Offer**

a) The Acquirers have acquired 6,57,280 equity shares of Rs.10/- each of SIL representing 53% of the paid up equity share capital of SIL. As a result of this acquisition, provisions of Regulation 10 read with Regulation 12 of the SEBI (SAST) Regulations, 1997 have been attracted. The Acquirers are making an offer to acquire upto 2,48,000 equity shares being 20% of the paid up equity share capital of SIL in terms of the Regulations.

b) The Acquirers are in the business of imparting general education and coaching in various field and investments in various residential and commercial plots. Through this acquisition the Acquirers have plans to expand their scope of activity. Acquirers do not have any plan to dispose off or otherwise encumber any of the assets of SIL in the succeeding two years from the date of closure of the offer, except in the ordinary course of business of SIL. Acquirers will not dispose off, sell or otherwise encumber any substantial assets of SIL except with the prior approval of the shareholders.

**VI. Statutory Approvals and Conditions of the Acquisition and the Offer**

There are no approvals, statutory or otherwise, required under the Companies Act 1956, Monopolies and Restrictive Trade Practices Act, 1969, the Foreign Exchange Management Act. 1999 and /or any other applicable law and from any bank(s) and/ or financial institution(s) for the said acquisition.

**VII. Delisting option to SIL**

Pursuant to this offer the provisions of Regulation 21(3) of the SEBI (SAST) Regulations 1997 are not attracted.

**VIII. Financial Arrangements**

Assuming full acceptance, the total monetary value of the offer would be Rs.37.20 lacs. The Acquirers have opened an Escrow Account in the form of a fixed deposit with the Bank of Rajasthan, Kota branch, in favour of the Manager to the Offer for an amount of Rs.10.00 lacs being 26.88% of the total monetary value of the offer. Acquirers have empowered the Manager to the Offer to realize the value of the aforesaid Escrow Account in terms of the Regulation 20(7).The financial obligation under the offer is being fulfilled through internal resources of the Acquirers and will not be through any bank/financial institution. In view of this, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the offer as firm financial arrangement through verifiable means are in place to fulfill the offer obligation.

**IX. Other Terms of the Offer**

a) The offer will be made to the equity shareholders of SIL (other than Sellers and Acquirers) whose names appear on the Register of the Members of SIL at the close of business hours on 29/11/2005 (the **"Specified Date"**). The Letter of Offer (LOO) will be dispatched to these shareholders.

b) All shareholders other than those mentioned in (a) above, who own the equity shares of SIL anytime before the closure of the offer are also eligible to participate in the offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, No. of Shares held, No. of 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 through whom they acquired their Shares. No indemnity is required from the unregistered owners.

c) Shareholders holding the shares in dematerialized form and who wish to tender their shares will be required to send their Acceptance form with a photocopy of the Delivery Instruction Slip in 'off-market' mode or the counterfoil of the delivery instruction in 'off-market' mode duly acknowledged by the Depository Participant (DP) in favour of the Special Depository Account, to Bigshare Services Pvt. Ltd. the Registrar to the Offer.

d) Shareholders holding shares in physical form and who wish to tender their Shares will be required to send the Form of Acceptance cum Acknowledgement, original Share Certificate(s) and transfer deed(s), duly signed, to the Registrar to the Offer, Bigshare Services Pvt. Ltd., on or before the date of Closure of the Offer, i.e. 12/01/2006, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement at the address mentioned below:

**BIGSHARE SERVICES PVT. LTD.**
E/2, Ansa Industrial Estate, Saki Vihar Road,
Sakinaka, Andheri(E), Mumbai – 400 072.
Tel.: ( 022) 2847 3474/0652 Fax: ( 022) 2852 5207
e-mail : bigshare@bom7.vsnl.net.in
SEBI Regn. No.: INR000001385

The documents can be sent either by registered post or hand delivery to the Registrar to the offer at the address mentioned above during business hours on all week days (other than Sundays and Public Holidays) so as to reach the Registrar to the offer on or before 12/01/2006.

e) For the purpose of this offer a Special Depository Account has been opened with Keynote Capitals Limited, in the name and style of '**Bigshare Services Pvt. Ltd. – Escrow A/C.**' The **DP ID No. is 12024300** and the **Beneficiary ID No. is 00006157.** Beneficial owners & shareholders holding equity shares in Dematerialised form will be required to send their form of acceptance alongwith a photocopy of the delivery instruction slip in " Off - Market" or counterfoil of the delivery instruction slip in "Off – Market" mode duly acknowledged by the Depository Participant ("DP") to the Registrar to the offer at the address mentioned in IX (d) above on or before 12/01/2006.

f) Shareholders having their beneficiary account in National Securities Depository Limited ("NSDL") have to use inter depository delivery instruction slip for the purpose of crediting their equity shares in favour of Special Depository Escrow Account with CDSL.

g) Shareholders who have sent their physical equity shares for dematerialisation need to ensure that the process of getting equity shares dematerialised is completed well in time so that the credit in the Special Depository Account is received on or before closure of offer.

h) Shareholders or the other holders of the equity shares of the Company who do not receive the LOO in due course may send their application on a plain paper stating the Name, Address, No. of shares held, Distinctive numbers, Folio No., Number of shares offered, copy of delivery instruction slip as may be applicable and the original contract note issued by the broker through whom they acquired the equity shares along with related documents so as to reach the Registrar on or before 12/01/2006.

i) In case of non-receipt of the Letter of Offer, the shareholders may obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence to that effect. Such shareholders may also download the Form of Acceptance cum Acknowledgement from the website of SEBI at www.sebi.gov.in which will be made available from the offer opening date.

j) Subject to the conditions governing this Offer as mentioned in the Letter of Offer, the acceptance of this Offer by equity Shareholders of SIL must be absolute and unqualified. Any acceptance to this Offer which is conditional and incomplete in any respect will be rejected without assigning any reason whatsoever.

g) The Registrar to the Offer will hold in trust the Share certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form/s on behalf of the shareholders of SIL who have accepted the Offer, till the drafts / pay orders for the consideration and/ or the unaccepted share certificates are dispatched/ returned and Demat Credit is given in respect of rejection case. Equity Shares not accepted under the offer will be sent to the shareholders/applicants at their own risk by registered post.

h) A tentative schedule of activities for the public offer is listed below:

| Activity | Date | Day |
|---|---|---|
| Last date for a competitive bid | 21/11/2005 | Monday |
| Specified Date | 29/11/2005 | Tuesday |
| Date by which the Letter of Offer will be dispatched to shareholders | 14/12/2005 | Wednesday |
| Date of opening of the Offer | 24/12/2005 | Saturday |
| Last date for revising the offer price/ number of shares | 02/01/2006 | Monday |
| Last date for withdrawal of acceptance by the shareholders | 06/01/2006 | Friday |
| Date of Closing of the offer | 12/01/2006 | Thursday |
| Date of communication of rejection, if any | 18/01/2006 | Wednesday |
| Date of payment of consideration for applications accepted | 25/01/2006 | Wednesday |

**X. Withdrawal option**

a) The equity shareholders who are desirous of withdrawing their acceptances tendered in the offer, can do so upto three working days prior to the date of the closure of the offer i.e. on or before 06/01/2006. The withdrawal option can be exercised by submitting the 'Form of Withdrawal' (separately enclosed with Letter of Offer) to the Registrar to the Offer, Bigshare Services Pvt. Ltd. at the address mentioned at point IX (d) so as to reach them on or before 06/01/2006.

In case of non-receipt of 'Form of withdrawal', the withdrawal option can be exercised by making an application on plain paper along with the details such as name, address, distinctive numbers, folio numbers, number of shares tendered, date of tender.

**XI. General**

a) Acquirers can revise the price upwards upto seven working days prior to closure of the offer and revision if any in the offer price would appear in the same news papers where the Public Announcement has appeared. The same price would be paid to all shareholders who tender their shares in the offer.

**b) Shareholders may note that if there is a competitive bid, the public offers under all the subsisting bids shall close on the same date. As the offer price can not be revised during 7 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.**

c) Registered & other equity shareholders who wish to tender their equity shares in response to the said offer should submit their form of acceptance along with other documents by hand delivery and/or by post to the registrar to the offer Bigshare Services Pvt. Ltd. on or before 12/01/2006, between 10.30 am to 4.30 pm on all working days (i.e. other than Sunday and Public Holidays).

d) For any queries regarding the Offer the shareholders / applicants may contact the Registrar to the Offer at the address mentioned in IX (d) of this public announcement.

e) If the aggregate of the valid responses to the offer exceeds offer size, then the acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21 (6) of the Regulations. The equity shares of SIL are traded in compulsory dematerialized form and minimum marketable lot is one equity share.

f) Acquirers shall acquire the equity shares from the shareholders of the Company who have validly tendered the equity shares under the Offer (i.e. equity shares and other documents are in order in accordance with the terms of the Offer) and remit the consideration in respect thereof on or before 12/01/2006 in cash by Account Payee Pay Order / Demand Draft. Any delay will attract interest in terms of Regulation 22(12) of SEBI (SAST) Regulations 1997. The information as to whether the equity shares tendered by them have been accepted (in full or in part) or rejected and consideration payable would be sent by Registered Post.

g) Pursuant to the Regulation 13, the Acquirers have appointed Keynote Corporate Services Ltd. as the Manager to the Offer.

h) Keynote Corporate Services Limited, manager to the offer does not hold any equity shares of SIL. Further, they have undertaken not to deal in equity shares of SIL upto a period of fifteen days after the closure of offer.

i) Acquirers and Directors of Acquirer compaines accept full responsibility for the information contained in this Public Announcement and also for the obligations of Acquirers as laid down in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto.

The Public announcement will become available on SEBI website www.sebi.gov.in. Eligible persons to the Offer may also download a copy of Form of Acceptance cum Acknowledgement, Letter of Offer, Form of Withdrawal which will also be available on SEBI's website from the offer opening date i.e. 24/12/2005 and apply in the same.

***Issued by Manager to the Offer on behalf of the Acquirers :***

KEYNOTE
CORPORATE SERVICES LIMITED

307, Regent Chambers, Nariman Point, Mumbai - 400 021.
Tel.: (022) 2202 5230 Fax : (022) 2283 5467; E-mail : mbd@keynoteindia.net
SEBI Regn.: INM000003606; AMBI Regn. No.AMBI/040
Name of the contact person : Ms. Purvi Sheth

Place : Mumbai
Date : 31/10/2005

CONCEPT

**Size: 31x32.9 sq. cm**