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 WIRES AND FABRIKS (S.A.) 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
BKM MERCANTILE PRIVATE LIMITED ("BKM")
having its registered office at 7, Chittranjan Avenue, Kolkata – 700 072
Ph : (033) 40124026. Fax No. (033) 22372721. E-mail : bkm@cal.wirefabrik.com
to the shareholders of
WIRES AND FABRIKS (S.A.) LIMITED ("WFL" or the "Target Company")
having its registered office at 7, Chittranjan Avenue, Kolkata – 700 072.
Ph : (033) 22370116/117 Fax No. (033) 22377136 E-mail : cs@cal.wirefabrik.com

For the acquisition of 3,48,673 (Three Lacs Forty Eight Thousand Six Hundred Seventy Three Only) fully paid-up equity shares of Rs.10/- each, representing 11.41 % of the fully paid-up equity and voting share capital at a price of Rs. 71/- per share ("Offer Price") payable in cash ("Offer" or "Open Offer"), 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 ("the Regulations"), from the equity shareholders of the Target Company.

Please Note:

1. This Offer is being made in compliance with Regulation 11(2A) 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 Target Company 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. 14.12.2009 or withdrawal of the Offer in terms of the regulations, the same would also be informed by way of a Public Announcement in the same newspapers where the original Public Announcement dated 26.10.2009 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 can not be revised during 7 working days prior to the closing date of the Offers / bids, it would, therefore, be in the interest of 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 18.12.2009 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 Target Company.
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.

   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 PRIVATE LIMITED SEBI REGN NO: INM000011096 (Contact Person: Mr. Anup Kumar Sharma) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata – 700 013 Tel: - (033) 2225 3940 / 3941/ 4116, Fax: (033) 2225 3941 Email: mail@vccorporate.com		ABS CONSULTANT PRIVATE LIMITED SEBI REGN NO: INR000001286 (Contact Person: Mr. Vijay Sharma) Stephen House, Room No. – 99, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001 Phone No: (033) 2230 1043/ 2243 0153 Fax : (033) 2243 0153 E-mail: absconsultant@vsnl.net
Offer Opens on : Friday, 04.12.2009		Offer Closes on : Wednesday, 23.12.2009	

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

Activities	Date	Day
Date of Public Announcement	26.10.2009	Monday
Specified Date (for the purpose of determining the name of shareholders to whom the Letter of Offer will be sent)	06.11.2009	Friday
Last Date for a Competitive Bid, if any	16.11.2009	Monday
Date by which the Letter Of Offer will be Dispatched to the shareholders	28.11.2009	Saturday
Date of Opening of the Offer	04.12.2009	Friday
Last date for revising the Offer Price/ Number of Shares	14.12.2009	Monday
Last date for Withdrawal of Acceptance by shareholders who have accepted the Offer	18.12.2009	Friday
Date of Closing of the Offer	23.12.2009	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.	07.01.2010	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 11.41% of the fully paid-up equity and voting share capital of the Target Company from the eligible persons for the Offer. In the case of over subscription in the offer, as per the Regulations, acceptance would be determined on a proportionate basis in accordance with Regulation 21(6) of the Regulations 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 the Target Company whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. 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. 18.12.2009 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.

   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.

3. The Acquirer intend to acquire 3,48,673 (Three Lacs Forty Eight Thousand Six Hundred Seventy Three Only) fully paid-up equity shares of Rs.10/- each, representing 11.41% of the fully paid-up equity and voting share capital at a price of Rs. 71/- per share 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.

   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.

   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	BKM Mercantile Private Limited ("BKM").
Board	The Board of Directors of the Target Company
BSE	Bombay Stock Exchange Limited
CSE	Calcutta Stock Exchange Limited
ECS	Electronic Clearing Service
Equity and voting share capital	30,56,250 Equity Shares of Rs. 10/- each
FOA or Form of Acceptance	Form of Acceptance – cum - Acknowledgment accompanying this Letter of Offer
FOW or Form of Withdrawal	Form of Withdrawal accompanying this Letter of Offer
LO	Letter of Offer
Manager to the Offer	VC Corporate Advisors Private Limited
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
CDSL	Central Depository Services (India) Limited
Offer Period	26.10.2009 to 07.01.2010
Offer Price	Rs.71/- payable in cash
Offer/Open Offer/public Offer	Cash Offer being made by the Acquirer to acquire 3,48,673(Three Lacs Forty Eight Thousand Six Hundred Seventy Three Only) fully paid-up equity shares of Rs.10/- each, representing 11.41 % of the fully paid-up equity and voting share capital at a price of Rs. 71/- per share.
PA	Public Announcement dt. 26.10.2009
Persons eligible to participate in the Offer	All owners (registered and unregistered) of shares of Target Company except the Promoters /Promoter Group.
Promoters/Promoter Group	Existing Promoter of the Target Company i.e., Basant Kumar Khaitan, Kishan Kumar Khaitan, Mahendra Kumar Khaitan, Devesh Khaitan, Madhur Krishna Khaitan, Harsh Vasant Khaitan, Vajantimala Khaitan, Ranjana Khaitan, Shailja Khaitan, Vidhi Khaitan, Pranika Khaitan, Varshita Khaitan, Divisha Khaitan, Basant Kumar Khaitan as Partner of Nathmall Jankilal, Kishan Kumar Khaitan as Karta of Jankila Khaitan (HUF), Mahendra Kumar Khaitan as Karta of Mahendra Kumar Khaitan (HUF), W & F Securities Pvt. Ltd, BKM Mercantile Pvt Ltd, Khaitan Estates Pvt Ltd, Rajputana Investment Society Pvt Ltd, KIL Trading Pvt Ltd, Kingsley Industries Ltd, Kingsley Mercantile Pvt Ltd, KMI Estate Pvt Ltd, W & F Chemicals Ltd, W & F Commercial Pvt Ltd, W & F Filtertech Pvt Ltd, W & F Millenium Mercantile Pvt Ltd, W & F Trading Pvt Ltd, and WMW Metal Fabrics Ltd.(Formerly known as W & F Metal Wires Ltd.)
Other Constituents of the Promoter Group	Promoters/Promoter Group other than the Acquirer.
RBI	Reserve Bank of India
Registrar to the Offer	ABS Consultant Private Limited
Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent Amendments thereof.
SEBI	Securities & Exchange Board of India
Specified date	Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of the Target Company, to whom the Letter of Offer should be sent, i.e. 06.11.2009
Stock Exchanges	Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited
Target Company / WFL	WIRES AND FABRIKS (S.A.) LIMITED

1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF THE TARGET COMPANY TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. 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 DRAFT 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 DRAFT 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 29.10.2009 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILLING OF THIS DRAFT 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 The Acquirer is forming part of the Promoter Group of the Target Company. The Acquirer and other constituents of the Promoter Group of the Target Company, during the period 15.01.2009 to 27.03.2009 have acquired 1,49,013 equity shares representing 4.88% of the equity and voting share capital of the Target Company by way of open market purchase at an average and highest price of Rs. 43.94 and Rs. 45.27 per share respectively ("FY 08-09 Acquisitions"). Such acquisitions were made pursuant to and in compliance with the second proviso of the Regulation 11(2) of the Regulations, which enables the additional purchase upto 5% of the equity and voting share capital though normal market operations without triggering the Open Offer requirements. Prior to the acquisition mentioned above, the Promoter Group of the Target Company were holding 17,94,501 equity shares constituting 58.72% of the equity and voting share capital of the Target Company. Subsequent to the aforementioned acquisitions, the shareholding of the Promoter Group have increased to 19,43,514 equity shares constituting 63.59% of the equity and voting share capital of the Target Company .

2.1.2 The Acquirer is hereby making this Voluntary Open Offer, in compliance with the Regulation 11(2A) of the Regulations to acquire 3,48,673 (Three Lacs Forty Eight Thousand Six Hundred Seventy Three) fully paid-up equity shares of Rs.10/- each, representing 11.41 % of the fully paid-up equity and voting share capital, from the equity shareholders of the Target Company, at a price of Rs. 71/- per share ("Offer Price") payable in cash ("Offer" or "Open Offer"). The Target Company doesn't have any partly paid up shares as on date of the PA. This Offer is voluntary and has not been triggered by any agreement of the Acquirer with any person for the purpose of the acquisition of shares in the Target Company.

2.1.3 As on the date of the Public Announcement, BKM holds 100 equity shares of the Target Company. The Acquirer along with the other constituents of the Promoter Group have not acquired any equity shares of the Target Company during twelve months preceding the date of the PA except the acquisition as mentioned in Para 2.1.1 above. As on the date of the Public Announcement, the Acquirer along with other constituents of the Promoter Group of the Target Company collectively hold 19,43,514 equity shares representing 63.59% of the equity and voting share capital of the Target Company.

2.14 As on the date of 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 the Target Company 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.

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

2.1.6 The Acquirer, its directors and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of the direction issued u/s 11B of the SEBI Act or under any other regulations made under the SEBI Act.

2.2. Details of the proposed Offer:

2.2.1 The Public Announcement dated 26.10.2009 of the Offer was made in all editions of Business Standard (English Daily), all editions of Business Standard (Hindi Daily), Kalantar (Bengali Daily) and Mumbai Lakshwadeep (Marathi Daily) in compliance with Regulation 15(1) of the Regulations. The Public Announcement made on 26.10.2009 is available on the SEBI website at www.sebi.gov.in.

2.2.2 The Acquirer propose to acquire from the existing equity shareholders of the Target Company, 3,48,673 (Three Lacs Forty Eight Thousand Six Hundred Seventy Three Only) fully paid-up equity shares of Rs.10/- each, representing 11.41% of the fully paid-up equity and voting share capital at a price of Rs. 71/- per share payable in cash. The Target Company doesn't have any partly paid up shares as on date of the PA.

2.2.3 The equity shares will be acquired by the Acquirer, free from all liens, charges and encumbrances and together with all the rights attached thereto, including the right to all dividends, bonus and rights declared hereafter.

2.2.4 The Offer is not subject to any minimum level of acceptances. The Acquirer will accept all equity shares of the Target Company in terms of this Offer upto a maximum of 3,48,673 fully paid-up equity shares of Rs.10/- each, representing 11.41% of the fully paid-up equity and voting share capital of the Target Company.

2.2.5 Since the date of the PA to the date of this LO, the Acquirer have not acquired any shares of Target Company.

2.2.6 There is no competitive bid.

2.3. Object of the Offer:

2.3.1 The Offer has been made pursuant to regulation 11(2A) and other provisions of the Chapter III and in compliance with the Regulations.

2.3.2 The prime object of the Offer by the Acquirer is to increase its stake in the Target Company and to consolidate the holdings of the Promoter Group without change in control.

3. BACKGROUND OF THE ACQUIRER:

3.1. BKM Mercantile Private Limited ("BKM")

3.1.1 BKM Mercantile Private Limited was incorporated on 04th November 2008 as a Private Limited Company under the Companies Act, 1956. The CIN of the Company is U51909WB2008PTC130270. The Registered Office of BKM is situated at 7, Chittaranjan Avenue, Kolkata – 700 072. Tel No. (033) 40124026, Fax No. (033) 22372721, E-mail: *bkm@cal.wirefabrik.com.* BKM belongs to the Promoter Group of the Target Company.

3.1.2 The present Board of Directors of BKM are Mr. Basant Kumar Khaitan, Mr. Kishan Kumar Khaitan, Mr. Mahendra Kumar Khaitan, Mr. Devesh Khaitan and Mr. Madhur Kishan Khaitan and Mr. Geegraj Todi.

3.1.3 BKM has been incorporated with the objective of carrying on the business as buyers, sellers, importers, exporters, traders, producers, brokers, consultants, commission agents, distributor, suppliers and otherwise deal in all kinds of industrial products. BKM is presently earning income from brokerage and commission.

3.1.4 The Shareholding Pattern of BKM as on 26.10.2009 i.e., date of public announcement.

Category of shareholder	Total no. of Shares	Total shareholding as a % of total no. of shares
Promoters and their Associates 1. Basant Kumar Khaitan 2. Kishan Kumar Khaitan 3. Mahendra Kumar Khaitan	 3400 3300 3300	 34% 33% 33%
MF/UTI/Insurance Companies	-	
FIIs/FIs/Banks	-	
NRIs/OCBs	-	-
Other Public Shareholders		
TOTAL	10,000	100%

3.1.5 Name and residential address of the Board of directors of BKM as on the date of PA are as follows:

Names of Directors	Age	Residential Address	DIN No.	Experience	Qualifications	Date of Appointment	Designation
Basant Kumar Khaitan	55	34, Baranashi Ghosh Street Kolkata-700007	00459514	Mr. Basant Kumar Khaitan is a renowned Industrialist, having experience of over 3 decades in business & management. He has vast experience in engineering products for Paper & Jute industry.	B. COM	04.11.08	Director
Kishan Kumar Khaitan	53	34, Baranashi Ghosh Street Kolkata-700007	00514864	Mr. Kishan Kumar Khaitan is a renowned Industrialist, having experience of over 3 decades in business & management. He has vast experience in engineering products for Paper & Jute industry.	B. COM	04.11.08	Director
Mehendra Kumar Khaitan	48	34, Baranashi Ghosh Street Kolkata-700007	00459612	Mr. Mahendra Kumar Khaitan is a renowned Industrialist, having experience of over 2 decades in business & management. He has vast experience in engineering products for Paper & Jute industry.	B. COM	04.11.08	Director
Devesh Khaitan	28	34, Baranashi Ghosh Street Kolkata-700007	00820595	Mr. Devesh Khaitan has experience of over 8 years in business & management. He specializes in Project, Marketing & Finance.	B. Com(Hons.) Post Graduate Diploma in Business Entrepreneur & Management, M.Sc. Finance & Management	02.09.09	Director
Madhur Krishna Khaitan	28	34, Baranashi Ghosh Street Kolkata-700007	00820760	Mr. Madhur Krishna Khaitan has experience of over 4 years in business & management. He specializes in Project, Marketing & Finance.	BSC (Economics & Management), Certificate Course in Business Analysis & Valuation, CIM Professional Diploma in Marketing, MSC (International Marketing).	02.09.09	Director
Geegraj Todi	67	3E, Nakuleshwar Bhattacharjee Lane, Kolkata-700026	00498454	Mr. Geegraj Todi has experience of more than 4 decades in Finance, Accounts, Legal & Taxation.	B. COM	30.09.09	Director

As on the date, Mr. Basant Kumar Khaitan, Mr. Kishan Kumar Khaitan and Mr. Mahendra Kumar Khaitan, Directors of the BKM are also on the Board of Board of Directors the Target Company. They had not /will not participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer in terms of Regulation 22(9) of the Regulations.

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

3.1.7 There has been no merger/demerger, spin off during last 3 years involving BKM.

3.1.8 The Authorised Share Capital of BKM is Rs. 50.00 Lacs comprising of 5,00,000 Equity Shares of Rs.10/- each. The Issued, Subscribed and Paid up Equity Share Capital is Rs. 1.00 Lacs comprising of 10,000 fully paid up equity shares of Rs.10/- each.

3.1.9 Financial Information:

The financial details of BKM as per the audited accounts for the period ended 31st March 2009 and certified financial for the 6 month period ended 30.09.2009 as certified by the statutory auditor of BKM i.e., Mr. Satya Prakash Sarda, Proprietor, S.P. Sarda & Co., Chartered Accountants having its office at 41, N.S. Road, Kolkata – 700 001, Telefax : 033 22313048, Email : spsarda1995@yahoo.com, are as follows:

Profit & Loss Statement (Rs. in Lacs)

For the Year Ended	From 04.11.2008 (i.e the date of Incorporation) to 31st March, 2009 (Audited)	For the 6 month ended 30.09.2009 (Certified)
Income from Operations	0.15	0.37
Other Income	0.00	0.00
Total Income	0.15	0.37
Total Expenditure	0.11	0.07
Profit/(Loss) before Interest, Depreciation and Tax	0.04	0.30
Depreciation	0.00	0.00
Interest	0.00	0.00
Profit/(Loss) before Tax	0.04	0.30
Provision for Tax	0.02	0.10
Profit/(Loss) after tax	0.02	0.20

Balance Sheet (Rs. in Lacs)

As on	From 04.11.2008 (i.e the date of Incorporation) to 31st March, 2009 (Audited)	For the 6 month ended 30.09.2009 (Certified)
Sources of funds		
Paid up share capital	1.00	1.00
Reserves & Surplus (excluding revaluation reserves)	0.02	0.22
Less: Miscellaneous Expenditure not written off	0.17	1.04
Net Worth	0.85	0.18
Secured loans	0.00	0.00
Unsecured loans	0.00	0.00
Deferred Tax Liabilities	0.00	0.00
Total	0.85	0.18
Uses of funds		
Net Fixed Assets	0.00	0.00
Investments	0.04	0.15
Net Current Assets	0.81	0.03
Total	0.85	0.18

Other Financial Data

For the Year Ended	From 04.11.2008 (i.e the date of Incorporation) to 31st March, 2009 (Audited)	For the 6 month ended 30.09.2009 (Certified)
Dividend (%)	1.00	0.00
Earning Per Share (Rs.)	*0.82	2.00**
Return on Networth (%)	3.16	112.59**
Book Value Per Share (Rs.)	8.49	1.80

*on weighted average no. of equity shares.
** Non Annualised

Note:
(i) EPS = Profit after tax / weighted no. 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 / Certified Financial Statements
(v) Reason for fall/rise in Total Income, Expenditure and PAT in the relevant year if applicable: - Year 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 period ended 30th September 2009 over period ended 31st March 2009:

   Total Income for the period ended 30th Sep 2009 was Rs. 0.37 Lacs as compared to Rs. 0.15 Lacs for the Year ended 31st March 2009. The increase in income was due to higher income from Commission. The total expenditure was of Rs. 0.11 Lacs for the year ended 31st March 2009 as compared to Rs. 0.07 Lacs for the period ended 30th Sep 2009. Consequently, PAT for the year ended 31st March 2009 was of Rs. 0.02 Lacs as compared to a PAT of Rs. 0.20 Lacs for the period ended 30th Sep 2009.

3.1.10 The Significant accounting policies of BKM as extracted from the Audited Annual Report of the BKM for the year ended 31st March 2009 are as follows:

SIGNIFICANT ACCOUNTING POLICIES:

A. GENERAL:

1. The accounts have been prepared on historical cost convention under accrual method of accounting and as a going concern concept.
2. Accounting Policies not specifically referred to otherwise are consistent and in accordance with the accounting principles generally accepted as recommended by The Institute of Chartered Accountants of India.

B. REVENUE RECOGNITION:

Income & Expenditure are recognized on accrual basis to the extent relevant to the Company's current operation.

C. INVESTMENTS :

Investments intended to be held for more than a year from the date of acquisition are classified as long term investments and are carried at cost. Provision for diminution in value of investments is made to recognise a decline, other than temporary in the value of investments. Investments other than the long term investments being current investments are valued at cost or market value whichever is lower.

D. MISCELLANEOUS EXPENDITURE:

Preliminary expenses are being written off in five equal installments.

E. TAXATION:

Tax liability of the company is estimated after considering the provisions of Income Tax Act, 1961.Deferred Tax, if any is recognized subject to the consideration of prudence and timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

F. CONTINGENT LIABILITY:

Contingent liabilities are not provided for in the accounts and are separately shown in the notes on accounts.

NOTES ON ACCOUNTS:

1. There is no amount outstanding to "Supplier" as defined under the Micro, Small and Medium Enterprises Development Act, 2006.
2. The Company registered with Registrar of Companies on 04.11.2008, therefore current year working for uniform accounting ends on 31.03.2009 and Previous year's figures are not applicable.
3. Information pursuant to t'1e Provisions of Paragraphs 4, 4A, and 4C of Part II of Schedule VI to the Companies Act, 1956 - Nil.
4. 100 Nos. of Share of Wires & Fabriks (SA) Ltd. included in Investments have been transfer in Company's name on 04/04/2009, purchased on 27/03/2009.

5. Contingent Liabilities – Nil
6. Inview of no timing difference, no provision of Deferred Tax Asset/ Liability is made this year.

7. Earning Per Share (EPS)	(Rs.)
Net Profit after tax as per Profit & Loss a/c.	2684/-
Weighted Nos. of Equity Shares	3288 (Nos.)
Basic/Diluted EPS	0.82

3.1.11 The Acquirer, till date has complied with the relevant provisions of Chapter II of the Regulations, wherever applicable.

3.2. There is no person acting in concert with the Acquirer in terms of Regulation 2(1)(e)(1) of the Regulations in relation to this Offer. However, due to the operations of Regulation 2(1)(e)(2) of the Regulations, there could be other persons/ entities who could be deemed to be acting in concert with the Acquirer. However, such persons are not “persons acting in concert” for the purposes of this Offer. All acquisitions in this open offer shall be made by the Acquirer only.

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

3.3.1 The Acquirer wishes to increase its stake in the Target Company and to consolidate the holdings of the Promoter Group. Hence, this Offer has been made pursuant to Regulation 11(2A) and other provisions of the Regulations involving consolidation of holding without change in control. This Offer, assuming full acceptance, will lead to an increase in the stake of the Promoter Group in the Target Company from 63.59% to 75.00% of the equity and voting share capital of the Target Company.

3.3.2 The Acquirer does not have any plans to dispose off or otherwise encumber any assets of Target Company in the next two years except in the ordinary course of business of Target Company and / or for the purposes of entering into any compromise or arrangement, reconstruction, restructuring, merger, rationalizing and / or streamlining various operations, assets, liabilities, investments, businesses or otherwise of the Target Company, subject to applicable shareholders approval.

Notwithstanding the above, it will be the responsibility of the board of directors of the Target Company to make appropriate decisions in these matters, in accordance with the requirements of the business of the Target Company and in line with opportunities or changes in the economic scenario from time to time. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws at the relevant time.

3.3.3 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)

Pursuant to this Offer, the public shareholding in the Target Company will not fall to a level below the limits specified in the Listing Agreement with the Stock Exchanges for the purpose of listing on a continuous basis. The Acquirer has declared and confirmed vide their undertaking dated 17.11.2009 that it does not have any intention to de-list the shares of the Target Company for the next three years.

5. BACKGROUND OF THE TARGET COMPANY – WIRES AND FABRIKS (S.A.) LIMITED (TARGET COMPANY)

5.1. Brief History and Main Areas of Operations:

5.1.1 WFL, having its Registered Office at 7, Chittranjan Avenue, Kolkata – 700 072 Ph : 033-22370116/117, Fax No 033- 22377136. Email id: cs@cal.wirefabrik.com was originally incorporated as Private Limited Company on 09th March, 1957 under the name Spinning Accessories Private Limited. Subsequently the name of the WFL was changed to Wires and Fabrics (S.A) Private Limited on 25th May, 1982 and further to Wires and Fabriks (S.A.) Pvt. Ltd on 05th January 1983. WFL was thereafter converted into a Public Limited Company on 15th February, 1985 in compliance with Section 21 and 44 of the Companies Act, 1956. The Target Company has already established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN of the shares of the Target Company is INE469D01013

5.1.2 The Target Company is presently engaged in the business of paper machine clothing, paper making chemicals and wind power generation. The manufacturing facilities of the Target Company is located at Jaipur and Kolkata, the details of which are as follows: Jaipur Works ; Industrial Areas, Jhotwara, Jaipur – 302 012, Kolkata Works : P – 185, Chandmari Road, D.S. Lane, Howrah – 711 109. Further the Wind Power plants of the Target Company are located at Tamil Nadu (District – Erode) and at Rajasthan (District – Jaisalmer).

5.1.3 As on the date of the PA, the Authorised Share Capital of the Target Company is Rs. 2600.00 Lacs comprising of 2,50,00,000 Equity Shares of Rs. 10/- each and 10,00,000 Redeemable Preference Shares of Rs. 10/- each. The present issued, subscribed and paid-up capital of the Target Company is Rs. 305.63 Lacs comprising of 30,56,250 fully paid-up Equity Shares of Rs. 10/- each. The Target Company does not have any partly paid-up Equity Shares. 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	30,56,250	100.00%
Partly Paid up Equity Shares	NIL	NIL
Total Paid up Equity Shares	30,56,250	100.00%
Total voting rights in the Target Company	30,56,250	100.00%

5.1.4 The capital structure of the Target Company has been build since inception as per the details given below:

Date of allotment	Shares Issued		Cumulative paid up Capital	Mode of allotment	Face Value (Rs.)	Identity of allottees	Compliance status
	Number	%					
10.04.1957	13000	0.43	13000	Cash	10/-	Subscribers to the Memorandum	Complied

Date of allotment	Shares Issued		Cumulative paid up Capital	Mode of allotment	Face Value (Rs.)	Identity of allottees	Compliance status
	Number	%					
07.03.1958	17000	0.56	30000	Cash	10/-	Promoters/ Promoter Group	Complied
25.05.1964	32100	1.05	62100	Cash	10/-	Promoters/ Promoter Group	Complied
19.05.1964	13400	0.44	75500	Cash	10/-	Promoters/ Promoter Group	Complied
09.06.1964	4500	0.15	80000	Cash	10/-	Promoters/ Promoter Group	Complied
31.03.1965	4500	0.15	84500	Cash	10/-	Promoters/ Promoter Group	Complied
21.03.1966	15500	0.51	100000	Cash	10/-	Promoters/ Promoter Group	Complied
03.10.1966	50000	1.64	150000	Cash	10/-	Promoters/ Promoter Group	Complied
04.03.1968	30000	0.98	180000	Cash	10/-	Promoters/ Promoter Group	Complied
30.12.1980	45000	1.47	225000	Cash	10/-	Promoters/ Promoter Group	Complied
25.04.1983	20000	0.65	245000	Cash	10/-	Promoters/ Promoter Group	Complied
03.06.1985	122500	4.01	367500		10/-	Bonus Issue to the existing shareholder in the ratio 2:1	Complied
17.06.1985	380000	12.43	747500	Cash	10/-	Rights Issue to the existing promoter	Complied
28.09.1985	380000	12.43	1127500	Cash	10/-	Public Issue	Complied
28.09.1985	(75000)	(2.45)	1052500		10/-	Offer for Sale by the promoters/ promoter Group through Public Issue	Complied
28.09.1985	75000	2.45	1127500	Cash	10/-	Allotted to Public through offer of sale	Complied
28.09.1985	95000	3.11	1222500	Cash	10/-	25% of Public Issue - Retention of Over Subscription	Complied
05.12.1992	1222500	40.00	2445000		10/-	Bonus Issue to the existing shareholder in the ratio 1:1	Complied
15.01.1993	611250	20.00	3056250	Cash	10/-	Rights Issue to the existing Shareholders in the Ratio of 1:4	Complied
TOTAL	3056250	100.00					

5.1.5 The Equity Shares of the Target Company are presently listed on Stock Exchanges at BSE and CSE. The shares of the Target Company are not admitted as permitted security in any other Stock Exchange. The shares of the Target Company was suspended from trading by BSE for the period from 13.12.1999 to 17.01.2000 on account of non-compliance of clause 15/16 of the Listing Agreement with regard to shorter notice of closure of register of members and transfer books. The Target Company had regularized the suspension by furnishing an undertaking dated 22nd December 1999 and also paid reinstatement fees of Rs. 6,723.75 to BSE for lifting of the Suspension. Accordingly the BSE resumed the trading in the shares of the Target Company w.e.f. 18.01.2000 vide their notice no. 38212/2000 dated 17.01.2000. Apart from this, no punitive action has been taken against the Target Company by BSE and CSE. In this respect we have already written and faxed to BSE and CSE vide our letter dt. 26.10.2009 to provide us the information of compliance made by the Target Company of the various clauses of the Listing Agreement and provisions of Chapter II of the Regulations along with details of any suspension/disciplinary/ penal action taken by them against the Target Company. We have not received any information from the Stock Exchanges till date. As per the letter dt. 26.10.2009 received from the Registrar of the Company, we state that there is no Investor's grievances pending as on that date against the Target Company.

5.1.6 The Target Company has complied with the provision of Regulation 6 for the year 1997 and also Regulation 7(3) and 8(3) of Chapter II of the Regulations till date wherever applicable except there were some delays in compliance of Regulation 8(3) for the period as stated below :

Sl. No.	Regulation / Sub-regulation	Due Date for Compliance	Actual date of compliance	Delay (in no. of days) Col.4 – Col.3
1.	8(3)	30/10/1997	12/11/1997	12 DAYS
2.	8(3)	30/04/1998	26/05/1998	26 DAYS
3.	8(3)	24/10/1998	09/11/1998	16 DAYS
4.	8(3)	30/04/1999	03/05/1999	3 DAYS
5.	8(3)	21/10/1999	26/10/1999	5 DAYS
6.	8(3)	29/10/2000	22/11/2000	24 DAYS

SEBI may initiate suitable action against the Target Company for such non-compliance / delayed compliance.

5.1.7 As per the available information, we confirm that the promoters/promoter group shareholders of the Target Company wherever applicable have complied with Regulation 6, 7 & 8 of the Regulations since 1997.

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

5.1.9 The Target Company has confirmed that it has:

a) Paid up to date Listing Fees to all the stock exchanges where the shares of the Target Company are presently listed.

b) Presently is in compliance with the Listing Agreement requirements of the Stock Exchanges. No punitive actions have been taken against it by the stock exchanges till date except as mentioned in Para 5.1.5 above.

5.1.10 The Board of Directors of the Target Company as on the date of the PA is as follows:

Name of Directors	Age	Designation	DIN No.	Date of Appt.	Qualification	Residential Address	Experience	No. & % of shares of Target Company held on 23.10.2009 i.e., last trading date before the date of PA
Mahabir Prasad Jatia	78	Non Executive Chairman	0004926	31.10.1984	Undergraduate	38, Little Gibbs Road Malabar Hills Mumbai - 400006	Mr. M. P. Jatia is a renowned industrialist with rich experience in Paper industry.	Nil
Basant Kumar Khaitan	55	Managing Director	00459514	28.12.1972	B. Com	34, Baranashi Ghosh Street Kolkata-700007	Mr. Basant Kumar Khaitan is a renowned Industrialist, having experience of over 3 decades in business & Management. He has vast experience in engineering products for Paper & Jute industry	30500 (1.00%)
Kishan Kumar Khaitan	53	Jt. Managing Director	00514864	14.08.1978	B. Com	34, Baranashi Ghosh Street Kolkata-700007	Mr. Kishan Kumar Khaitan is a renowned Industrialist, having experience of over 3 decades in business & management. He has vast experience in engineering products for Paper & Jute Industry.	30500 (1.00%)

Name of Directors	Age	Designation	DIN No.	Date of Appt.	Qualification	Residential Address	Experience	No. & % of shares of Target Company held on 23.10.2009 i.e., last trading date before the date of PA
Mahendra Kumar Khaitan	48	Executive Director	00459612	26.06.1989	B. COM	34, Baranashi Ghosh Street Kolkata - 700007	Mr. Mahendra Kumar Khaitan is a renowned Industralist, having experience of over 2 decades in business & management. He has vast experience in engineering products for Paper & Jute industry.	30500 (1.00%)
Dinkarray Durgashankar Trivedi	77	Director	00380306	01.12.1984	B.A./M.COM	2, Shanti Niketan Kha-ndayata Colony Ahmedabad-380006	Mr. D. D. Trivedi is a management consultant & professor and visiting faculty at various institures.	1000 (0.03%)
Mohan Lal Bhagat	74	Director	00699750	08.07.1992	B.COM	24/B, New Road, New Alipore, Kolkata - 700019	Mr. M.L. Bhagat has vast experience of managing large companies particularly in field of paper, perto-chemicals and biotech-nology (agriculture) and has experience in finance & management.	Nil
Satish Ajmera	64	Director	00208919	29.11.2001	B.SC., F.C.A.	H 10, Chittaranjan Marg C Scheme Jaipur-302001	Mr. Satish Ajmera is a practicing Chartered Accountant, having expert knowledge in Accounting, Finance, Taxation and related field	150 (0.005%)
Krishna Kumar Khemka	76	Director	00149393	31.07.2001	B.SC.	Rajanigandha 25, Ballygunge Park, Kolkata - 700019	Mr. Krishna Kumar Khemka is a renowned industrialist having interest in diversified industries and expert knowledge of Business & Management	Nil

As on the date, Mr. Basant Kumar Khaitan, Mr. Kishan Kumar Khaitan and Mr. Mahendra Kumar Khaitan, directors of the Acquirer are also on the Board of Board of Directors the Target Company. They had not /will not participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer in terms of Regulation 22(9) of the Regulations.

5.1.11 There has been no merger / demerger or spin off involving the Target Company during the last 3 years.

5.2. Financial Information:

The financial details of The Target Company as per the audited accounts for the last three financial years ended 31st March 2007, 31st March 2008 and 31st March, 2009 and Certified Unaudited Accounts for the period ended 30th September 2009 are as follows:

Profit & Loss Statement (Rs. in Lacs)

For the Year Ended	31st March 2007 (Audited)	31st March 2008 (Audited)	31st March, 2009 (Audited)	30th September, 2009 (Certified)
Income from Operations*	4466.83	4928.97	5210.17	2756.49
Other Income	55.37	63.99	50.47	16.96
Total Income	4522.20	4992.96	5260.64	2773.45

For the Year Ended	31st March 2007 (Audited)	31st March 2008 (Audited)	31st March, 2009 (Audited)	30th September, 2009 (Certified)
Total Expenditure	3439.98	3878.42	4069.58	2162.12
Profit/(Loss) before Interest, Depreciation and Tax	1082.22	1114.54	1191.06	611.33
Depreciation	584.76	537.12	500.10	271.94
Interest	105.02	145.30	258.15	148.98
Profit/(Loss) before Tax	392.44	432.12	432.81	190.41
Provision for Tax	154.65	181.90	178.18	78.34
Profit/(Loss) after tax	237.79	250.22	254.63	112.07

Balance Sheet (Rs. in Lacs)

As on	31st March 2007 (Audited)	31st March 2008 (Audited)	31st March, 2009 (Audited)	30th September,2009 (Certified)
Sources of funds				
Paid up share capital	305.63	305.63	305.63	305.63
Reserves & Surplus (excluding revaluation reserves)	1491.74	1658.83	1858.87	1965.65
Net Worth	1797.37	1964.46	2164.50	2271.28
Secured loans	2999.57	2841.16	4892.31	5262.70
Unsecured loans	-	-	-	
Deferred Tax Liability	518.03	600.70	673.13	719.09
Total	5314.97	5406.32	7729.94	8253.07
Uses of funds				
Net Fixed Assets (including capital Work in Progress)	3361.06	3266.36	5451.76	5308.14
Investments	85.49	135.23	0.88	0.88
Net Current Assets	1868.42	2004.73	2277.30	2944.05
Total	5314.97	5406.32	7729.94	8253.07

Other Financial Data

For the Year Ended	31st March 2007 (Audited)	31st March 2008 (Audited)	31st March, 2009 (Audited)	30th September, 2009 (Certified)
Dividend (%)	15.00	15.00	15.00	-
Earning Per Share (Rs.)	7.78	8.19	8.33	3.67**
Return on Networth (%)	13.23	12.74	11.76	4.93**
Book Value Per Share (Rs.)	58.81	64.28	70.82	74.32

*Net of Excise duty and Sales tax
**non annualized

Note:

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

1. Reason for change in Total Income, Expenditure and PAT for the period ended 30th September 2009 over year ended 31st March 2009:

   Total Income for the period ended 30th Sep 2009 was Rs. 2773.45 Lacs as compared to Rs. 5260.64 Lacs for the Year ended 31st March 2009. The Other Income for the period ended 30th Sep 2009 was Rs. 16.96 Lacs as against Rs. 50.47 Lacs for the year ended 31st March 2009. The total expenditure was of Rs. 2162.11 Lacs for the period ended 30th Sep 2009.as compared to Rs. 4069.58 Lacs for the year ended 31st March 2009 Consequently, PAT was of Rs. 112.07 Lacs for the period ended 30th Sep 2009 as compared to PAT of Rs. 254.63 Lacs for the year ended 31st March 2009. The Figures are not comparable as one refers to half year and the other refers to full year. However PAT of corresponding half year period ended 30th Sep 2008 was Rs 111.85, which is almost the same.

2. Reason for change in Total Income, Expenditure and 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. 5260.64 Lacs as compared to Rs. 4992.96 Lacs for the year ended 31st March 2008. The increase in total income was mainly due to increase in Sales from Rs. 4928.97 Lacs for the year ended 31st March 2008 to Rs. 5210.17 Lacs for the year ended 31st March 2009. However, there was a decrease in Other Income to Rs. 50.47 Lacs for the year ended 31st March 2009 as against Rs. 63.99 Lacs for the year ended 31st March 2008 due to decrease in income from commission and profit on sale of investments. The total expenditure increased from Rs. 3878.42 Lacs for the year ended 31st March 2008 to Rs. 4069.58 Lacs for the year ended 31st March 2009 mainly on account of increase in Purchase of Trading Goods from Rs. 409.41 Lacs for the year ended 31st March 2008 to Rs. 572.34 Lacs for the year ended 31st March 2009. Interest expenses for the year ended 31st March 2009 increased to Rs. 258.15 Lacs as compared to Rs. 145.30 Lacs for the year ended 31st March 2008 due to increase in secured borrowing. Consequently, PAT for the year ended 31st March 2009 stood at Rs. 254.63 Lacs as compared to a PAT of Rs. 250.22 Lacs for the year ended 31st March 2008.

3. Reason for change in Total Income, Expenditure & PAT for the year ended 31st March 2008 over year ended 31st March 2007: -

Total Income for the year ended 31st March 2008 was Rs. 4992.96 Lacs as compared to Rs. 4522.20 Lacs for the year ended 31st March 2007. The increase in total income was mainly due to increase in Sales from Rs. 4466.83 Lacs for the year ended 31st March 2007 to Rs. 4928.97 Lacs for the year ended 31st March 2008. There was also increase in Other Income from Rs. 55.37 Lacs for the year ended 31st March 2007 to Rs. 63.99 Lacs for the year ended 31st March 2008 due to increase in income from sale of investment and dividend income. The total expenditure increased from Rs. 3439.98 Lacs for the year ended 31st March 2007 to Rs. 3878.42 Lacs for the year ended 31st March 2008 mainly on account of increase in Purchase of Trading Goods from Rs. 322.80 Lacs for the year ended 31st March 2007 to Rs. 409.41 Lacs for the year ended 31st March 2008 and increase in payment to and provision for employees from Rs. 573.88Lacs for the year ended 31st Match 2007 to Rs. 770.24 Lacs for the year ended 31st Match 2008.Consequently, PAT for the year ended 31st March 2008 was of Rs. 250.22 Lacs as compared to a PAT of Rs. 237.79 Lacs for the year ended 31st March 2007.

4. Reason for change in Total Income, Expenditure & PAT for the year ended 31st March 2007 over year ended 31st March 2006: -

Total Income for the year ended 31st March 2007 was Rs. 4522.20 Lacs as compared to Rs. 4273.53 Lacs for the year ended 31st March 2006. The increase in total income was mainly due to increase in Sale from Rs. 4228.20 Lacs for the year ended 31st March 2006 to Rs. 4466.83 Lacs for the year ended 31st March 2007. There was also increase in Other Income from Rs. 45.33 Lacs for the year ended 31st March 2006 to Rs. 55.37 Lacs for the year ended 31st March 2007 due to increase in income from commission and interest. The total expenditure decreased from Rs. 3595.37 Lacs for the year ended 31st March 2006 to Rs. 3439.98 Lacs for the year ended 31st March 2007 mainly on account of decrease in purchase of raw material, goods consumed, Sales and Distribution Expenses and Other Miscellaneous Expenses. Consequently, PAT for the year ended 31st March 2007 was of Rs. 237.79 Lacs as compared to a PAT of Rs. 150.85 Lacs for the year ended 31st March 2006.

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

Shareholders' Category	Share holding Prior to the Public Announcement		Shares agreed to be acquired in open Offer (assuming full acceptances)		Share holding /voting rights after Acquisition and Offer (A+B)	
	(A)		(B)		(C)	
	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter Group						
a) Acquirer – BKM	100	0.003	3,48,673	11.41	3,48,773	11.413
b) Other Promoters	19,43,414	63.587	-	-	19,43,414	63.587
TOTAL 1	19,43,514	63.59	3,48,673	11.41	22,92,187	75.00
2. Public Share Holding [Other than 1(a) & (b)]*						
I) Institutions						
a) Mutual Funds / UTI	1200	0.039	(-)3,48,673	(-)11.41	764063	25.00
b) Fis/Banks/FIIs	500	0.016				
II) Non-Institutions						
a) Bodies Corporate	155727	5.095				
b) Individuals	955309	31.260				
Total 2 (I) + (II)	1112736	36.41	(-)3,48,673	(-)11.41	764063	25.00

*The total No of shareholders in public category as on 13.11..2009 are 4455.

5.4. The Acquirer has not purchased any share in the Target Company after the date of Public Announcement till the date of this Letter of Offer. It also undertakes that not to purchase any equity shares of the Target Company during the Offer period otherwise than acquired in the Open Offer in compliance with proviso to Regulation 20(7) of the Regulations.

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

Shareholdings			Purchase / Inter se Transfer/ transmission made during the year		Sale / Inter se /Transfer/ transmission made during the year		Shareholdings			Status of compliance with SEBI (SAST) Regulations, other regulations under SEBI Act, 1992 & statutory requirements as applicable
As on	No. of Shares	%	No. of shares	%	No. of Shares	%	As on	No. of Shares	%	
20/02/1997	1439525	47.10%	-		-		31.03.1997	1439525	47.10%	Complied
1/4/1997	1439525	47.10%	152350	4.98	-125000#	(4.09)	31.03.1998	1466875	48.00%	Complied
1/4/1998	1466875	48.00%	97725	3.20	-50500#	(1.65)	31.03.1999	1514100	49.54%	Complied
1/4/1999	1514100	49.54%	122262	4.00	-75000#	(2.45)	31.03.2000	1561362	51.09%	Complied
1/4/2000	1561362	51.09%	320625	10.49	-243150#	(7.96)	31.03.2001	1638837	53.62%	Complied
1/4/2001	1638837	53.62%	78233	2.56	-30375#	(0.99)	31.03.2002	1686695	55.19%	Complied
1/4/2002	1686695	55.19%	66941	2.19	0	(0.00)	31.03.2003	1753636	57.38%	Complied
1/4/2003	1753636	57.38%	43013	1.41	-40000	(1.31)	31.03.2004	1756649	57.48%	Complied
1/4/2004	1756649	57.48%	1205169	39.43	-1160712[1]	(37.98)	31.03.2005	1801106	58.93%	Complied
1/4/2005	1801106	58.93%	2345	0.08	-1950	(0.06)	31.03.2006	1801501	58.94%	Complied
1/4/2006	1801501	58.94%	0	0.00	-7000	(0.23)	31.03.2007	1794501	58.72%	Complied
1/4/2007	1794501	58.72%	0	0.00	0	(0.00)	31.03.2008	1794501	58.72%	Complied
1/4/2008	1794501	58.72%	1648512	53.94	-1499499[2]	(49.06)	31.03.2009	1943514	63.59%	Complied
1/4/2009	1943514	63.59%	0	0.00	0	(0.00)	26.10.2009	1943514	63.59%	Complied

#During the period from 1997 to 2003, there was several Inter-se Transfer amongst the Promoter Group which were within the prescribed limits for creeping acquisition prevailing at that point of time and as such no compliance were required under the provision of the Regulations.

1. During the financial year 2004-05, 11,91,812 shares representing 39 % were transferred among Promoter Group and the compliance under Regulation 3(3), 3(4) read with 3(5) were duly made by the Promoter Group.
2. During the financial year 2008-09, 14,99,499 shares representing 49.06 % were transferred among Promoter Group pursuant to merger amongst the Promoter Group Companies.

5.6. Status of Corporate Governance

The Target Company has complied with the conditions of Corporate Governance as envisaged under clause 49 of the listing agreement. Mr. B.N. Khandelwal, Company Secretary in Practice have certified compliance of conditions of corporate governance as per their certificate attached with annual report of the Target Company.

5.1. Pending Litigations as on 31.03.2009 :

(i) Sales tax demand of Rs. 7,18,848/- and Rs. 1,13,551/- against non-submission of "C" forms by the Company's customers for which appeals are pending before the Deputy Commissioner, Commercial Taxes (Appeal)-IV, Jaipur, and Assistant Commissioner, Commercial Taxes, Circle XIV, Kolkata respectively.

(ii) Income tax demand of Rs. 2,36,723/-, 9,84,946/-(Net of payment of Rs. 10,00,000/-) for the Assessment Year 2004-05,2005-06 are pending before the Commissioner of Income tax (Appeal) -I and Rs. 4,43,553/- for the Assessment year 2007-08 are pending before the Dy. Commissioner of Income Tax, Circle - 3, Kolkata.

(iii) Service tax demand of Rs. 1,15,545/- for the period from Dec' 2004 to Dec '05 for which appeal is pending before Custom, Excise & Service Tax Appellate Tribunal (Principal Bench), New Delhi (Paid under protest Rs. 58,000/-).

(iv) Excise duty demand of Rs. 2,53,240/- for the year 2005-06 and Rs. 14,07,362/- for the period from April, 2002 to March, 2005 for which appeal is pending before Custom Excise & Service tax Appellate Tribunal, New Delhi and Commissioner (Appeal)-II, of Central Excise, Kolkata.

5.8. Compliance Officer:

Mr. P. Maity, Company Secretary having office at 7, Chittranjan Avenue, Kolkata – 700 072 is acting as Compliance Officer of the Company, Ph. (033) 40124026; Fax: (033) 2237 2721, E-mail: cs@cal.wirefabrik.com.

6. OFFER PRICE & FINANCIAL ARRANGEMENTS:

6.1. Justification of Offer Price:

6.1.1. The Equity Shares of the Target Company are presently listed at BSE and CSE 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 ended September 2009 in BSE and CSE is as follows:

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	34698	3056250	2.27
CSE	Nil	3056250	NA

6.1.3. As per available information, the equity shares of the Target Company are infrequently traded 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: -

Sl.no.	Particulars		Price (in Rs. Per Share)
(a)	*Negotiated Price under the Agreement*	:	N.A.
(b)	Highest Price paid by the Acquirer or persons deemed to be acting in concert with 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 Public Announcement	*:*	*N.A.*
(c)	Other Parameters		Based on Audited Accounts for the year ended 31.03.2009
	Return on Net worth (%)	:	11.76
	Book Value per share (Rs.)	:	70.82
	Earning per Share (Rs.)	:	8.33
	Industry Average P/E Multiple*	:	10.1
	Offer price P/E Multiple**	:	8.52

*(Source: Capital Market Journal Vol. XXIV/17, October 19- November 01, 2009, Industry – Diversified – Medium / Small)
**Offer price/EPS

Mr. Samit Jena, Proprietor of Samit Jena & Associates, Chartered Accountants (Membership No. 064478), having its office at 2/103, Azadgarh, Kolkata – 700 040, Ph : (033) 2248 8885 Fax : (033) 2231 6625 E-mail : jena_samit@yahoo.co.in vide certificate dated 23.10.2009 has stated that based on the decision of the Hon'ble Supreme Court of India in the case of Hindustan Lever Employees Union Vs Hindustan Lever Limited, 1995 (83 Com case 30), the fair value of the equity shares of Target Company is Rs. 62.85 per share.

6.1.4. Based on the above financial parameters and in the opinion of the Manager to the Offer and the Acquirer, the Offer Price of Rs. 71/- per share is justified in terms of Regulation 20(5) and 20(11) of the Regulations.

6.1.5. The Target Company doesn't have any partly paid up shares as on date of PA.

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

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. 26.10.2009 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 Target Company from the date of Public Announcement upto 7 working days prior to the closure of the offer viz. 14.12.2009.

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 its own sources/ Net worth and no borrowings from any Bank and/or Financial Institutions are envisaged. Mr. Sunil Dokania, Proprietor of Dokania Sunil & Co. Chartered Accountant (Membership No. 62097) having office at 7/1A, Grant Lane, 2nd Floor, Room No. 205, Kolkata – 700 012, Tel: (033) 2234-5988, Fax: (033) 2211-0299, E-mail: vedantsunil1@indiatimes.com has certified vide certificate his dated 23.10.2009 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 to acquire 3,48,673 equity shares (Offer Shares) at the Offer Price of Rs. 71/- per equity share (Offer Price) assuming full acceptance of the Offer would be Rs. 2,47,55,783/- (Two Crores Forty Seven Lacs Fifty Five Thousand Seven Hundred Eighty Three Only). In accordance with Regulation 28 of the Regulations, the Acquirer has opened an Escrow Account under the name and style of "WFL - OPEN OFFER ESCROW ACCOUNT" with HDFC Bank Limited, 3A, Gurusaday Road Branch, Kolkata-700 019 (the "Escrow Bank") and has made a cash deposit of Rs. 62,00,000/- (Rupees Sixty Two Lacs Only) being more than 25% of the total consideration payable under the Offer assuming full acceptance (the "Escrow Account") with the Escrow Bank. The Acquirer has arranged the balance funds required from the Strategic Investors namely V. Gandhi Fin-Vest Pvt. Ltd., Sarthak Sales Pvt. Ltd., Sarthak Trades Pvt. Ltd., VDR Consultants Pvt. Ltd., Sekhar Commerce Pvt. Ltd., Raina Commodities Pvt. Ltd., Jayasri Fiscal Services Pvt. Ltd., Mriduhari Trade and Industries Ltd., Gaurav Fashions Pvt. Ltd., Fastner Mercantile Pvt. Ltd., V.K Mercantile Pvt. Ltd., Tirupati Mercantile Pvt. Ltd., Goodwave Distributors Pvt. Ltd., Dhanuka Commercial Pvt. Ltd., Pushpadant Commercial Pvt. Ltd., Prism Commercial Pvt. Ltd., Angoora Tradefin Pvt. Ltd., Niraj Fiscal Services Pvt. Ltd., VNG Mercantiles Pvt. Ltd., Anupam Advisory Pvt. Ltd., Novel Consultancy Pvt. Ltd., Aayush Manufacturers and Financers Pvt. Ltd., Nagancheji Credit Pvt. Ltd., Unayan Trade and Commerce Pvt. Ltd., Nariman Fiscal Services Pvt. Ltd. and Cosmos Real Estates Pvt. Ltd. and has already received the share application money aggregating to Rs. 260.00 Lacs from them. The money received from the Investors shall be utilized for the purpose of investment in shares and securities including investment in shares of Target Company. Presently the Acquirer is having a Bank Balance of Rs. 1,95,27,034.33 (Rupees One Crore Ninety Five Lacs Twenty Seven Thousand Thirty Four and Thirty Three Paise Only). So the Acquirer has sufficient liquid resources in the form of bank balance, which is more than the amount required to fulfill its obligation under the Open Offer assuming full acceptance.

6.2.3 The Manager to the Offer i.e. VC Corporate Advisors Private Limited is authorized to operate the above-mentioned Escrow Account to the exclusion of all others and to instruct the Escrow Bank to issue cheques / pay orders / demand drafts / ECS credit, if required, in accordance with the Regulations.

6.2.4 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations as firm financial arrangements are in place to fulfill the obligations under the Regulations.

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 the Target Company (except the Promoter/ Promoter Group) whose name appear on the Register of Members and to the beneficial owners of the shares of the Target Company whose names appear on the beneficial records of the Depository Participant, at the close of business hours on 06.11.2009 ("Specified Date").

7.2. All owners of the shares, Registered or Unregistered (except the Promoter/ Promoter Group) 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 the Target Company.

7.6. Eligibility for accepting the Offer:

The Offer is made to all the public shareholders (except the Promoter /Promoter Group of WFL) whose names appeared in the register of shareholders on 06.11.2009 and also to those beneficial owners ("Demat holders") of the equity shares of the Target Company, whose names appears as beneficiaries on the records of the respective Depository Participants ("DP") at the close of the business hours on 23.12.2009 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 To the best of knowledge and belief of the Acquirer, as of the date of the PA, other than the above, no statutory approvals are required by them to acquire the equity shares tendered pursuant to this offer. If any other statutory approvals are required or become applicable, the offer would be subject to the receipt of such other statutory approvals. In terms of Regulation 27 of the Regulations, the Acquirer shall not proceed with the Offer in the event that such statutory approvals that are required are refused.

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.

7.7.5 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 i.e. 18.12.2009 i.e three working days prior to the closure of the Offer.

7.7.6 The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

8.1. The Shareholder(s) of the Target Company 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:

ABS CONSULTANT PRIVATE LIMITED
SEBI REGN NO: INR000001286
(Contact Person: Mr. Vijay Sharma)
Stephen House, Room No. – 99,
6th Floor, 4, B.B.D. Bag (East),
Kolkata-700 001
Phone No: (033) 2230 1043/ 2243 0153
Fax : (033) 2243 0153
E-mail: absconsultant@vsnl.net

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. 23.12.2009. Shareholders may send their acceptances by hand accordingly:

Working Days	Timings	Mode of Delivery
Monday – Friday	10.00 a.m.to 5.00 p.m.	Hand Delivery
Saturday	10.00 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 Target Company 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 23.12.2009.

8.3. The Registrar to the Offer, ABS CONSULTANTS PRIVATE LIMITED has opened a special depository account with Shree Bahubali International Limited (Registered with NSDL). The details of the special depository account are as follows:-

DP Name	Shree Bahubali International Limited
DP ID	IN300773
Client ID	10264352
Account name	"ABS CONSULTANT PVT LTD – WFL OPEN OFFER ESCROW ACCOUNT"
Depository	National Securities Depository Limited (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 the Target Company. 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 participate in the Offer, to the Registrar to the Offer, on a plain paper stating the name & address of the first holder, name(s) & address(s) of joint holders, if any, regd. folio no, share certificate no., distinctive nos., no. of the shares held, no. of the shares Offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before closure to the Offer i.e. 23.12.2009. Unregistered owners should not sign the transfer deeds & the transfer deed should be valid. In case of beneficial owners, they may send their applications in writing to the Registrar to the Offer, on a plain paper stating their name, address, no. of shares held, no. of shares offered, DP name, DP ID No., beneficiary account number, and a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off- market" mode, duly acknowledged by DP in favour of special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer.

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 07.01.2010. 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 07.01.2010.

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 the Target Company 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 the Target Company 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 the Target Company 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 the Target Company 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 the Target Company 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 18.12.2009 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 18.12.2009. 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 04.12.2009 to 23.12.2009.

i) Memorandum & Articles of Association of WIRES AND FABRIKS (S.A.) LIMITED along with Certificate of Incorporation.

ii) Memorandum & Articles of Association of BKM Mercantile Pvt. Ltd. along with Certificate of Incorporation

iii) Audited Annual Reports for the year ended 31st March 2009 and Certified Financial for period ended 30th September 2009 of BKM Mercantile Pvt. Ltd.

iv) Audited Annual Reports for the year ended 31st March 2007, 31st March 2008, 31st March 2009 and Certified Financial For period ended 30th September 2009 of WIRES AND FABRIKS (S.A.) LIMITED.

v) Certificate dated 23.10.2009 from Mr. Sunil Dokania, Proprietor of Dokania Sunil & Co. Chartered Accountant (Membership No. 62097) having office at 7/1A, Grant Lane, 2nd Floor, Room No. 205, Kolkata – 700 012 Tel: (033) 2234-5988, Fax: (033) 2211-0299, E-mail: vedantsunil1@indiatimes.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 Acquirer, HDFC Bank Limited, Kolkata and the Manager to the Open Offer for opening of Escrow Account

vii) Copy of the Public Announcement for the Offer dated 26.10.2009.

viii) Copy of the Memorandum of Understanding between the Acquirer & the Manager to the Offer, dated 23.10.2009.

ix) Certified dated 23.10.2009 from Mr. Samit Jena, Proprietor of Samit Jena & Associates, Chartered Accountants (Membership No. 064478), having its office at 2/103, Azadgarh, Kolkata – 700 040, Ph : (033) 2248 8885 Fax : (033) 2231 6625 E-mail : jena_samit@yahoo.co.in regarding valuation of equity shares of WFL.

x) Copy of SEBI letter no. CFD/DCR/TO/SA/183196/09 dated 13.11.2009 issued in terms of proviso to the regulation 18(2) of the regulations.

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 No 22(6) of the Regulations.

For BKM Mercantile Pvt. Ltd

Sd/-
Director

Place: KOLKATA
Date: 25.11.2009

Attached: Form of Acceptance cum Acknowledgement & Form of Withdrawal

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,
ABS CONSULTANT PRIVATE LIMITED
Stephen House, Room No. – 99,
6th Floor, 4, B.B.D. Bag (East),
Kolkata-700 001

Date:

OFFER	
Opens on	04.12.2009
Closes on	23.12.2009
Last date of Withdrawal	18.12.2009

Dear Sir,

Subject: Open Offer by BKM Mercantile Pvt. Ltd having its registered office at 7, Chittranjan Avenue, Kolkata – 700 072, to the Equity Shareholders of WIRES AND FABRIKS (S.A.) LIMITED (hereinafter referred to as "WFL" or the "Target Company") to acquire from them 3,48,673 equity shares of Rs. 10/- each aggregating 11.41% of the Equity and Voting capital of the Target Company @ Rs. 71/- per fully paid up equity share.

I/We refer to the Letter of Offer dated 25.11.2009 for acquiring the equity shares held by us in WIRES AND FABRIKS (S.A.) LIMITED
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(s) 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 Equity 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 WIRES AND FABRIKS (S.A.) 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/UCP 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	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) : ____________________________________Account Number: ____
Name of the Bank Branch: ____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 WIRES AND FABRIKS (S.A.) LIMITED 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

OFFER	
Opens on	04.12.2009
Closes on	23.12.2009
Last date of Withdrawal	18.12.2009

From:
Name:
Address:

Tel. No.
Fax No.
E-mail:

To,
ABS CONSULTANT PRIVATE LIMITED
Stephen House, Room No. – 99,
6th Floor, 4, B.B.D. Bag (East),
Kolkata-700 001
Dear Sir,

Subject: Subject: Open Offer by BKM Mercantile Pvt. Ltd having its registered office at 7, Chittranjan Avenue, Kolkata – 700 072, to the Equity Shareholders of WIRES AND FABRIKS (S.A.) LIMITED (hereinafter referred to as "WFL" or the "Target Company") to acquire from them 3,48,673 equity shares of Rs. 10/- each aggregating 11.41% of the Equity and Voting capital of the Target Company @ Rs. 71/- per fully paid up equity share.

We refer to the Letter of Offer dated 25.11.2009 for acquiring the equity shares held by me/us in WIRES AND FABRIKS (S.A.) LIMITED.
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. 18.12.2009. 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) and shares withdrawn are detailed below:

Sr. No.	Ledger folio No.	Certificate No.	Distinctive No.		No. of Shares	
			From	To	Tendered	withdrawn
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 "ABS CONSULTANT PRIVATE LIMITED-WIRES AND FABRIKS – OPEN OFFER ESCROW ACCOUNT" as per the following particulars:

DP ID : IN300773
DP Name : Shree Bahubali International Limited
Beneficiary ID Number : 10264352

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 and shares withdrawn are as detailed below:

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

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	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

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 "WIRES AND FABRIKS (S.A.) 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, ABS CONUSULANTS PVT. LTD. (unit: WIRES AND FABRIKS (S.A.) LIMITED), at their aforesaid address.

Place: Date:

-- 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

BOOK POST

If undelivered please return to :
ABS CONSULTANT PRIVATE LIMITED
Stephen House, Room No. – 99,
6th Floor, 4, B.B.D. Bag (East),
Kolkata-700 001