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 SUBHKAM CAPITAL LIMITED. If you require any clarifications about the action to be taken, you may consult your Stock Broker or investment consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this 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

S. R. JUTE TRADERS PRIVATE LIMITED *("Acquirer" or "SRJTPL")*

having its registered office at 23/1, Maharshi Devendra Road, Ground Floor, Kolkata – 700007
Tel. No.: (033) 22130365, E-mail: pawanjain51018@gmail.com

to the shareholders of

SUBHKAM CAPITAL LIMITED ("*Target Company*" or "*SCL*")

having its registered office at 'The International House', 4th Floor, New Marine Lines, Cross Road No. 1, 16, Maharshi Karve Road, Churchgate, Mumbai- 400 020,
Tel No.: (022) 6157 2000, Fax No. :(022) 6157 2099, Email: prerna@subhkam.com

For the acquisition of 10,00,000 (Ten Lacs Only) fully paid-up equity shares of Rs.10/- each, representing 20.00 % of the equity and voting share capital at a price of Rs. 94.08 per equity share inclusive of interest amount of Rs.6.08 per equity share ("**Offer Price**") payable in cash, in accordance with regulation 20(2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (hereinafter referred to as "**Regulations**") from the equity shareholders of SCL.

Please Note:

1. This Offer is being made in compliance with Regulation 10 & 12 of the Regulations.
2. The Offer is subject to receiving the necessary approval(s), if any, from the Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and subsequent amendments thereto, for acquiring shares tendered by non-resident shareholders. In case of acceptances from Non-Resident shareholders, the Acquirer would after the closure of the Offer, make the requisite applications to RBI to obtain its approval for transfer of such shares of SCL to the Acquirer. There are no other statutory approvals required to acquire equity shares that are tendered pursuant to this Offer. However, the Offer would be subject to all-statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.
3. If there is any upward revision in the Offer Price/Size at any time up to seven working days prior to the date of closure of the Offer viz. 27.08.2012 or withdrawal of the Offer in terms of the regulation, the same would also be informed by way of a Public Announcement in the same newspapers where the original Public Announcement dated 22.10.2011 had appeared. Such revised Offer Price would be payable for all the shares tendered any time during the Offer & accepted under the Offer.
4. **As the Offer price cannot be revised during 7 working days prior to the closing date of the Offer/ bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.**
5. 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 31.08.2012 i.e. three working days prior to the closure of the Offer.
6. The Offer is not subject to a minimum level of acceptance by the shareholders of SCL.
7. **There is no Competitive bid.**
8. The Procedure for acceptance is set out in Para 8 of this Letter of Offer. A Form of Acceptance and a Form of Withdrawal is enclosed with this Letter of Offer.
9. The Public Announcement, First Corrigendum to the Public Announcement, Second Corrigendum to the Public Announcement and Letter of Offer (including Form of Acceptance cum Acknowledgement and Form of Withdrawal) would also be available at SEBI website www.sebi.gov.in.

MANAGER TO THE OFFER:	**REGISTRAR TO THE OFFER:**
VC CORPORATE ADVISORS PVT. LTD. SEBI REGN NO: INM000011096 (Contact Person: Ms. Urvi Belani) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata – 700 013 Tel: - (033) 2225 3940 / 3941, Fax: (033) 2225 3941 Email: mail@vccorporate.com	**BIGSHARE SERVICES PVT. LTD.** SEBI REGN NO: INR000001385 (Contact Person: Mr. Malla S) E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai -400 072, Tel: 022-4043 0200; Fax: 022-2847 5207; E-mail: openoffer@bigshareonline.com
OFFER OPENS ON: FRIDAY, AUGUST 17, 2012	**OFFER CLOSES ON: WEDNESDAY, SEPTEMBER 05, 2012**

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

Activities	Original Date	Original Day	Revised Date	Revised Day
Date of Public Announcement	October 22, 2011	Saturday	October 22, 2011	Saturday
Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	November 04, 2011	Friday	November 04, 2011	Friday
Last Date for a Competitive Bid, if any	November 12, 2011	Saturday	November 12, 2011	Saturday
Date by which the Letter Of Offer to be Dispatched to the shareholders	December 03, 2011	Saturday	August 14, 2012	Tuesday
Date of Opening of the Offer	December 09, 2011	Friday	August 17, 2012	Friday
Last date for revising the Offer Price / Number of Shares	December 19, 2011	Monday	August 27, 2012	Monday
Last date for Withdrawal of Acceptance by shareholders who have accepted the Offer	December 23, 2011	Friday	August 31, 2012	Friday
Date of Closing of the Offer	December 28, 2011	Wednesday	September 05, 2012	Wednesday
Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and/or the share certificate for the rejected shares will be dispatched	January 12, 2012	Thursday	September 20, 2012	Thursday

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

1. The Offer involves an offer to acquire 20.00% of the equity and voting share capital of SCL from the eligible persons for the Offer. In the case of oversubscription in the Offer, as per the 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.

2. In the event that either (a) a regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this LO. Consequently, the payment of consideration to the public shareholders of SCL whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of the statutory approvals, as per regulation 22(12) of the Regulations, SEBI, may, if satisfied that the non-receipt of approval was not due to the willful default or negligence or failure to diligently pursue on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders, as may be specified by the SEBI. Further, shareholders should note that after the last date of withdrawal i.e. 31.08.2012, the shareholders who have lodged the shares would not be able to withdraw them even if the acceptance of the Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

3. The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer under the Offer. The Acquirer may not be able to proceed with the Offer in the event the approvals are not received in terms of the regulation 27 of the Regulations. Delay, if any, in the receipt of these approvals may delay completion of the offer.

4. The Acquirer intends to acquire 10,00,000 (Ten Lacs Only) fully paid-up equity shares of Rs.10/- each, representing 20.00 % of the equity and voting share capital at a price of Rs. 94.08 per equity share inclusive of interest amount of Rs.6.08 per equity share payable in cash under the Regulations. The equity shares and documents tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities, and the shareholders will not be able to trade such equity shares.

5. Risk involved in getting associated with the Acquirer:
The Acquirer make no assurance with respect to the market price of the shares both during the Offer Period and upon the completion of the Offer, and disclaim any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirer makes no assurance with respect to the financial performance of the Target Company.

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

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

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DEFINITIONS/ABBREVIATIONS

Acquirer/ SRJTPL	M/s. S. R. Jute Traders Pvt. Ltd.
ASE	Ahmadabad Stock Exchange Limited
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Corrigendum to the PA	First Corrigendum to the Public Announcement dated 8.12.2011 and Second Corrigendum to the Public Announcement dated 08.08.2012
ECS	Electronic Clearing Service
Equity and voting share capital of SCL	Rs. 500.00 Lacs comprising of 50,00,000 Equity shares of Rs. 10/- each
FOA or Form of Acceptance	Form of Acceptance – cum – Acknowledgment accompanying the Letter of Offer
FOW or Form of Withdrawal	Form of Withdrawal accompanying the Letter of Offer
JSE	Jaipur Stock Exchange Limited
LO	Letter of Offer
Manager to the Offer	VC Corporate Advisors Private Limited
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
Offer Period	20.10.2011 to 20.09.2012
Offer Price	Rs. 94.08 per equity share inclusive of interest amount of Rs.6.08 per equity share payable in cash
Offer/Open Offer	Cash Offer being made by the Acquirer to acquire 10,00,000 (Ten Lacs only) fully paid-up equity shares of Rs.10/- each, representing 20.00 % of the equity and voting share capital at a price of Rs. 94.08 per equity share.
PA	Public Announcement dated 21.10.2011 published on 22.10.2011
Persons eligible to participate in the Offer	All owners (registered and unregistered) of shares of SCL except the parties to the Share Purchase Agreement
RBI	Reserve Bank of India
Registrar to the Offer	Bigshare Services Pvt. Ltd.
Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent Amendments thereof.
ROC	Registrar of Companies
SEBI	Securities & Exchange Board of India
Sellers/ Promoters/ Promoter Group	Rakesh S Kathotia, Arti R Kathotia, Kamaladevi Kathotia, Rakesh Kathotia HUF, Subhkam Properties Pvt. Ltd., Subhkam Securities Pvt. Ltd
SPA or Agreement	Share Purchase Agreement dt. 20.10.2011 entered into between Acquirer and Sellers
Specified date	Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of SCL, to whom the Letter of Offer would be sent, i.e. 04.11.2011
Target Company / SCL	Subhkam Capital Limited

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 that particular section or in the Regulations unless specified.

1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH THE SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY THE SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO THE 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 SCL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. THE SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHO'S 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 ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER VC CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 03.11.2011 TO THE SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILLING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER.

2. DETAILS OF THE OFFER:

2.1. Background of the Offer:

2.1.1 This Offer ("**Offer**" or "**Open Offer**") is being made by the Acquirer in compliance with Regulation 10 & 12 of the Regulations. The prime object of the Offer by the Acquirer is substantial acquisition of shares /voting rights accompanied with change in control and management of SCL.

2.1.2 The Acquirer has acquired 17,30,862 fully paid up equity shares of Rs. 10/- each representing 34.62% of the equity and voting share capital of SCL on 20.10.2011 from the existing Promoters of SCL (hereinafter collectively referred to as the "Sellers") through the Bulk Deal on Bombay Stock Exchange Limited ("BSE") at the highest and average price of Rs. 78.15 (Rupees Seventy Eight and Fifteen Paisa only) per share, which is also the maximum price paid by them. The above mentioned average price after adding the brokerage and other charges stands to Rs 78.35 (Rupees Seventy Eight and Thirty Five Paisa Only) per equity share.

2.1.3 Prior to the above acquisition, the Acquirer had entered into a Share Purchase Agreement ("**SPA**" or "**Agreement**") with the Sellers on the same date i.e., 20.10.2011 to acquire from them 17,31,409 fully paid up equity shares of Rs. 10/- each representing 34.63% of the equity and voting share capital ("**Sale Shares**") of SCL through the Electronic Trading Platform of BSE by way of block/bulk trading mechanism through a SEBI recognized broker, at a prevailing market price, subject however, to an upper price band of Rs. 79/- (Rupees Seventy Nine Only) per equity share. The details of the Sellers are as follows:

Sl. No.	Name of the Sellers	Address	Telephone No./ Fax No.	No. of Equity Shares of Target Company hold as on date of PA	% of Paid-up Equity & Voting Share Capital of Target Company
1	Rakesh S Kathotia	41, Venus Apts, 87, Cuffe Parade, Mumbai - 40000, Maharashtra	(022) 6157 2003	565000	11.30%
2	Arti R Kathotia	41, Venus Apts, 87, Cuffe Parade, Mumbai - 40000, Maharashtra	(022) 6157 2003	230000	4.60%
3	Kamaladevi Kathotia	41, Venus Apts, 87, Cuffe Parade, Mumbai - 40000, Maharashtra	(022) 6157 2003	141997	2.84%
4	Rakesh Kathotia (HUF)	41, Venus Apts, 87, Cuffe Parade, Mumbai - 40000, Maharashtra	(022) 6157 2003	65000	1.30%
5	Subhkam Properties Pvt. Ltd.	"The International House", 4th Floor, New Marine Lines, Cross Rd. No.1, 16, Maharshi Karve Road, Mumbai- 400020, Maharashtra.	(022) 6157 2000 /2099	466000	9.32%
6	Subhkam Securities Pvt. Ltd	"The International House", 4th Floor, New Marine Lines, Cross Rd. No.1, Near American Centre, 16, Maharshi Karve Road, Mumbai- 400020, Maharashtra.	(022) 6157 2000 /2099	263412	5.27%
			TOTAL	**1731409**	**34.63%**

The details of the pre and post shareholding pattern of the individual Sellers and the Acquirer before and after the proposed SPA are as follows:

Name of the Sellers	No. and % of Equity Shares of Target Company hold as on date of SPA	No. and % of Equity Shares of Target Company after the sale of shares through SPA	Name of the Acquirer	No. and % of Equity Shares of Target Company hold as on date of SPA	No. and % of Equity Shares of Target Company after the acquisition of shares through SPA
Rakesh S Kathotia	565000 (11.30%)	0 (0.00%)	S. R. Jute Traders Private Limited	0 (0.00%)	1731409 (34.63%)
Arti R Kathotia	230000 (4.60%)	0 (0.00%)			
Kamaladevi Kathotia	141997 (2.84%)	0 (0.00%)			
Rakesh Kathotia HUF	65000 (1.30%)	0 (0.00%)			
Subhkam Properties Pvt. Ltd.	466000 (9.32%)	0 (0.00%)			
Subhkam Securities Pvt. Ltd	263412 (5.27%)	0 (0.00%)			
TOTAL	**1731409 (34.63%)**	**0 (0.00%)**	**TOTAL**	**0 (0.00%)**	**1731409 (34.63%)**

2.1.4 The Acquirer has opened an Escrow Demat Account in the name of "SRJTPL-SPA ESCROW ACCOUNT–VC CORPORATE ADVISORS PVT. LTD." with Manu Stock Broking Pvt. Ltd and has transferred Sale Shares that were acquired via bulk deals as stated in para 2.1.2 above. The Manager to the Offer has been authorised to operate and issue instructions in respect of the aforesaid Escrow Demat Account. The Acquirer has not acquired any equity shares of the SCL during twelve months preceding the date of the PA except 17,30,862 equity shares representing 34.62% of the equity and voting share capital of SCL acquired as mentioned in Para 2.1.2 above.

2.1.5 As on the date of the PA, the Manager to the Offer does not hold any equity share in the Target Company. They declare and undertake not to deal in the shares of SCL during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of the Offer.

2.1.6 The Offer is not as a result of global acquisition resulting in indirect acquisition of SCL.

2.1.7 The Salient features of the Share Purchase Agreement dated 20th October 2011 are as follows:

a. As on the date of this SPA, the issued, subscribed and paid-up share capital of SCL is Rs.5,00,00,000/-, divided into 50,00,000 equity shares of Rs.10/- each fully paid up; out of this, the Sellers hold 17,31,409 Equity Shares, constituting 34.63% of the issued, subscribed and paid-up equity share capital of SCL (herein after referred to as the "Sale Shares").

b. The Acquirer, subject to the terms and conditions as hereinafter appearing, has agreed to acquire or purchase the Sale Shares i.e. 17,31,409 fully paid up equity shares of SCL from the Sellers through the Electronic Trading Platform of BSE by way of block/bulk trading mechanism through a SEBI recognized broker, at a market price on the date of the transactions, subject however, to a upper price band of Rs. 79 /- per equity share, and the Sellers have agreed to sell the Sale Shares as aforesaid to the Acquirer.

c. As a consequence of such transaction, as aforesaid, the Acquirer has agreed to keep deposited the Sale Shares, in escrow depository account to be opened for the purpose, merchant banker to the Open Offer being the escrow agent, for complying with the provisions contained under the Regulations. Such depository account shall be operated under the instructions of such merchant banker for due compliance under the Regulations for the purposes aforesaid.

d. That the Acquirer has agreed that within 15 days from the date of completion of the Open Offer made to the shareholders of the Target Company, it shall take legal and procedural steps to change the name of the company to such other name as they deem fit, but such changed name shall not contain any name or word "Subhkam" therein or the Acquirer shall not use the name or word "Subhkam" in such changed name.

e. In terms of Regulation 22(16) of the Regulations, the Parties agree that in the event that any of the provisions of the Regulations are not complied with by the Purchaser, this Agreement shall not be acted upon by the Sellers and the Acquirer; and in that event, this Agreement shall stand terminated and Acquirer (through the Escrow Agent) shall return back the Sale Shares to the Sellers, and simultaneously upon such return back of the Sale Shares to the Sellers, Seller shall return back the Purchase Price to the Acquirer received by them in terms hereof.

2.1.8 The proposed change in control is consequent to the Agreement whose salient features are described in 2.1.7 above.

2.1.9 The Acquirer and/or its Directors, Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of SEBI Act or under any other Regulations made under the SEBI Act.

2.1.10 The Offer will result in change in control of SCL and a change in the Board of Directors of SCL is contemplated by the Acquirer, consequent to this acquisition. As on the date of Public Announcement, none of the representatives of the Acquirer is on the Board of the Target Company.

2.2. Details of the proposed Offer:

2.2.1. The Public Announcement dated 22.10.2011, First Corrigendum to the Public Announcement dated 8.12.2011 and Second Corrigendum to the Public Announcement dated 08.08.2012 of the Offer was made in Business Standard (English Daily) all editions, Business Standard (Hindi Daily) all editions and Mumbai Lakshadweep (Marathi Daily) on 22.10.2011 in compliance with Regulation 15(1) of the Regulations. The Public Announcement dated 22.10.2011, First Corrigendum to the Public Announcement dated 8.12.2011 and Second Corrigendum to the Public Announcement dated 08.08.2012 are available on the SEBI`s website at www.sebi.gov.in.

2.2.2. The Acquirer proposes to acquire from the existing equity shareholders of the Target Company (other than the parties to the SPAs) upto 10,00,000 (Ten Lacs Only) fully paid-up Equity Shares of Rs.10/- each, representing 20.00% of the equity and voting share capital at a price of Rs. 94.08 (Rupees Ninety Four and Eight Paisa Only) per equity share inclusive of interest of Rs.6.08 per equity share payable in cash. SCL doesn't have any partly paid up equity shares as on date of the PA.

2.2.3. The Equity Shares to be acquired by the Acquirer under the Offer will be acquired free from all lien, charges and encumbrances and together with all rights attached to, including all the rights to dividend, bonus and rights offer declared thereof.

2.2.4. The Offer is not subject to any minimum from shareholders and is level of acceptances not a conditional offer. The Acquirer will accept all equity shares of SCL in terms of this Offer upto a maximum of 10,00,000 fully paid-up equity shares of Rs. 10/- each constituting 20.00 % of the equity and voting share capital of the Target Company.

2.2.5. As on the date of PA, the Acquirers do not hold any equity share in SCL. The Acquirers have not acquired any equity shares of the Target Company during twelve months preceding the date of the PA except the equity shares proposed to be acquired through SPA dated 20.10.2011. Pursuant to the SEBI letter reference no. CFD/DCR2/EB/OW/35204/2011 dated November 17, 2011, the Acquirer has furnished an undertaking dated 22.11.2011 as not to exercise any voting rights or receive any corporate benefits on the shares acquired /to be acquired through SPA dated 20.10.2011 till the completion of the Open Offer formalities.

2.2.6. Since the date of the PA to the date of this Letter of Offer, the Acquirer has not acquired any shares of SCL.

2.2.7. No competitive bid has been received as on date of LO.

2.3. Object of the Offer:

2.3.1 The Offer has been made pursuant to regulation 10 & 12 and other provisions of the Chapter III and in compliance with the Regulations.

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

2.3.3 The Acquirer has plans to expand into fund based, investment and non banking financial services activities. SCL is registered with Reserve Bank of India as a Non Banking Financial Company having Registration No. B-13.00957. Through this acquisition, the Acquirer also intends to reap the benefits available to a Company listed on the Stock Exchange having pan India presence.

3. BACKGROUND OF THE ACQUIRER:

3.1 S. R. Jute Traders Pvt. Ltd. ('SRJTPL')

3.1.1 SRJTPL was incorporated on 5th June, 1987 as a Private Limited Company under the Companies Act, 1956. The Corporate Identity Number (CIN) of SRJTPL is U51909WB1987PTC042458. The registered office of SRJTPL is situated at 23/1, Maharshi Devendra Road, Ground Floor, Kolkata – 700007, Tel No. (033) 22130365, email: pawanjain51018@gmail.com.

3.1.2 As on the date of the PA, M/s. Pushpdant Vincomm Private Limited and M/s. Sagarika Vinimay Private Limited are the promoters of SRJTPL. They do not belong to any group as such. Mr. Pawan Kumar Jain and Mr. Chandan Mall are the present directors of the SRJTPL.

3.1.3 SRJTPL is presently engaged in the business of investment and trading in Shares and providing Loans and Advances. SRJTPL is registered with Reserve Bank of India as Non Banking Financial Company having Registration No. B.05.03444 w.e.f. 24th July, 2001.

3.1.4 Shareholding Pattern of SRJTPL as on 22.10.2011 i.e., date of Public Announcement (PA) as under:

Category of Shareholders	Total No. of Shares	Total Shareholding as a % of total No. of Shares
Promoters and their Associates		
a. Pawan Kumar Jain	270	0.27
b. Bharat Jain	20	0.02
c. Ritika Jain	10	0.01
d. Manish Jain	10	0.01
e. Kanchan Devi Gangwal	10	0.01
f. Sarika Jain	200	0.20
g. Pushpdant Vincom (P) Ltd.("PVPL")[1]	49260	49.99
h. Sagarika Vinimay (P) Ltd.("SVPL")[2]	48775	49.49
Sub - Total	**98,555**	**100.00**
MF/UTI/Insurance Companies	-	-
FIIs/FIs/Banks	-	-
NRIs/OCBs	-	-
Other Public Shareholders	-	-
TOTAL	**98,555**	**100.00**

[1] As on the date of the PA, Ms. Meenu Jain and Mr. Bharat Jain are the Promoters and Directors of PVPL and are holding the entire equity and voting share capital of PVPL.

[2] As on the date of the PA, Mr. Manish Jain and Mr. Ashok Kumar Pandya are the Promoters and Directors of SVPL and are holding the entire equity and voting share capital of SVPL.

3.1.5 Name and residential address of the Board of directors of SRJTPL are as follows:

Names of Directors	DIN	Residential Address	Qualification	Experience	Designation	Date of Appointment
Mr. Pawan Kumar Jain	00777147	3/C Ganguly Lane, Kolkata-700 070	Intermediate	20 years of experience in Finance and Investment activities	Director	15/06/1987
Mr. Chandan Mall	00247924	55/6, Purnadas Road, Kolkata-700029	B.Com	3 years of experience in finance and accounting matters	Director	20/05/2011

None of the directors of SRJTPL were on the Board of the Target Company as on the date of PA.

3.1.6 The shares of SRJTPL are not listed on any Stock Exchange.

3.1.7 The Authorised Share Capital of SRJTPL is Rs. 100.00 Lacs comprising of 1,00,000 Equity Shares of Rs. 100/- each. The Issued, Subscribed and Paid up Equity Share Capital is Rs. 98.56 Lacs comprising of 98,555 fully paid up equity shares of Rs. 100/- each.

3.1.8 **Financial Information:**

The financial details of SRJTPL as per the audited accounts for the last three financial years ended 31st March 2009, 31st March 2010 and 31st March, 2011 and Certified Unaudited Accounts for the 3 months period ended 30th June, 2011 are as follows:

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

For the Year Ended	31st March, 2009 (Audited)	31st March, 2010 (Audited)	31st March, 2011 (Audited)	Three months period ended 30th June, 2011 (Certified)
Income from Operations	-	173.18	185.32	36.36
Other Income	8.74	-	1.32	10.66
Total Income	8.74	173.18	186.64	47.02
Total Expenditure	8.43	171.85	185.42	4.37
Profit/(Loss) before Interest, Depreciation and Tax	0.31	1.33	1.22	42.65
Depreciation	0.08	0.05	0.26	-
Interest	-	0.75	0.01	-
Profit/(Loss) before Tax	0.23	0.53	0.95	42.65

For the Year Ended	31st March, 2009 (Audited)	31st March, 2010 (Audited)	31st March, 2011 (Audited)	Three months period ended 30th June, 2011 (Certified)
Provision for Tax (including deferred tax)	0.09	0.10	0.09	-
Profit/(Loss) after tax	0.14	0.43	0.86	42.65

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

As on	31st March 2009 (Audited)	31st March 2010 (Audited)	31st March, 2011 (Audited)	Three months period ended 30th June, 2011 (Certified)
Sources of funds				
Paid-up Share Capital	89.58	98.56	98.56	98.56
Reserves & Surplus (excluding revaluation reserves)	807.04	1157.51	1157.34	1201.02
Share Application	-	-	-	10.00
Less:- Preliminary Expenses not written off	0.27	0.49	0.45	-
Less: Deferred Tax Asset	-	-	-	-
Net Worth	**896.35**	**1255.58**	**1255.45**	**1309.58**
Secured Loan	-	-	-	-
Unsecured Loan	6.53	7.28	14.29	14.40
Total	**902.88**	**1262.86**	**1269.74**	**1323.98**
Uses of funds				
Net Fixed Assets	0.19	0.13	9.42	9.42
Investments	771.38	940.00	757.00	102.00
Net Current Assets	131.31	322.73	503.32	1212.56
Total	**902.88**	**1262.86**	**1269.74**	**1323.98**

Other Financial Data

For the Year Ended	31st March 2009 (Audited)	31st March, 2010 (Audited)	31st March, 2011 (Audited)	Three months period ended 30th June, 2011 (Certified)
Dividend (%)	-	-	-	-
Earning Per Share (Rs.)	0.15	0.44	0.87	43.27*
Return on Net worth (%)	0.01	0.03	0.07	3.25*
Book Value Per Share (Rs.) (Rs. 100 each)	1000.62	1273.99	1273.86	1328.71

**Non Annualized*

Notes:

(i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/period
(ii) Return on Net Worth = Profit after Tax / Net Worth
(iii) Book Value per Share = Net Worth / No. of equity shares
(iv) Source : Audited Annual Reports / Certified by Statutory Auditors
(v) Both the audited and un-audited financial information has been prepared by the Statutory Auditor of SRJTPL after taking into consideration all the points as specified in the point no. 4.11 of the Annexure I of the Standard Letter of Offer.
(vi) Reasons for fall/rise in Total Income, Expenditure and PAT in the relevant year if applicable: - Year/Period wise reason for the fall in the Total Income, Expenditure & PAT is cited below:

1. Reasons for change in Total Income, Expenditure and PAT for the three (3) months period ended 30th June, 2011 over year ended 31st March, 2011:

   The Total Income for the three (3) months period ended 30th June, 2011 was Rs. 47.02 Lacs as compared to Rs. 186.64 Lacs for the year ended 31st March, 2011. The total Expenditure for the three (3) months period ended 30th June, 2011 was Rs. 4.37 Lacs as compared to the Total Expenditure of Rs. 185.42 Lacs for the year ended 31st March, 2011. Consequently, the Profit after Tax for the three (3) months period ended 30th June, 2011 was Rs. 42.65 Lacs as compared to Rs. 0.86 Lacs for the year ended 31st March, 2011.

2. Reasons for change in Total Income, Expenditure and PAT for the year ended 31st March, 2011 over year ended 31st March, 2010:

   Total Income for the year ended 31st March, 2011 was Rs. 186.64 Lacs as compared to Rs.173.18 Lacs for the year ended 31st March, 2010. The increase in total income was mainly due to increase in income from Sale of Securities to Rs. 149.16 Lacs for the year ended 31st March, 2011 as compared to Rs. 146.96 Lacs for the year ended 31st March, 2010 and other income by Rs. 1.32 Lacs for the year ended 31st March, 2011 as compared to nil for the year ended 31st March, 2010. The total expenditure for the year ended 31st March, 2011 was increased to Rs. 185.69 Lacs as compared to Rs. 172.66 Lacs for the year ended 31st March, 2010 mainly due to increase in cost of goods sold to Rs. 174.49 Lacs for the year ended 31st March, 2011 as compared to Rs. 144.82 Lacs for the year ended 31st March, 2010 and increase in other expenses to Rs. 8.08 Lacs for the year ended 31st March, 2011 as compared to Rs. 24.15 Lacs for the year ended 31st March, 2010. Depreciation expenditure also increased to Rs. 0.27 Lacs for the year ended 31st March, 2011 as compared to Re. 0.05 Lacs for the year ended 31st March, 2010. However, interest expenditure decreased to Re.01 Lacs for the year ended 31st March, 2011 as compared to Re. 0.75 Lacs for the year ended 31st March, 2010. Consequently, the Profit after Tax for the year ended 31st March, 2011 was Rs. 0.86 Lacs as compared to Re. 0.43 Lacs for the year ended 31st March, 2010.

3. Reason for change in Total Income, Expenditure & PAT for the year ended 31st March, 2010 over year ended 31st March, 2009: -

Total Income for the year ended 31st March, 2010 was Rs.173.18 Lacs as compared to Rs. 8.74 Lacs for the year ended 31st March, 2009. The increase in total income was mainly due to increase in income from Sale of Securities to Rs. 146.96 Lacs for the year ended 31st March, 2010 as compared to nil for the year ended 31st March, 2009 and other income to Rs. 25.47 Lacs for the year ended 31st March, 2010 as compared to Rs. 8.74 Lacs for the year ended 31st March, 2009. The total expenditure for the year ended 31st March, 2010 was increased to Rs. 171.90 Lacs as compared to Rs. 8.52 Lacs for the year ended 31st March, 2009 mainly due to increase in cost of goods sold to Rs. 144.82 Lacs for the year ended 31st March, 2010 as compared to nil for the year ended 31st March, 2009 and increase in other administrative expenses to Rs. 27.02 Lacs for the year ended 31st March, 2010 as compared to Rs.8.44 Lacs for the year ended 31st March, 2009. However, depreciation expenditure decreased to Re.0.05 Lacs for the year ended 31st March, 2010 as compared to Re. 0.08 Lacs for the year ended 31st March, 2009. Consequently, the Profit after Tax for the year ended 31st March, 2010 was Re. 0.43 Lacs as compared to Re. 0.14 Lacs for the year ended 31st March, 2009.

4. Reason for change in Total Income, Expenditure & PAT for the year ended 31st March, 2009 over year ended 31st March, 2008: -

Total Income for the year ended 31st March, 2009 was Rs.8.74 Lacs as compared to Rs. 6.79 Lacs for the year ended 31st March, 2008. The increase in total income was mainly due to increase in other income for the year ended 31st March, 2009 to Rs. 8.74 Lacs as compared to Rs. 6.79 Lacs for the year ended 31st March, 2008. The total expenditure for the year ended 31st March, 2009 was increased to Rs. 8.43 Lacs as compared to Rs. 6.43 Lacs for the year ended 31st March, 2008 mainly due to increase in cost of other administrative & legal expenses to Rs. 8.43 Lacs for the year ended 31st March, 2009 as compared to Rs. 6.43 Lacs for the year ended 31st March, 2008. However, depreciation expenditure decreased to Re.0.08 Lacs for the year ended 31st March, 2009 as compared to Re. 0.12 Lacs for the year ended 31st March, 2009. Consequently, the Profit after Tax for the year ended 31st March, 2009 was Re. 0.14 Lacs as compared to Re. 0.14 Lacs for the year ended 31st March, 2008.

3.1.9 SRJTPL has not promoted any other Company.

3.1.10 There is no Person Acting in Concert with the Acquirer for the purpose of this Offer. In terms of regulations 2(1) (e) (2) of the Regulations, there could be Person(s) deemed to be Acting in Concert with the Acquirer. However, there is no Person Acting in Concert with the Acquirer for the purpose of this Offer.

3.2 As on the date of PA, the Acquirer does not hold any equity shares in the Target Company. The Acquirers have acquired 17,31,409 equity shares, representing 34.63% of the equity and voting share capital of the Target Company, subsequent to the date of PA as detailed in Para 2.1.3 above. The Acquirer has till date complied with the relevant provisions of Chapter II of the Regulations, wherever applicable. Further, the Acquirer has undertaken to comply with the Regulations and complete the Offer formalities irrespective of the Compliance or fulfillment or outcome of the Agreement and its related conditions.

3.3 Disclosures in terms of Regulations 16(ix) of the Regulations & Acquirer's future plans for SCL

3.3.1 The Offer has been made pursuant to Regulation 10 & 12 and other provisions of the Chapter III and in compliance with the Regulations.

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

3.3.3 The Acquirer has plans to expand into fund based, investment and non banking financial services activities. SCL is registered with Reserve Bank of India as a Non Banking Financial Company having Registration No. B-13.00957. Through this acquisition, the Acquirer also intends to reap the benefits available to a Company listed on the Stock Exchange having pan India presence.

3.3.4 Subject to satisfaction of the provisions under the Companies Act, 1956 and/ or any other Regulation(s), the Acquirer intends to make changes in the management of SCL. It is proposed to induct new Directors on the Board of SCL by the Acquirer. The likely changes in the management/ control of SCL by the Acquirer shall be subject to successful completion of the Open Offer formalities, including dispatch of consideration for the Shares accepted and shall be subject to compliance with Regulation 23(6) of the Regulations.

3.3.5 As on the date of the PA, the Acquirer does not have any plan to dispose off or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company.

3.3.6 The Acquirer undertakes not to sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company and in accordance with and subject to the applicable laws, permissions and consents, if any.

4. OPTION IN TERMS OF REGULATION 21(2)

Upon completion of the Offer, assuming full acceptance to this Offer, the public shareholding in the Target Company will not fall below the minimum limit specified in clause 40A of the Listing Agreement. Further the Acquirer undertakes that they shall comply with the Listing Agreement for continuous listing of equity shares of the Target Company with the Stock Exchange in compliance with regulation 19 of Securities Contracts (Regulation) Rules, 1957 and the Acquirer do not have any intention to delist the equity shares of the Target Company within the next three (3) years.

5. BACKGROUND OF THE TARGET COMPANY – SUBHKAM CAPITAL LIMITED

(Information relating to the Target Company has been obtained from Target Company and/or available in public domain and neither the Acquirer nor the Manager to the Offer has independently verified the same).

5.1. Brief History and Main Areas of Operations:

5.1.1 Subhkam Capital Limited was originally incorporated as "Principle Capital Markets Limited" on 27th December, 1991 under the Companies Act, 1956 in the state of Maharashtra. The Target Company received the Certificate for Commencement of Business on 14th January, 1992. The name of the Target Company was subsequently changed to "Principal Capital Markets Limited", and a fresh Certificate of Incorporation consequent upon change of name was received on 7th February, 1996 from the Registrar of Companies, Maharashtra. The name of the Target Company was again changed to its present name, i.e., Subhkam Capital Limited and a fresh Certificate of Incorporation consequent upon change of name was received on 26th June, 2006 from the Registrar of Companies, Maharashtra. The registered office of SCL is presently situated at 'The International House', 4th Floor, New Marine Lines, Cross Road No. 1, 16, Maharshi Karve Road, Churchgate, Mumbai- 400 020, Tel. No.: (022) 6157 2000, Fax No.: (022) 6157 2099, E-mail Id: prerna@subhkam.com. The CIN of the Target Company is L65990MH1991PLC064631.

5.1.2 SCL was originally incorporated with the object to carry on the business of broker, dealer, agent and to underwrite, sub-underwrite, to invest in, and acquire and hold, sell, buy or otherwise deal in shares, debentures, debenture-stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Governments, State, Dominions, Sovereigns, Municipalities or Public Authorities or Bodies and shares and stocks, stocks, debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any Company, Corporation, Firm or person whether incorporated or established in India or elsewhere, etc. SCL is presently engaged in the business of trading in Shares and Securities. SCL is registered with Reserve Bank of India as Non Banking Financial Company having Registration No. B-13.00957 w.e.f. 05.08.1998.

5.1.3 As on the date of the PA, the Authorised Share Capital of the Target Company is Rs. 525.00 Lacs comprising of 52,50,000 equity shares of Rs. 10/- each. The Issued, Subscribed and Paid-up capital of the Target Company is Rs.500.00 Lacs comprising of 50,00,000 fully paid-up equity shares of Rs. 10/- each. SCL does not have any partly paid-up equity shares. SCL has already established connectivity with both National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL).

5.1.4 The Share Capital Structure of the Target Company is as follows:

Paid up Equity Shares of Target Company	**No. of Shares / Voting Rights**	**% of Shares / Voting Rights**
Fully Paid up Equity Shares	50,00,000	100.00%
Partly Paid up Equity Shares	NIL	NIL
Total Paid up Equity Shares	50,00,000	100.00%
Total voting rights in the Target Company	50,00,000	100.00%

5.1.5 The build-up of the Capital Structure of the Target Company (certified by the Management of the Target Company) are detailed as below:

Date/Year of allotment	**Shares Issued**		**Cumulative paid-up capital (No.)**	**Face value (Rs.)**	**Mode of allotment**	**Identity of allottees**	**Compliance status**
	Number	**%**					
On Incorporation	70	0.00%	70	10/-	Cash	Subscribers to the Memorandum	Complied
15.02.1992	30	0.00%	100	10/-	Cash	Promoters and their Associates	Complied
08.12.1993	2,09,900	4.20%	2,10,000	10/-	Cash	Promoters and their Associates	Complied

Date/Year of allotment	Shares Issued		Cumulative paid-up capital (No.)	Face value (Rs.)	Mode of allotment	Identity of allottees	Compliance status
	Number	%					
30.01.1995	100,000	2.00%	3,10,000	10/-	Cash	Promoters and their Associates	Complied
09.02.1995	5,000	0.10%	3,15,000	10/-	Cash	Promoters and their Associates	Complied
28.04.1995	3,85,000	7.70%	7,00,000	10/-	Cash	Promoters and their Associates	Complied
26.09.1995	15,50,000	31.00%	22,50,000	10/-	Cash	Promoters and their Associates	Complied
06.07.1996	12,50,000	25.00%	35,00,000	10/-	Cash	Promoters and their Associates	Complied
	15,00,000	30.00%	50,00,000	10/-	Cash	Public	Complied
Total	**50,00,000**						

5.1.6 As per the documents and information received from the Target Company, we state that SCL has duly complied with the various clauses of the Listing Agreement of BSE for the last 3 years. As per the Information provided by the Target Company, we state that the Target Company is also listed at ASE and JSE. As per the undertaking received from the Target Company the equity shares of the Target Company have never been suspended for trading at BSE, ASE and JSE i.e., the Stock Exchanges where the shares of the Target Company are presently listed. We have further been informed that as on date no punitive action has been taken against the Target Company by any of the Stock Exchanges where the shares of the Target Company are presently listed. In this respect we have already written to BSE, ASE and JSE vide our letter dated 22.10.2011 & reminder letter dated 28.10.2011 and 01.11.2011 and we have further written to BSE and ASE on 10.05.2012 to provide us the information of Listing Compliance including compliances of Chapter II of the Regulations made by SCL along with details of any suspension/disciplinary/ penal action taken by them against the Target Company. We have been informed by the JSE vide their letter reference no. JSEL/2011/1472 dated 11th November, 2011 that the entire equity share capital of 50,00,000 equity shares of Rs. 10/- each were listed on the Stock Exchange in the name of "Principle Capital Markets Ltd.", i.e., previous name of the Target Company, and the Target Company has not complied with the various provisions of the Listing Agreement since year 1999 including the payment of annual listing fees. However, we have not received any information from the BSE and ASE till date. As per the letter dated 06.08.2012 received from the Registrar of the Company, we state that there are no Investors grievances pending as on that date against the Target Company.

5.1.7 SCL has not complied with the provision of regulation 6 applicable as on 20.02.1997 and also regulation 8(3) of Chapter II of the Regulations for the period 1998 to 2002. SCL has however availed the benefit under SEBI (Regularization) Scheme, 2002 on 28.03.2003 and regularized the same by paying penalty of Rs. 30,000/-. Further SCL has duly complied with the disclosure requirement under regulation 8(3) for the year 2003 to 2011. The Target Company had also filed revised disclosure compliance under regulation 8(3) for 2011 on 11.05.2011 due to inadvertent error in the report filed on 29.04.2011. The details of delayed compliances and non-compliances under Chapter II of the Regulations by the Target Company are as follows:

- SCL has not complied with the provision of regulation 6 applicable as on 20.02.1997 and also regulation 8(3) of Chapter II of the Regulations for the period 1998 to 2002. SCL has however availed the benefit under SEBI (Regularization) Scheme, 2002 on 28.03.2003 and regularized the same by paying penalty of Rs. 30,000/-.
- We have not been provided with the documents in respect of the compliance done by the Target Company in respect of the acquisition of 33,51,867 equity shares representing 67.04% of the equity and voting share capital of the Target Company acquired by the Acquirers pursuant to the Share Purchase Agreement (SPA) and Open Offer in the year 2000. SEBI may treat this as the non compliance of regulation 7(3) of the Regulations.
- We have not been provided with the documents in respect of the compliances done by the Target Company in respect of the sale of 1,03,935 equity shares representing 2.08% of the equity and voting share capital by the Promoters, due dated 31/10/2005. SEBI may treat this as the non compliance of regulation 7(3) of the Regulations.
- Delay of 17 days in respect of disclosure required to be filed on 13.03.2006 as per regulation 7(3) of the Regulations.
- For the year 2011, SCL has filed a revised disclosure under regulation 8(3) on 11.05.2011 due to inadvertent error in the report filed on 29.04.2011, thus there was a delay of 11 days.
- As per the information made available to us, we state that no compliances of the provision of Chapter II of the Regulations have been made by the Target Company with ASE and JSE.

For the delay in compliance and non compliances with the aforesaid Regulations, SEBI may initiate appropriate action against the Target Company.

5.1.8 The details of delayed compliances and non-compliances under Chapter II of the Regulations by the Erstwhile and Present Promoters/ Sellers and other Major Shareholders of the Target Company are as follows:

- The Promoters/Promoter Group of the Target Company has acquired the controlling stake and Management control of the Target Company during the financial year 1999-2000, hence the compliances prior to that period were not applicable on the present promoters of the Target Company.
- We have not been provided with any documentary evidences in respect of the compliance required to be made to Stock Exchanges under regulation 7(1) of the Regulations in respect of acquisition of Controlling stake and Management Control by the Promoters (Rakesh S Kathotia, Arti Kathotia, Kamladevi Kathotia, Rakesh S. Kathotia– HUF, Subhkam Monetary Services Pvt. Ltd., Milton Securities Ltd and Digdug Properties Pvt. Ltd. (presently Subhkam Properties Pvt. Ltd.) in the year, 2000 pursuant to the SPA and Open Offer.
- Since we have not been provided with any documentary evidences in respect of the compliance required to be made to Stock Exchanges under regulation 7(1A) of the Regulations by the Promoters of the Target Company in respect of the sale of 1,21,655 equity shares representing 2.43% of the equity and voting share capital, due dated 08.12.2004, we have presumed the same as not complied with. SEBI may take suitable action against the Sellers/ Promoters of the Target Company. However, the Company has made the aforementioned disclosures to the Target Company on 06.12.2004.
- Since we have not been provided with any documentary evidences in respect of the compliance required to be made to Stock Exchanges under regulation 7(1A) of the Regulations by the Promoters of the Target Company in respect of the sale of 1,03,935 equity shares representing 2.08% of the equity and voting share capital, due dated 23.10.2005, we have presumed the same as not complied with. SEBI may take suitable action against the Sellers/ Promoters of the Target Company. However, the Company has made the aforementioned disclosures to the Target Company on 24.10.2005 by a delay of 1 day therein.
- Delay of 22 days in filing disclosures by the Subhkam Monetary Services Pvt. Ltd., part of the Promoter Group, to the BSE as per regulation 7(1A) of the Regulations on 30.03.2006 for the due date of 08.03.2006.
- Delay of 5 days in filing disclosures by the Subhkam Monetary Services Pvt. Ltd., part of the Promoter Group, to the BSE as per regulation 7(1A) of the Regulations on 30.03.2006 for the due date of 25.03.2006.
- Delay of 3 days in filing disclosures by Rakesh S Kathotia, part of the Promoter Group, to the BSE as per regulation 7(1A) of the Regulations on 02.05.2006 for the due date of 29.04.2006.
- Delay of 3 days in filing disclosures by Rakesh S Kathotia, part of the Promoter Group, to the BSE as per regulation 7(1A) of the Regulations on 02.04.2007 for the due date of 30.03.2007.
- Delay of 3 days in filing disclosures by Rakesh S Kathotia, part of the Promoter Group, to the BSE as per regulation 7(1A) of the Regulations on 03.09.2007 for the due date of 31.08.2007.
- Delay of 5 days in filing disclosures by Arti Kathotia, part of the Promoter Group, to the BSE as per regulation 7(1A) of the Regulations on 12.02.2008 for the due date of 07.02.2008.
- Delay of 269 days in filing disclosures by the Subhkam Ventures (I) Pvt. Ltd., part of the Promoter Group, to the BSE as per regulation 7(1A) of the Regulations on 19.12.2011 for the due date of 25.03.2011.
- Delay of 58 days in filing disclosures by the Promoters (Rakesh S. Kathotia, Arti R. Kathotia, Kamaladevi Kathotia, Rakesh Kathotia HUF, Subhkam Properties Pvt. Ltd., Subhkam Securities Pvt. Ltd.) to the BSE as per regulation 7(1A) of the Regulations in 19.12.2011 for the due date of 22.10.2011.
- No compliance documents, if any, submitted to ASE and JSE have been made available to us.
- In respect to inter-se transfer of 2,63,412 equity shares constituting 5.27% of the total capital of the Company, between M/s. Subhkam Securities Pvt. Ltd. (Transferee) and Subhkam Ventures (I) Pvt. Ltd. (Transferor), to the best of our knowledge and information, the Transferee has complied with the regulation 3(3) and 3(4) read with 3(5) of the SEBI (SAST) Regulations, 1997 on 13.06.2012 and 22.06.2012 resulting into the delay of 455 days and 436 days respectively. However, SEBI may take suitable action against the Promoters of the Target Company for such delay in making compliances to the Stock Exchanges as well as the Target Company.

We have not been provided with documentary evidences in relation to certain disclosures made by the Promoters/ other Major Shareholders to the Target Company and thus we have presume the date of compliance made to the Bombay Stock Exchange Limited as the date of disclosures made to the Target Company. For the delay in compliance and non compliances with the aforesaid Regulations, SEBI may initiate appropriate action against the Promoters/ other Major Shareholders of the Target Company.

5.1.9 As on the date of PA, there are no outstanding convertible instruments such as warrants/FCDs/PCDs etc. There are no partly paid up shares as on the date of PA.

5.1.10 SCL has confirmed that it has:

a) Paid up to date Listing Fees to BSE.
b) Complied with the Listing Agreement requirements of the BSE and has not complied with ASE and JSE as mentioned in Para 5.1.6 above. However, as informed to us by the Target Company no punitive actions have been taken against it by any of the Stock Exchanges till date.

5.1.11 **The Board of Directors of SCL as on the date of the PA is as follows:**

Names of Directors	Design-ation	DIN	Date of Appt.	Qualifi-cation	Residential Address	Experi-ence	No. & % of shares of SCL held as on date of SPA i.e. 20.10.2011	No. & % of shares sold through SPA dated 20.10.2011
Rakesh Kathotia	Chairman	00165880	28/08/2000	B.Com	41, Venus Apts, 87, Cuffe Parade, Mumbai, 400005, Maharashtra	25 years of Experience in capital market related activities.	565000 (11.30%)	565000 (11.30%)
Manu Punnoose	Independent Director	00165461	28/08/2000	MBA	Flat No. 703, Plot No. 30A, Sector 25, Nerul, 400706, Maharashtra	18 years of Experience in capital market related activities.	NIL	NIL
Sridharan Veeraraghavan	Independent Director	00165537	28/08/2000	Post Graduate in Humanity	Flat No.504, 5th Floor, Gardenia, A Wing, Dindoshi, Mulund Link Road, Vasant Valle, Malad (E), Mumbai, 400097, Maharashtra	More than 30 years in capital market related activities.	NIL	NIL

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

5.1.13 **Financial Information:**

The financial details of SCL as per the audited accounts for the last three financial years ended 31st March 2009, 31st March 2010 and 31st March, 2011 and Certified Unaudited Accounts for the 3 months period ended 30th June 2011 are as follows:

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

For the Year Ended	31st March, 2009 (Audited)	31st March, 2010 (Audited)	31st March, 2011 (Audited)	Three months period ended 30th June, 2011 (Certified)
Income from Operations	7970.05	6326.62	16583.14	1452.07
Other Income	5.66	20.40	58.90	8.55
Total Income	7975.71	6347.02	16642.04	1460.62
Total Expenditure	8499.53	6077.66	15784.82	1338.51
Profit/(Loss) before Interest, Depreciation and Tax	(523.82)	269.36	857.22	122.11
Depreciation	3.91	3.96	16.01	5.15
Interest	56.93	164.25	817.34	88.76
Profit/(Loss) before Tax	(584.66)	101.15	23.87	28.20
Provision for Tax (incl. fringe benefit tax)	0.51	5.68	1.28	0.00
Profit/(Loss) after tax	(585.17)	95.47	22.59	28.20

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

As on	31st March, 2009 (Audited)	31st March 2010 (Audited)	31st March, 2011 (Audited)	Three months period ended 30th June, 2011 (Certified)
Sources of funds				
Paid up share capital	500.00	500.00	500.00	500.00
Reserves & Surplus (excluding revaluation reserves)	203.37	298.84	321.43	349.63
Less: Misc. Expenditure not written off	0.00	0.00	0.00	0.00
Net Worth	**703.37**	**798.34**	**821.43**	**849.63**
Secured loans	0.00	2693.02	469.10	18.47
Unsecured loans	0.00	221.03	2072.38	2170.37
Deferred Tax Liability	3.22	0.00	0.00	0.00
Total	**706.59**	**3712.89**	**3362.91**	**3038.47**

As on	31^{st} March, 2009 (Audited)	31^{st} March 2010 (Audited)	31^{st} March, 2011 (Audited)	Three months period ended 30^{th} June, 2011 (Certified)
Uses of funds				
Net Fixed Assets (including capital WIP)	41.75	37.96	111.03	105.87
Investments	0.00	0.00	0.00	0.00
Net Current Assets	664.84	3674.93	3251.88	2932.60
Total	**706.59**	**3712.89**	**3362.91**	**3038.47**

Other Financial Data

For the Year Ended	31^{st} March, 2009 (Audited)	31^{st} March, 2010 (Audited)	31^{st} March, 2011 (Audited)	Three months period ended 30^{th} June, 2011 (Certified)
Dividend (%)	0.00	0.00	0.00	0.00
Earning Per Share (Rs.)	(11.70)	1.91	0.45	0.56*
Return on Net worth (%)	(83.19)	11.95	2.75	3.32*
Book Value Per Share (Rs.)	14.06	15.98	16.43	16.99

** Not Annualized*

Notes:

(i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/period

(ii) Return on Net Worth = (Profit after Tax /Net Worth)*100

(iii) Book Value per Share = Net Worth / No. of equity shares

(iv) Source: Audited Annual Reports / Certified by Statutory Auditors.

(v) Reason for fall/rise in Total Income, Expenditure and PAT in the relevant year if applicable: - Year/Period wise reason for the fall in the Total Income, Expenditure & PAT is cited below: -

1. Reason for change in Total Income, Expenditure and PAT for the 3 months period ended 30^{th} June, 2011 over year ended 31^{st} March 2011:

   The total income for the 3 months period ended 30^{th} June 2011 was Rs. 1460.62 Lacs as compared to Rs. 16642.04 Lacs for the year ended 31^{st} March 2011. The total Expenditure for the 3 months period ended 30^{th} June 2011 was Rs. 1338.51 as compared to a Total Expenditure if Rs. 15784.82 Lacs for the year ended 31^{st} March 2011. Profit after tax was Rs. 28.20 Lacs for the 3 months period ended 30^{th} June 2011 as compared to a Profit after tax of Rs. 22.59 Lacs for the year ended 31^{st} March 2011.

2. Reason for change in Total Income, Expenditure and PAT for the year ended 31^{st} March 2011 over year ended 31^{st} March 2010:

   Total Income for the year ended 31^{st} March 2011 was Rs. 16642.04 Lacs as compared to Rs. 6347.02 Lacs for the year ended 31^{st} March 2010. The increase in total income was mainly due to increase in income from Sale of Securities from Rs. 6381.72 Lacs for the year ended 31^{st} March, 2010 to Rs. 16714.32 Lacs for the year ended 31^{st} March 2011. The other income also increased from Rs. 20.40 Lacs for the year ended 31^{st} March, 2010 to Rs. 58.90 Lacs for the year ended 31^{st} March 2011 due to increase in income from dividend from Rs. 20.14 Lacs for the year ended 31^{st} March 2010 to Rs. 42.52 Lacs for the year ended 31^{st} March 2011 and interest on income tax refund of Rs. 16.52 Lacs for the year ended 31^{st} March 2011 as compared to Nil for the year ended 31^{st} March 2010. The total expenditure increased from Rs. 6077.66 Lacs for the year ended 31^{st} March 2010 to Rs. 15784.82 Lacs for the year ended 31^{st} March 2011 on account of increase in Cost of Sales from 10777.93 Lacs for the year ended 31^{st} March 2010 to Rs. 13180.83 Lacs for the year ended 31^{st} March 2011, increase in Employee Cost from Rs. 25.72 Lacs for the year ended 31^{st} March 2010 to Rs. 98.76 Lacs for the year ended 31^{st} March 2011 and increase in Administrative Expenses from 24.01 Lacs for the year ended 31^{st} March 2010 to Rs. 149.14 Lacs for the year ended 31^{st} March 2011. Interest expenditure also increased from 164.25 Lacs for the year ended 31^{st} March 2010 to Rs. 817.34 Lacs for the year ended 31^{st} March 2011 and Depreciation increased from Rs. 3.96 Lacs for the year ended 31^{st} March 2010 to Rs. 16.01 Lacs for the year ended 31^{st} March 2011. The Profit before tax for the year ended 31^{st} March 2010 was Rs. 101.15 Lacs as compared to Rs. 23.87 Lacs for the year ended 31^{st} March 2011 and Profit after tax was Rs. 95.47 Lacs for the year ended 31^{st} March 2010 as compared to a Profit after Tax of Rs. 22.59 Lacs for the year ended 31^{st} March 2011.

3. Reason for change in Total Income, Expenditure & PAT for the year ended 31^{st} March 2010 over year ended 31^{st} March 2009: -

   Total Income for the year ended 31^{st} March 2010 was Rs. 6347.02 Lacs as compared to Rs. 7975.71 Lacs for the year ended 31^{st} March 2009. The decrease in total income was mainly due to decrease in income from Sale of Securities from Rs. 8213.13 Lacs for the year ended 31^{st} March, 2009 to Rs. 6381.72 Lacs for the year ended 31^{st} March 2010. The other income increased from Rs. 5.66 Lacs for the year ended 31^{st} March, 2009 to Rs. 20.40 Lacs for the year ended 31^{st} March 2010 due to increase in income from dividend from Rs. 5.07 Lacs for the year ended 31^{st} March 2009 to Rs. 20.14 Lacs for the year ended 31^{st} March 2010. The total expenditure decreased from Rs. 8499.53 Lacs for the year ended 31^{st} March 2009 to Rs. 6077.66 Lacs for the year ended 31^{st} March 2010 on account of decrease in Administrative and Other Expenses from 74.28 Lacs for the year ended 31^{st} March 2009 to Rs. 49.59 Lacs for the year ended 31^{st} March 2010. Interest expenditure increased from 56.93 Lacs for the year ended 31st March 2009 to Rs. 164.25 Lacs for the year ended 31st March 2010 and Depreciation also increased from Rs. 3.91 Lacs for the year ended 31st March 2009 to Rs. 3.96 Lacs for the year ended 31st March 2010. The loss before tax for the year ended 31st March 2009 was Rs. 584.66 Lacs as compared to a Profit before Tax of Rs. 101.15 Lacs for the year ended 31st March 2010 and loss after tax was Rs. 585.17 Lacs for the year ended 31st March 2009 as compared to a profit after tax of Rs. 95.47 Lacs for the year ended 31st March 2010.

4. Reason for change in Total Income, Expenditure & PAT for the year ended 31st March 2009 over year ended 31st March 2008: -

   Total Income for the year ended 31st March 2009 was Rs. 7975.71 Lacs as compared to Rs. 4667.16 Lacs for the year ended 31st March 2008. The increase in total income was mainly due to increase in income from Sale of Securities from Rs. 4965.42 Lacs for the year ended 31st March, 2008 to Rs. 8213.13 Lacs for the year ended 31st March 2009. The other income decreased from Rs. 7.00 Lacs for the year ended 31st March, 2008 to Rs. 5.66 Lacs for the year ended 31st March 2009 due to decrease in income from dividend from Rs. 6.74 Lacs for the year ended 31st March 2008 to Rs. 5.07 Lacs for the year ended 31st March 2009. The total expenditure increased from Rs. 4748.77 Lacs for the year ended 31st March 2008 to Rs. 8499.53 Lacs for the year ended 31st March 2009 on account of increase in Cost of Sales from Rs. 4974.77 Lacs for the Year ended 31st March 2008 to Rs. 8061.91 Lacs for the Year ended 31st March 2009. Interest expenditure decreased from Rs. 66.18 Lacs for the year ended 31st March 2008 to Rs. 56.93 Lacs for the year ended 31st March 2009 and Depreciation also increased from Rs. 3.62 Lacs for the year ended 31st March 2008 to Rs. 3.62 Lacs for the year ended 31st March 2009. The loss before tax for the year ended 31st March 2009 was Rs. 584.66 Lacs as compared to a loss before Tax of Rs. 151.41 Lacs for the year ended 31st March 2009 and loss after tax was Rs. 585.17 Lacs for the year ended 31st March 2009 as compared to a loss after tax of Rs. 164.47 Lacs for the year ended 31st March 2008.

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

Shareholders' Category	Share holding/voting rights Prior to the SPA/ acquisition and Offer		Shares/voting rights acquired which triggered off the Regulation		Shares/voting rights to be acquired in open Offer (assuming full acceptances)		Share holding /voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter Group								
a) **Parties to Agreement:**					-	-	-	-
- Rakesh S Kathotia	565000	11.30%	(565000)	(11.30%)				
- Arti R Kathotia	230000	4.60%	(230000)	(4.60%)				
-Kamaladevi Kathotia	141997	2.84%	(141997)	(2.84%)				
-Rakesh Kathotia HUF	65000	1.30%	(65000)	(1.30%)				
-Subhkam Properties Pvt. Ltd.	466000	9.32%	(466000)	(9.32%)				
-Subhkam Securities Pvt. Ltd.	263412	5.27%	(263412)	(5.27%)				
b) Promoters other than (a) above	-	-	-	-	-	-	-	-
TOTAL (i)	1731409	34.63%	(1731409)	34.63%	-	-	-	-
2. Acquirer: SRJTPL	-	-	1731409	34.63%	1000000	20.00%	2731409	54.63%
TOTAL (ii)	-	-	1731409	34.63%	1000000	20.00%	2731409	54.63%
3. Public Share Holding* [other than (1) & (2)]								
Institutions								
a) FIs/MFs/FIIs/ Banks/MF's	185552	3.71%						
b) Insurance Company	-	-						
c) Others	-	-						
Total (iii) (a+b+c)	185552	3.71%						
Non institutions					(1000000)	(20.00%)	2268591	45.37%
a) Bodies Corporate	1924283	38.49%						
b) Individuals	1151723	23.03%						
c) Others (NRI/OCBs)	7033	0.14%						
Total (iv) (a+b+c)	3083039	61.66%						
GRANDTOTAL (i+ii+iii+iv)	**50,00,000**	**100.00%**			**-**	**-**	**50,00,000**	**100.00%**

***The total no. of shareholders in public category as on 30.09.2011 is 839.

5.3. There was no trading in the shares of SCL as on 22.10.2011, i.e. the date of Public Announcement at BSE.

5.4. The details of the buildup of the Promoter shareholding in the Target Company are as follows:

a. For the period 20.02.1997 to 31.03.1999 (by Erstwhile Promoters): -

Shareholdings			**Purchase / Inter-se Transfer / transmission made during the year**	**Sale / Inter-se/ Transfer/ transmission made during the year**	**Mode of allotment / acquisition**	**Shareholdings**			**Status of compliance with SEBI (SAST) Regulations, other regulations under SEBI Act, 1992 & statutory requirements as applicable**
As on	No. of Shares	%				As on	No. of Shares	%	
20.02.1997	3075867	61.52	-	-	-	31.03.1997	3075867	61.52	NA
01.04.1997	3075867	61.52	-	-	-	31.03.1998	3075867	61.52	NA
01.04.1998	3075867	61.52	-	-	-	31.03.1999	3075867	61.52	NA

b. For the period 31.03.1999 to 20.10.2011 (by Present Promoters): -

Name of the Promoter /Promoter group entity (Buyer)	**Financial Year**	**Date/ year of transaction (allotment / purchase / transfer)**	**Opening Balance - Promoter group**	**Opening Capital**	**Opening % holding - promoter group (%)**	**Name of promoter (seller)**	**No of shares Acquired**		**Mode of Acquisition (Memorandum/ IPO/FPO /Market Purchases/ Preferential Allotment/ Rights Issue/Bonus Shares/Inter-se-transfer etc.,)**	**No of shares sold**		**Closing Capital**	**Closing holding - promoter group**	**Closing % holding - promoter group (%)**	**Increase / Decrease in percentage holding - Promoter Group (+/- %)**	**Applicable regulations of SEBI(SAST) Regulations**	**Compliance status with SEBI(SAST) Regulations**
							No.	**%**		**No.**	**%**						
	1999-2000																
		25.10.1999		5000000	0.00				Pursuant to SPA & Open Offer			5000000	3351867	67.04	67.04	7(1)	Note (1) & (2)
	2000-2001																
			3351867	5000000	67.04								3351867	67.04	0.00	NA	NA
	2001-2002																
		16.11.2001	3351867	5000000	67.04	Rakesh S Kathotia (HUF)			Open Market	74500	1.49	5000000	3277367	65.55	1.49	NA	NA
	2002-2003																
			3277367	5000000	65.55								3277367	65.55	0.00	NA	NA
	2003-2004																
		Date Not Available	3277367	5000000	65.55	Rakesh S Kathotia			Open Market	3100	0.06	5000000	3274267	65.49	0.06	NA	NA
	2004-2005																
		1.12.2004	3274267	5000000	65.49	Rakesh S Kathotia (HUF)			Open Market	20055	0.40	5000000	3254212	65.08	0.40	NA	NA
		6.12.2004	3254212	5000000	65.08	Kamladevi Kathotia			Open Market	24000	0.48	5000000	3230212	64.60	0.48	7(1A)	Not Complied (3)
		8.12.2004	3230212	5000000	64.60	Kamladevi Kathotia			Open Market	20000	0.40	5000000	3210212	64.20	0.40	NA	NA
		9.12.2004	3210212	5000000	64.20	Kamladevi Kathotia			Open Market	13500	0.27	5000000	3196712	63.93	0.27	NA	NA
		10.12.2004	3196712	5000000	63.93	Rakesh S Kathotia (HUF)			Open Market	15500	0.31	5000000	3181212	63.62	0.31	NA	NA
		30.12.2004	3181212	5000000	63.62	Rakesh S Kathotia (HUF)			Open Market	3000	0.06	5000000	3178212	63.56	0.06	NA	NA
		14.03.2005	3178212	5000000	63.56	Rakesh S Kathotia			Open Market	10000	0.20	5000000	3168212	63.36	0.20	NA	NA
		15.03.2005	3168212	5000000	63.36	Rakesh S Kathotia			Open Market	9940	0.20	5000000	3158272	63.17	0.20	NA	NA

Name of the Promoter /Promoter group entity (Buyer)	Financial Year	Date/ year of transaction (allotment / purchase / transfer)	Opening Balance - Promoter group	Opening Capital	Opening % holding - promoter group (%)	Name of promoter (seller)	No of shares Acquired		Mode of Acquisition (Memorandum/ IPO/FPO /Market Purchases/ Preferential Allotment/ Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	No of shares sold		Closing Capital	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in percentage holding - Promoter Group (+/-%)	Applicable regulations of SEBI(SAST) Regulations	Compliance status with SEBI(SAST) Regulations
		29.03.2005	3158272	5000000	63.17	Rakesh S Kathotia (HUF)			Open Market	2495	0.05	5000000	3155777	63.12	0.05	NA	NA
	2005-2006																
		2.05.2005	3155777	5000000	63.12	Arti Kathotia			Open Market	2500	0.05	5000000	3153277	63.07	0.05	NA	NA
		3.05.2005	3153277	5000000	63.07 %	Arti Kathotia			Open Market	2500	0.05	5000000	3150777	63.02	0.05	NA	NA
		21.10.2005	3150777	5000000	63.02 %	Rakesh S Kathotia			Open Market	24500	0.49	5000000	3126277	62.53	0.49	7(1A)	Not Complied (4)
		14.12.2005	3126277	5000000	62.53	Arti Kathotia			Open Market	22672	0.45	5000000	3103605	62.07	0.45	NA	NA
		23.12.2005	3103605	5000000	62.07	Arti Kathotia			Open Market	20000	0.40	5000000	3083605	61.67	0.40	NA	NA
		6.03.2006	3083605	5000000	61.67	Subhkam Monetary Services Pvt. Ltd			Open Market	100000	2.00	5000000	2983605	59.67	2.00	7(1A)	Yes
		23.03.2006	2983605	5000000	59.67	Subhkam Monetary Services Pvt. Ltd			Open Market	124600	2.49	5000000	2859005	57.18	2.49	7(1A)	Yes
		27.03.2006	2859005	5000000	57.18	Subhkam Monetary Services Pvt. Ltd			Open Market	23000	0.46	5000000	2836005	56.72	0.46	NA	NA
		28.03.2006	2836005	5000000	56.72	Subhkam Monetary Services Pvt. Ltd			Open Market	252400	5.05	5000000	2583605	51.67	5.05	7(1A)	Yes
	2006-2007																
		5.04.2006	2583605	5000000	51.67	Arti Kathotia			Open Market	90000	1.80	5000000	2493605	49.87	1.80	NA	NA
		10.04.2006	2493605	5000000	49.87	Arti Kathotia			Open Market	60000	1.20	5000000	2433605	48.67	1.20	7(1A)	Yes
		26.04.2006	2433605	5000000	48.67	Arti Kathotia			Open Market	10000	0.20	5000000	2423605	48.47	0.20	NA	NA
		26.04.2006	2423605	5000000	48.47	Rakesh S Kathotia			Open Market	70000	1.40	5000000	2353605	47.07	1.40	NA	NA
		27.04.2006	2353605	5000000	47.07	Rakesh S Kathotia			Open Market	125000	2.50	5000000	2228605	44.57	2.50	7(1A)	Yes
		28.04.2006	2228605	5000000	44.57	Rakesh S Kathotia			Open Market	1	0.00	5000000	2228604	44.57	0.00	NA	NA
		29.04.2006	2228604	5000000	44.57	Rakesh S Kathotia			Open Market	40000	0.80	5000000	2188604	43.77	0.80	NA	NA
		10.05.2006	2188604	5000000	43.77	Arti Kathotia			Open Market	15000	0.30	5000000	2173604	43.47	0.30	NA	NA
		10.05.2006	2173604	5000000	43.47	Rakesh S Kathotia (HUF)			Open Market	15000	0.30	5000000	2158604	43.17	0.30	NA	NA
		27.07.2006	2158604	5000000	43.17	Rakesh S Kathotia			Open Market	20000	0.40	5000000	2138604	42.77	0.40	NA	NA
		28.03.2007	2138604	5000000	42.77	Rakesh S Kathotia			Open Market	33500	0.67	5000000	2105104	42.10	0.67	7(1A)	Yes
		28.03.2007	2105104	5000000	42.10	Rakesh S Kathotia (HUF)			Open Market	2000	0.04	5000000	2103104	42.06	0.04	NA	NA
		28.03.2007	2103104	5000000	42.06	Kamladevi Kathotia			Open Market	5000	0.10	5000000	2098104	41.96	0.10	NA	NA
	2007-2008																
		16.04.2007	2098104	5000000	41.96	Arti Kathotia			Open Market	50000	1.00	5000000	2048104	40.96	1.00	NA	NA
		17.04.2007	2048104	5000000	40.96	Arti Kathotia			Open Market	44930	0.90	5000000	2003174	40.06	0.90	7(1A)	Yes
		28.08.2007	2003174	5000000	40.06	Arti Kathotia			Open Market	24000	0.48	5000000	1979174	39.58	0.48	NA	NA
		28.08.2007	1979174	5000000	39.58	Rakesh S Kathotia (HUF)			Open Market	23990	0.48	5000000	1955184	39.10	0.48	NA	NA
		29.08.2007	1955184	5000000	39.10	Arti Kathotia			Open Market	24000	0.48	5000000	1931184	38.62	0.48	NA	NA

Name of the Promoter /Promoter group entity (Buyer)	Financial Year	Date/ year of transaction (allotment / purchase / transfer)	Opening Balance - Promoter group	Opening Capital	Opening % holding - promoter group (%)	Name of promoter (seller)	No of shares Acquired		Mode of Acquisition (Memorandum/ IPO/FPO /Market Purchases/ Preferential Allotment/ Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	No of shares sold		Closing Capital	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in percentage holding - Promoter Group (+/-%)	Applicable regulations of SEBI(SAST) Regulations	Compliance status with SEBI(SAST) Regulations
		29.08.2007	1931184	5000000	38.62	Rakesh S Kathotia (HUF)			Open Market	24000	0.48	5000000	1907184	38.14	0.48	NA	NA
		29.08.2007	1907184	5000000	38.14	Rakesh S Kathotia			Open Market	15000	0.30	5000000	1892184	37.84	0.30	7(1A)	Yes
		30.08.2007	1892184	5000000	37.84	Subhkam Properties Pvt. Ltd.			Open Market	34000	0.68	5000000	1858184	37.16	0.68	NA	NA
		31.08.2007	1858184	5000000	37.16	Rakesh S Kathotia (HUF)			Open Market	12000	0.24	5000000	1846184	36.92	0.24	NA	NA
Subhkam Stock & Shares Limited		05.02.2008	1846184	5000000	36.92	Arti Kathotia	7500	0.15	Inter se	7500	0.15	5000000	1846184	36.92	0.00	NA	NA
Subhkam Capital Investments Pvt. Ltd		05.02.2008	1846184	5000000	36.92	Arti Kathotia	99990	2.00	Inter se	99990	2.00	5000000	1846184	36.92	0.00	7(1A)	Yes
Subhkam Stock & Shares Limited		05.02.2008	1846184	5000000	36.92	Rakesh S Kathotia	17410	0.35	Inter se	17410	0.35	5000000	1846184	36.92	0.00	NA	NA
Subhkam Capital Investments Pvt. Ltd		05.02.2008	1846184	5000000	36.92		10	0.00	Open Market			5000000	1846194	36.92	0.00	NA	NA
Subhkam Stock & Shares Limited		12.02.2008	1846194	5000000	36.92	Rakesh S Kathotia	1000	0.02	Inter se	1000	0.02	5000000	1846194	36.92	0.00	NA	NA
Subhkam Capital Investments Pvt. Ltd		12.02.2008	1846194	5000000	36.92	Rakesh S Kathotia	22475	0.45	Inter se	22475	0.45	5000000	1846194	36.92	0.00	NA	NA
Subhkam Capital Investments Pvt. Ltd		12.02.2008	1846194	5000000	36.92		4525	0.09	Open Market			5000000	1850719	37.01	0.09	NA	NA
Subhkam Stock & Shares Limited		13.02.2008	1850719	5000000	37.01	Rakesh S Kathotia	25000	0.50	Inter se	25000	0.50	5000000	1850719	37.01	0.00	NA	NA
Subhkam Stock & Shares Limited		20.02.2008	1850719	5000000	37.01	Rakesh S Kathotia	5000	0.10	Inter se	5000	0.10	5000000	1850719	37.01	0.00	NA	NA
Subhkam Capital Investments Pvt. Ltd		20.02.2008	1850719	5000000	37.01	Rakesh S Kathotia	50000	1.00	Inter se	50000	1.00	5000000	1850719	37.01	0.00	7(1A)	Yes
		20.02.2008	1850719	5000000	37.01	Rakesh S Kathotia			Open Market	6300	0.13	5000000	1844419	36.88	0.13	NA	NA
Subhkam Stock & Shares Limited		21.02.2008	1844419	5000000	36.88	Rakesh S Kathotia	8000	0.16	Inter se	8000	0.16	5000000	1844419	36.88	0.00	NA	NA

Name of the Promoter /Promoter group entity (Buyer)	Financial Year	Date/ year of transaction (allotment / purchase / transfer)	Opening Balance - Promoter group	Opening Capital	Opening % holding - promoter group (%)	Name of promoter (seller)	No of shares Acquired		Mode of Acquisition (Memorandum/ IPO/FPO /Market Purchases/ Preferential Allotment/ Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	No of shares sold		Closing Capital	Closing holding - promoter group	Closing % holding - promoter group (%)	Increase / Decrease in percentage holding - Promoter Group (+/-%)	Applicable regulations of SEBI(SAST) Regulations	Compliance status with SEBI(SAST) Regulations
		27.03.2008	1844419	5000000	36.88	Subhkam Stock & Shares Limited			Open Market	63910	1.28	5000000	1780509	35.60	1.28	NA	NA
		Date Not Available	1780509	5000000	35.60	Milton Securities Ltd.	1100	0.02	Open Market			5000000	1779409	35.59	0.01	NA	NA
	2008-2009																
Subhkam Ventures (I) Pvt. Ltd.		9.02.2009	1779409	5000000	35.59	Rakesh S Kathotia	20000	0.40	Inter se	20000	0.40	5000000	1779409	35.59	0.00	NA	NA
Subhkam Ventures (I) Pvt. Ltd.		10.02.2009	1779409	5000000	35.59	Rakesh S Kathotia	10000	0.20	Inter se	10000	0.20	5000000	1779409	35.59	0.00	7(1A)	Yes
	2009-2010																
			1779409	5000000	35.59							5000000	1779409	35.59	0.00	NA	NA
	2010-2011																
		8.04.2010	1779409	5000000	35.59	Kamladevi Kathotia			Open Market	24000	0.48	5000000	1755409	35.11	0.48	NA	NA
		12.04.2010	1755409	5000000	35.11	Arti Kathotia			Open Market	24000	0.48	5000000	1731409	34.63	0.48	NA	NA
Subhkam Ventures (I) Pvt. Ltd.		11.08.2010	1731409	5000000	34.63	Arti Kathotia	22908	0.46	Inter se	22908	0.46	5000000	1731409	34.63	0.00	NA	NA
Subhkam Ventures (I) Pvt. Ltd.		11.08.2010	1731409	5000000	34.63	Rakesh S Kathotia	71044	1.42	Inter se	71044	1.42	5000000	1731409	34.63	0.00	7(1A)	Yes
Subhkam Ventures (I) Pvt. Ltd.		11.08.2010	1731409	5000000	34.63	Rakesh S Kathotia (HUF)	22460	0.45	Inter se	22460	0.45	5000000	1731409	34.63	0.00	NA	NA
Subhkam Securities Pvt. Ltd.		23.03.2011	1731409	5000000	34.63	Subhkam Ventures (I) Pvt. Ltd.	263412	5.27	Inter se	263412	5.27	5000000	1731409	34.63	0.00	7(1) & 7(1A)	Yes
																3(3) & 3(4)	Note (5)
	2011-2012																
		20.10.2011	1731409	5000000	34.63	All Promoters			Pursuant to SPA and Open Market	1730862	34.62	5000000	0	0.00	34.63	7(1A)	Yes
									Open Market	547	0.01	5000000				NA	NA

(1) The Promoters/ Promoter Group of the Target Company has acquired the controlling stake and Management Control of the Target Company during the Financial Year 1999- 2000 pursuant to the SPA dated 25.10.1999, hence the compliances prior to that period were not applicable on the present Promoters of the Target Company.

(2) Since we have not been provided with any documentary evidences of the compliances made by the Sellers/ Promoter Group of the Target Company in respect of compliances done under Chapter II of the Takeover Regulations, 1997, we have presumed the same as not complied with. **SEBI may take suitable action against the Sellers/ Promoters of the Target Company.**

(3) In respect of the compliances required to be made to Stock Exchanges under regulation 7(1A) of the Regulations by the Promoters of the Target Company in respect of the sale of 1,21,655 equity shares representing 2.43% of the equity and voting share capital, due dated 08.12.2004. **SEBI may take suitable action against the Sellers/ Promoters of the Target Company. However, the Company has made the aforementioned**

disclosures to the Target Company on 06.12.2004.

(4) In respect of the compliances required to be made to Stock Exchanges under regulation 7(1A) of the Regulations by the Promoters of the Target Company of the sale of 1,03,935 equity shares representing 2.08% of the equity and voting share capital, due dated 23.10.2005. **SEBI may take suitable action against the Sellers/ Promoters of the Target Company. However, the Company has made the aforementioned disclosures to the Target Company on 24.10.2005 by a delay of 1 day therein.**

(5) In respect to inter-se transfer of 2,63,412 equity shares between M/s. Subhkam Securities Pvt. Ltd. (Transferee), and M/s. Subhkam Ventures (I) Pvt. Ltd. (Transferor), both having their Registered Office at 'The International House', 4th Floor, New Marine Lines, Cross Road No. 1, 16, Maharshi Karve Road, Churchgate, Mumbai- 400 020, Tel No.: (022) 6157 2000, Fax No.: (022) 6157 2099, Email: contact@subhkam.com, the Transferee Company has complied with the regulation 3(3) and 3(4) read with 3(5) of the SEBI (SAST) Regulations, 1997 on 13.06.2012 and 22.06.2012 resulting into the delay of 455 days and 436 days respectively. However, **SEBI may take suitable action against the aforementioned entities for such delay in making compliances of the Regulations.**

5.5. Corporate Governance

SCL has complied with the conditions of Corporate Governance as envisaged under clause 49 of the listing agreement.

Pending Litigations:

We state that as per the Annual Report of SCL for the financial year ended 31.03.2011 there are no pending Litigations/ Claims against the Target Company contingent in nature except the Contingent Liability in respect of claims against the Target Company not acknowledged as Debt - Income Tax Demand of Rs.185,458.

5.6. Compliance Officer:

Ms. Prerna Bothra Badalia is acting as Compliance Officer of the Target Company, Tel. No: 022 61572000; Fax: 022 61572099, E-mail: prerna@subhkam.com.

6. OFFER PRICE & FINANCIAL ARRANGEMENTS:

6.1. Justification of Offer Price:

6.1.1. The Equity Shares of SCL are presently listed at BSE, ASE and JSE only. The shares of the Target Company are not traded under permitted category on any other stock exchanges.

6.1.2. The Annualised trading turnover during the preceding six calendar months prior to the month in which the Public Announcement was made in terms of number and percentage of total listed Shares in BSE is given below:

Name of Stock Exchange	Total no of shares traded during the 6 calendar months prior to the month in which PA was made	Total No. of listed Shares	Annualised Trading Turnover (in terms of % to total listed shares)
BSE	9,99,437	50,00,000	39.98 %
ASE	Nil	50,00,000	Nil
JSE	Nil	50,00,000	Nil

In this respect we have written to both the ASE, JSE alongwith the Target Company regarding trading and listing status of the equity shares of the Target Company. Further, we have been informed by the JSE vide their letter no. JSEL/2011/1472 dated 11th November, 2011, that the entire 50,00,000 equity shares of the Target Company are listed on it. However, we have not received any information from ASE till yet. Based on the undertaking and information received from the Target Company, we do hereby states that the entire equity share capital of 50,00,000 equity shares are listed on all the three Stock Exchanges and there has been no active trading of the equity shares of the Target Company on both the ASE and JSE.

6.1.3. The equity shares of SCL are listed on BSE, ASE and JSE only. As per available information, the equity shares of Target Company are frequently traded on BSE and infrequently traded on ASE and JSE in terms of explanation (i) to Regulation 20(5) of the Regulations and therefore the Offer Price has been determined taking into account the following parameters: -

a)	Negotiated Price under the Agreement	:	Not exceeding Rs. 79/- per equity share
b)	Highest Price paid by the Acquirer for acquisition, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of PA	:	Rs. 78.35
c)	Average of high and low of the closing prices of the equity shares of SCL during the 26 weeks preceding the date of PA#	:	Rs. 87.31
d)	Average of daily high and low prices of the equity shares of SCL during the 2 weeks preceding the date of PA #	:	Rs. 66.79
e)	**Other Parameters**	:	**Based on Audited Accounts for the year ended 31.03.2011**
	Return on Net worth (%)		2.75
	Book Value per share (Rs.)		16.43

	Earnings per Share (Rs.)		0.45*
	Industry Average P/E Multiple^		12.60
	Offer price P/E Multiple**		209.07

*For the purpose of calculation of Earnings Per Share, short provision of taxation for the earlier years of Rs.1.28 Lacs has been deducted from the Profit after Tax.
(Source: Audited Annual Report for the year ended 31.03.2011)
Source: www.bseindia.com
^ (Source: Capital Market Journal Vol. XXVI/16, Oct 03 -16, 2011, Industry- Finance & Investments)
**Offer price/EPS

Based on the above, the Offer price of Rs. 94.08 per equity share is justified in terms of regulation 20(4) and 20(5) of the Regulations.

Calculation of average price as per Regulation 20(4)(c) is as follows:
Average of high and low of the closing prices of the equity shares of SCL during the 26 weeks preceding the date of Public Announcement (22.10.2011)

Week No.	Week Ending on	High (Rs.)	Low (Rs.)	Average (Rs.)
1.	Friday, 21st October, 2011	82.05	67.60	74.83
2.	Friday, 14th October, 2011	64.40	57.30	60.85
3.	Friday, 7th October, 2011	56.75	50.05	53.40
4.	Friday, 30th September, 2011	52.35	50.00	51.18
5.	Friday, 23rd September, 2011	54.00	51.10	52.55
6.	Friday, 16th September, 2011	51.70	47.55	49.63
7.	Friday, 9th September, 2011	62.60	54.40	58.50
8.	Friday, 2nd September, 2011	76.30	67.50	71.90
9.	Friday, 26th August, 2011	84.90	77.00	80.95
10.	Friday, 19th August, 2011	85.45	78.50	81.98
11.	Friday, 12th August, 2011	90.00	83.20	86.60
12.	Friday, 5th August, 2011	89.80	83.10	86.45
13.	Friday, 29th July, 2011	91.10	86.00	88.55
14.	Friday, 22nd July, 2011	91.80	88.30	90.05
15.	Friday, 15th July, 2011	88.00	83.70	85.85
16.	Friday, 8th July, 2011	92.60	80.15	86.38
17.	Friday, 1st July, 2011	101.90	97.45	99.68
18.	Friday, 24th June, 2011	103.00	99.20	101.10
19.	Friday, 17th June, 2011	103.65	97.25	100.45
20.	Friday, 10th June, 2011	101.10	92.50	96.80
21.	Friday, 3rd June, 2011	102.10	88.25	95.18
22.	Friday, 27th May, 2011	97.15	84.05	90.60
23.	Friday, 20th May, 2011	136.00	102.15	119.08
24.	Friday, 13th May, 2011	142.85	136.90	139.88
25.	Friday, 6th May, 2011	135.35	128.45	131.90
26.	Friday, 29th May, 2011	138.75	133.00	135.88
			Total of Average Prices of 26 Weeks(A)	**2270.15**
			No. of Weeks (B)	**26**
			Avg. Price(A)/ (B)	**87.31**

2 weeks daily high/ low
Average of daily high and low prices of the equity shares of SCL during the 2 weeks preceding the date of Public Announcement (22.10.2011)

Day No.	Date	High (Rs.)	Low (Rs.)	Average (Rs.)
1.	Friday, 21st October, 2011	82.05	82.05	82.05
2.	Thursday, 20th October, 2011	78.15	78.15	78.15
3.	Wednesday, 19th October, 2011	74.45	74.40	74.43
4.	Tuesday, 18th October, 2011	70.95	68.00	69.48
5.	Monday, 17th October, 2011	67.60	67.60	67.60
6.	Friday, 14th October, 2011	64.40	62.00	63.20
7.	Thursday, 13th October, 2011	61.40	60.00	60.70
8.	Wednesday, 12th October, 2011	60.00	55.35	57.68
9.	Tuesday, 11th October, 2011	59.80	55.80	57.80
10.	Monday, 10th October, 2011	59.55	54.10	56.83
			Total of Average Prices of 2 Weeks(A)	**667.90**
			No. of Days in which there was trading (B)	**10**
			Avg. Price(A)/ (B)	**66.79**

6.1.4. SCL doesn't have any partly paid up shares as on date of PA.

6.1.5. The Offer is not as a result of global acquisition resulting in indirect acquisition of SCL.

6.1.6. There is no non-compete agreement entered between the Acquirer and any other entity as envisaged under regulation 20(8) of the Regulations. No additional payments are being made by the Acquirer as non-compete fees.

6.1.7. The Acquirer would be responsible for ensuring compliance with the Regulations for the consequences arising out of the acquisition of shares, if any, made after the date of Public Announcement i.e., 22.10.2011 in terms of Regulation 20(7) of the Regulations.

6.1.8. It is ensured that the Offer Price shall not be less than the highest price paid by the Acquirer for any acquisition of shares of the SCL from the date of Public Announcement upto 7 working days prior to the closure of the offer viz. 27.08.2012.

6.2. Financial arrangements:

6.2.1 The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Net worth and no borrowings from any Bank and/or Financial Institutions are envisaged. Mr. Amit Kumar Shyamsukha, Proprietor of M/s. Shyamsukha Amit & Associates., Chartered Accountant (Membership No. 058596 and Firm Regn. no. 324516E) having office at 19, Ganesh Chandra Avenue, Premier House, 2nd Floor, Suite No-7, Kolkata -700 013, Tele No. (033) 64519389, Fax No. (033) 22110583, E-mail: amitshyamsukha.ca@ gmail.com has certified vide letter dated 20.10.2011 that sufficient resources are available with the Acquirer for fulfilling the obligations under this Offer in full.

6.2.2 The maximum consideration payable by the Acquirer, assuming full acceptance of the Offer, would be Rs.9,40,80,000/- (Rupees Nine Crore Forty Lacs Eighty Thousand Only). In accordance with regulation 28 of the Regulations, the Acquirer has opened an Escrow Demat Account with Manu Stock Broking Pvt. Ltd., namely "SRJTPL-TAKEOVER ESCROW ACCOUNT–VC CORPORATE ADVISORS PVT. LTD and deposited therein securities with appropriate margin i.e., 56,568 fully paid up equity shares of Jaypee Infratech Limited of the face value of Rs. 10/- each, 25,549 fully paid up equity shares of Prakash Steelage Limited of the face value of Rs. 10/- each and 50,000 fully paid up equity shares of Aanjaneya Lifecare Limited of the face value of Rs. 10/- each, having a closing market prices of Rs. 63.90, Rs. 120.05 and Rs. 383.95 per equity share respectively as on October 21, 2011 on NSE (i.e., the Stock Exchange where the shares of the company were most frequently traded in the preceding six months). The total value of securities transferred into Escrow Demat Account is Rs. 2,58,79,352.65 (Rupees Two Crores Fifty Eight Lacs Seventy Nine Thousand Three Hundred Fifty Two and Sixty Five Paisa Only) (Source: NSE). The Acquirer has also deposited Rs.50,00,000/- (Rupees Fifty Lacs only) being more than 1% of the amount required for the Open Offer in an Escrow Account opened with the HDFC Bank Limited, Central Plaza, 2/6, Sarat Bose Road, Kolkata – 700 020 ('Escrow Banker'). The cash deposit and the market value of securities is in excess of 25% of the maximum consideration payable based on the pre-revised Offer. Pursuant to the SEBI letter reference no. CFD/DCR2/EB/OW/35204/2011 dated November 17, 2011, the Acquirer vide their letter dated 17.11.2011 and 16.07.2012 have undertaken to deposit 100% of the Offer Obligation amount, assuming full acceptance, either in the form of cash deposit or in the form of securities in the Escrow Account opened with HDFC Bank Limited and Manu Stock Broking Pvt. Ltd. respectively before opening of the Open Offer. Subsequent to increase in Offer Price from Rs. 88/- per equity share to Rs. 94.08 per equity share inclusive of interest of Rs.6.08 per equity share, the Acquirer has deposited additional 98,717 equity shares of face value of Rs.10/- each of Aanjaneya Lifecare Limited and 1,53,000 equity shares of Flexituff International Limited of face value of Rs.10/- each, having closing market prices of Rs. 500.90 and Rs. 206.45 per equity share respectively as on 06.08.2012 (Source: NSE), in the Escrow Demat Account, namely "SRJTPL- TAKEOVER ESCROW ACCOUNT- VC CORPORATE ADVISORS PVT. LTD.", opened with Manu Stock Broking Pvt. Ltd. On 06.08.2012, the market value of the securities lying in the Escrow Demat Account is Rs.11,33,48,354.95 (Rupees Eleven Crores Thirty Three Lacs Forty Eight Thousand Three Hundred Fifty Four and Ninety Five Paisa Only) (Source: NSE). Therefore, the cash deposit and market value of securities lying in the Escrow Account, in aggregate is more than 100% of the Offer obligations. The above mentioned securities held in the name of the Acquirer, transferred to the Escrow Demat Account are free from any lien/encumbrances and carry voting rights. The Manager to the Offer is empowered to realize the value of the shares by sale or otherwise, provided if there is any deficit on realization of the value of shares, such deficit if any shall be made good by the Manager to the Offer.

6.2.3 The Manager to the Offer is authorized to operate the above-mentioned Escrow Accounts to the exclusion of all others and to realize the value of Escrow Accounts in terms of the Regulations.

6.2.4 The Manager to the Offer hereby confirms that the firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER:

7.1. The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of SCL (except the parties to the Agreement) whose name appear on the Register of Members and to the beneficial owners of the shares of the SCL whose names appear on the beneficial records of the Depository Participant, at the close of business hours on 04.11.2011 ("**Specified Date**").

7.2. All owners of the shares, Registered or Unregistered (except the parties to the agreement) who own the shares any time prior to the Closing of the Offer are 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 of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, 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 unregistered owners.

7.3. Accidental omission to dispatch this LO or the non-receipt or delayed receipt of this LO will not invalidate the Offer in anyway.

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

7.5. Locked-in Shares:
There are no locked-in shares in SCL.

7.6. Eligibility for accepting the Offer:
The Offer is made to all the public shareholders (except the parties to the SPA) whose names appeared in the register of shareholders on 04.11.2011 and also to those beneficial owners ("**Demat holders**") of the equity shares of SCL, whose names appeared as beneficiaries on the records of the respective Depository Participants ("DP") at the close of the business hours on 04.11.2011 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

7.7. Statutory Approvals and conditions of the Offer:

7.7.1 The Offer is subject to the approval from Reserve Bank of India ("**RBI**"), under the Foreign Exchange Management Act, 1999 ("**FEMA**"), for acquisition of equity shares by the Acquirer from non-resident persons under the offer.

7.7.2 As on the date of the PA, to the best of the knowledge of the Acquirer, there are no other statutory approvals and/ or consents required. However, the Offer would be subject to all-statutory approvals as may be required and/ or may subsequently become necessary to acquire at any later date.

7.7.3 In case of non receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 22(12) of the Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 22(13) of the Regulations will also become applicable.

7.7.4 No approval is required from any bank or financial institutions for this Offer to the best of the knowledge of the Acquirer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

8.1. The Shareholder(s) of SCL who qualify and who wish to avail of this Offer will have to send their shares to the Registrar to the Offer as mentioned in the Form of Acceptance at the following address:

BIGSHARE SERVICES PVT. LTD.
SEBI REGN NO: INR000001385
(Contact Person: Mr. Malla S)
E-2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East),
Mumbai -400 072
Tel No.: 022-40430200, Fax No.:022-28475207
E-mail: openoffer@bigshareonline.com

Acceptances may be sent by Registered Post or by hand so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. 05.09.2012. Shareholders may send their acceptances by hand accordingly:

Working Days	Timings	Mode of Delivery
Monday – Friday	10 A.M to 1 P.M and 2 P.M. to 4.30 P.M.	Hand Delivery
Saturday	11.00 A.M. to 1:00 P.M.	Hand Delivery

Delivery made by Registered Post would be received on all working days except Sunday & Public Holidays.

8.2. Shareholders who wish to tender their shares under this Offer should enclose the following documents duly completed. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent.

8.2.1. **For Equity Shares held in physical form:**
(i) Registered shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificate(s).
- Original Share Certificates

- Valid share transfer Form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with SCL and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this LO.

(ii) Unregistered owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein.
- Original share Certificate(s)
- Broker contract note.
- Valid share transfer form(s) as received from the market. The details of the buyer should be left blank failing which the same will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. All other requirements for valid transfer will be preconditioned for acceptance. No indemnity is required from unregistered shareholders.

8.2.2. **For equity shares held in Demat Form:**

Beneficial owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed & signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depositories.
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off- market "mode, duly acknowledged by DP in favour of the special depository account (please see below) before the close of the business hours on 05.09.2012.

8.3. The Registrar to the Offer, Bigshare Services Private Limited has opened a special depository account with HDFC Bank Limited, (Registered with NSDL). The details of the special depository account are as follows:-

DP Name	HDFC Bank Limited
DP ID	IN301549
Client ID	33977098
Account name	"BSPL ESCROW A/C SCL OPEN OFFER"
Depository	National Securities Depository Limited (NSDL)

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

8.4. For each delivery instruction, the beneficial owner should submit a separate Form of acceptance. In the case of Demat shares, the shareholders are advised to ensure that their shares are credited in favour of special depository account, before the closure of the Offer. The Form of acceptance of such Demat shares not credited in favour of the Special Depository Account before the closure of the Offer is liable to be rejected.

8.5. The Share Certificate(s), Share Transfer Form, Form of Acceptance, Form of Withdrawal and other documents, if any should be sent only to the Registrar to the Offer, as mentioned above. **They should not be sent to the Manager to the Offer or the Acquirer or the Target Company.**

8.6. In case of non-receipt of the Letter of Offer, the eligible persons may obtain a copy of the same from Registrar to the Offer or Manager to the Offer on providing suitable documentary evidence of acquisition of shares of SCL. The Public Announcement, First Corrigendum to the Public Announcement, Second Corrigendum to the Public Announcement, LO, Form of Acceptance Cum Acknowledgement and Form of Withdrawal will be available on SEBI website at www.sebi.gov.in, from the Offer opening date. The eligible persons can download these documents from the SEBI's website & apply using the same. Alternatively, they may send their consent to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Registered Folio Number, Share Certificate Numbers, Distinctive Numbers, Number of Shares held, Number of Shares offered, along with documents as mentioned above so as to reach the Registrar to the Offer on or before the Closing of the Offer, i.e. 05.09.2012. In case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, DP Name, DP ID, Beneficiary Account Number and a photocopy of the delivery instruction in "Off-Market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the DP, in favour of the Special Depository Account, so as to reach the Registrar to the Offer, on or before the Closing of the Offer, i.e., 05.09.2012.

8.7. Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions/ orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities

8.8. While tendering the equity shares under the Offer, NRIs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the equity shares of the Target Company. In case the previous RBI approvals are not submitted, the Acquirer reserve the right to reject such equity shares tendered. While tendering shares under the Offer, NRI/ foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 ('Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

8.9. As per the provisions of Section 196D(2) of the Income Tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act payable to a Foreign Institutional Investor ('FII') as defined in Section 115AD of the Income Tax Act.

8.10. The Acquirer shall complete all procedures relating to the Offer including payment of consideration to the shareholders by 20.09.2012. In case of delay due to non-receipt of the statutory approvals within time, SEBI has a power to grant extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest to the shareholders for delay in payment of consideration beyond 20.09.2012.

8.11. Payment of consideration will be made by crossed account payee cheques/ demand drafts/ pay orders/ through ECS mode of payment and will be sent by registered post, to those shareholders/ unregistered owners & at their sole risk, whose shares/ share certificates & other documents are found in order & accepted by Acquirer in part or in full except in case of joint holders, cheques/ demand drafts/ pay orders/ECS Credit, in the name of first holder. It is advised that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that same can be incorporated in the cheques/ demand drafts/ pay orders. In order to get payment through ECS mode shareholders are requested to provide their Bank Details like Account Number, Name of the Bank and its address, IFSC Code of Bank etc.

8.12. In case the shares tendered in the Offer by the shareholders of SCL are more than the shares to be acquired under the Offer, the acquisition of the shares from each shareholder will be as per the provision of regulation 21(6) of the Regulations on a proportionate basis. The marketable lot for both physical and demat shares is 1(One). The rejected Applications / Documents will be sent by Registered Post.

8.13. Unaccepted share certificates, transfer forms & other documents, if any, will be returned by registered post at the shareholders/ unregistered owners sole risk to the sole / first shareholder. Shares held in Demat Form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective DP as per the details furnished by the beneficial owners.

8.14. The Registrar to the Offer will hold in trust the Share Certificates, shares lying in credit of the Special Depository Account, Form of Acceptance cum Acknowledgement, if any, and the Transfer Form/s on behalf of the shareholders of SCL who have accepted the Offer, till the Cheques/Drafts for the consideration and/or the unaccepted shares/share certificates are despatched/returned.

8.15. In case any person has lodged shares of SCL for transfer & such transfer has not yet been effected, the concerned person may apply as per the instructions in Para 8.6 above together with the acknowledgement of lodgment of shares for transfer. Such persons should also instruct SCL to send the transferred share certificate(s) directly to the Registrar to the Offer. The applicant should ensure that the certificate(s) reached the Registrar to the Offer on or before the Offer closing date.

8.16. In case any person has tendered his physical shares in SCL for dematerialization & such dematerialization has not yet been effected, the concerned shareholder may apply in the Offer as per instructions mentioned above together with a photocopy of the completed dematerialization request form acknowledged by shareholders DP. Such shareholders should ensure the credit of the shares to the special depository account on or before the Offer closing date.

8.17. In case the shareholder has already sold his Shares, he may kindly forward this Offer document to the transferee or to the broker through whom the shares were sold.

8.18. The shareholders, who are desirous of withdrawing their acceptances tendered in the Offer, can do so upto three working days prior to the date of closure of the Offer, i.e. on or before 31.08.2012 in terms of Regulation 22(5A).

8.19. The withdrawal option can be exercised by submitting the document as per the instruction below, so as to reach the Registrar to the Offer on or before 31.08.2012. The withdrawal option can be exercised by submitting the form of withdrawal.

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

a. **In case of physical shares**: Name, address, distinctive numbers, folio nos., number of shares tendered / withdrawn.

b. **In case of dematerialised shares**: Name, address, number of shares tendered / withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of delivery instruction in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP in favour of the Depository Escrow Account.

8.21. The shares withdrawn by the shareholders, if any would be returned by registered post, in case of physical shares.

9. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered office of the Manager to the Offer, M/s. VC Corporate Advisors Private Limited at 31, Ganesh Chandra Avenue 2nd Floor, Suite No. 2C, Kolkata – 700 013 on any working day between 10.00 a.m. and 2.00 p.m. during the period the Offer is open i.e., from 17.08.2012 to 05.09.2012.

i) Memorandum & Articles of Association of S. R. Jute Traders Pvt. Ltd. along with Certificate of Incorporation.

ii) Memorandum & Articles of Association of Subhkam Capital Limited along with Certificate of Incorporation.

iii) Audited Annual Reports for the year ended 31st March 2009, 31st March 2010, 31st March 2011 and Certified financial data for the three (3) months period ended 30.06.2011 of SRJTPL.

iv) Audited Annual Reports for the year ended 31st March 2009, 31st March 2010, 31st March 2011 and Certified financial data for the three (3) months period ended 30.06.2011 of SCL.

v) Certificate dated 20.10.2011 from Mr. Amit Kumar Shyamsukha, Proprietor of M/s Shyamsukha Amit & Associates, Chartered Accountants (Membership No. 058596 and Firm Regn. no. 324516E), having office at 19, Ganesh Chandra Avenue, Premier House, 2nd Floor, Suite No-7, Kolkata -700 013, Tele No. (033) 64519389, Fax No. (033) 22110583, E-mail: amitshyamsukha.ca@gmail.com that sufficient resources are available with the Acquirer for fulfilling the obligations under this "Offer" in full.

vi) The copy of Escrow agreement entered into between the Manager to the Offer, the Acquirer and HDFC Bank Limited.

vii) The copy of Share Purchase Agreements dated 20.10.2011 between the Sellers and the Acquirer, which triggered the open offer.

viii) Copy of the Public Announcement for the Offer as published on 22.10.2011, First Corrigendum to the Public Announcement dated 8.12.2011 and Second Corrigendum to the Public Announcement dated 08.08.2012.

ix) Copy of the Memorandum of Understanding between the Acquirer & the Manager to the Offer, dated 20.10.2011.

x) Copy of SEBI letter no. CFD/DCR/TO/EB/OW/16708/2012 dated July 25, 2012 issued in terms of proviso to the regulation 18(2) of the regulations.

xi) Copy of the letter received from HDFC Bank Limited dated 21st October, 2011 confirming the required amount kept in the escrow account and marked lien in favour of Manager to Offer.

10. DECLARATION BY THE ACQUIRER:

The Acquirer and its directors accept full responsibility for the information contained in this Letter of Offer and also for their obligations as laid down in Regulation 22(6) of the Regulations.

For S. R. Jute Traders Pvt. Ltd.

Sd/-

Director

Place: KOLKATA
Date: 08.08.2012

Attached: Form of Acceptance cum Acknowledgement & Form of Withdrawal

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,
Date:

M/s. Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri(East), Mumbai -400 072

OFFER	
Opens on	August 17, 2012
Closes on	September 05, 2012
Last date of Withdrawal	August 31, 2012

Dear Sir,

Subject: Open Offer by S.R. Jute Traders Pvt. Ltd. having its registered office at 23/1, Maharshi Devendra Road, Ground Floor, Kolkata – 700007 , (hereinafter referred to as "Acquirer") to the shareholders of Subhkam Capital Limited ("Target Company" or "SCL") to acquire from them upto 10,00,000 fully paid-up equity shares of Rs. 10/- each representing 20.00 % of the equity & voting share capital of SCL @ Rs. 94.08 per equity share.

I/We refer to the Letter of Offer dated 08.08.2012 for acquiring the equity shares held by us in **Subhkam Capital Limited ("SCL")**
I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

SHARES IN PHYSICAL FORM

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

Sr. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s).	No. of shares
Total number of equity shares				

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer gives 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.

SHARES IN DEMATERIALISED FORM

I/We, holding Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my/our Shares as detailed below:

DP Name	DP ID	Client ID	No. of Shares	ISIN No.
Total number of shares				

I/We have done an off market transaction for crediting the Shares to the special account opened for the purposes of the Offer, for which necessary instructions have been given to my/our DP.
I/We note and understand that the Shares would reside in the depository account opened for the purpose of this Offer until the time the Acquirer accepts the Shares and makes the payment of purchase consideration as mentioned in the Letter of Offer.
I/We confirm that the equity shares of **SUBHKAM CAPITAL 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) in respect of which the offer is not found valid/not accepted.
I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered 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 mentioned below.
I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,
Signed and Delivered

	Full Names (s) of the holders	Address & Telephone No.	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.
Place:
Date:

Bank Details

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.
I/we permit the Acquirer or the Manager to the Offer to make the payment of Consideration through Electronic Clearing Service (ECS) of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.
Savings/Current/(Others; please specify) : ____
Name of the Bank Branch: ____
Account Number: ________________________IFSC Code of Bank---

-- **Tear along this line** ------------------------------------

Acknowledgement slip

Ledger Folio No. __________________________________DP ID _________________________ Client ID____________________________
Received from ________________________________ ___________an application for sale of __________Equity Share(s) of **SUBHKAM CAPITAL LIMITED ("SCL")** together with ________share certificate(s) bearing Certificate Numbers __________________________ and _______transfer deed(s)/ photocopy of "Off-market" delivery instruction duly acknowledged by the DP.
Note : All future correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned above.

Date of receipt **Signature of the Official**

FORM OF WITHDRAWAL

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

From,

Name:
Address:
Tel. No.
Fax No.
E-mail:

OFFER	
Opens on	August 17, 2012
Closes on	September 05, 2012
Last date of Withdrawal	August 31, 2012

To,
M/s. Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri(East), Mumbai -400 072

Dear Sir,

Subject: Open Offer by S.R. Jute Traders Pvt. Ltd. having its registered office at 23/1, Maharshi Devendra Road, Ground Floor, Kolkata – 700007 , (hereinafter referred to as "Acquirer") to the shareholders of Subhkam Capital Limited ("Target Company" or "SCL") to acquire from them upto 10,00,000 fully paid-up equity shares of Rs. 10/- each representing 20.00 % of the equity & voting share capital of SCL @ Rs. 94.08 per equity share.

We refer to the Letter of Offer dated 08.08.2012 for acquiring the equity shares held by me/us in **Subhkam Capital Limited ("SCL").**

We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

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

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

We note that this Form of Withdrawal should reach the Registrar to the Offer before the last date of withdrawal i.e. 31.08.2012. We note that the Acquirer /Manager to the Offer/ Registrar to the Offer shall not be liable for any postal delay/loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialized form in the DP Account due to inaccurate / incomplete particulars / instructions.

We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) and shares only on completion of verification of the documents, signatures and beneficiary position as available from the depositories from time to time.

SHARE HELD IN PHYSICAL FORM

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger folio No.	Certificate No.	Distinctive No.		No. of Shares
			From	To	
Total number of shares					

SHARES HELD IN DEMAT FORM

We have tendered the shares in the offer which was done in an off market transaction for crediting the shares to the "BSPL ESCROW A/C SCL OPEN OFFER " as per the following particulars:

DP ID : IN301549
DP Name : HDFC Bank Limited
Beneficiary ID Number : 33977098.

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

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

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

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

In case of dematerialised shares, I/We confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,
Signed and Delivered

	Full Names (s) of the holders	**Address and Telephone Number**	**Signature**
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all shareholders must sign. A corporate body must sign under its official name. The withdrawal option can be exercised by submitting the Form of Withdrawal, duly signed and completed, along with the copy of acknowledgement slip issued at the time of submission of the Form of Acceptance cum Acknowledgement. Applicants are requested to clearly mark the envelope with the words "SUBHKAM CAPITAL LIMITED Open Offer" while sending the documents to the registrar to the offer. All future correspondence, if any, should be sent to the registrar to the offer, **BIGSHARE SERVICES PVT. LTD**. (unit: SUBHKAM CAPITAL LIMITED), at their aforesaid address.

--- TEAR HERE---

ACKNOWLEDGEMENT RECEIPT

Received Form of Withdrawal from Mr./ Mrs./Ms. ---
Folio No.--------------------------------DP ID --------------------------- Client ID NO. ------------------------------Number of shares tendered ----------------- Number of share withdrawn ---

Stamp of Registrar **Signature of Official** **Date of Receipt**