LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This Letter of Offer is sent to you as shareholder(s) of **Woolite Mercantile Company Limited**. If you require any clarifications about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the Offer. In case you have recently sold your equity shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal cum Acknowledgement and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.*

OPEN OFFER BY
Mr. Umesh P Chamdia (Acquirer)
Address: Building 12, Flat 1201, Seawoods Estates, Sector 54, 56 & 58, Nerul, Navi Mumbai – 400 706,
Tel : 022-32983732, **Fax**: 022 – 32983732
Along with Person Acting in Concert (PAC)
Mrs. Arwa Umesh residing at Building 12, Flat 1201, Seawoods Estates, Sector 54, 56 & 58, Nerul, Navi Mumbai – 400 706, **Tel** : 022-32983732, **Fax**: 022 – 32983732
To
Acquire 3,98,400 equity shares of Rs.10 each representing 20% of the total Equity Share/Voting Capital of Target Company at an offer price of Rs.13.80 (Rupees Thirteen and Paise Eighty only) per fully paid up equity share, payable in Cash
Of
WOOLITE MERCANTILE COMPANY LIMITED
Registered Office: 75, Park Street, Kolkata – 700 016
Tel: 033-24791951, Fax: 033-24791952
Pursuant to the Regulation 10 and 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof

Attention:

1. **The offer is not a conditional offer.**
2. As on the date of Public Announcement, no statutory approvals are required to be obtained for the purpose of this Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.
3. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the offer i.e. upto **January 7, 2009 (Wednesday)**.
4. If there is any upward revision in the Offer Price by the Acquirer upto seven working days prior to the date of closure i.e. upto **January 1, 2009, Thursday** or the offer is withdrawn, the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revised Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.
5. **This is not a competitive Bid.**
6. **There is no Competitive Bid.**
7. A copy of Public Announcement, Letter of Offer, Form of Acceptance and Form of Withdrawal are also available on SEBI's website: www.sebi.gov.in

All future correspondence, if any, should be addressed to the Manager to the offer at the following address:

MANAGER TO THE OFFER

Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006
Tel: +91-79-2657 7571/2657 5337, **Fax**: +91-79-2657 5731
Email: info@charteredcapital.net, **Website**: www.charteredcapital.net
Contact person: Mr. Manoj Kumar Ramrakhyani

OFFER OPENS ON: DECEMBER 24, 2008, WEDNESDAY	**OFFER CLOSES ON: JANUARY 12, 2009, MONDAY**

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 9 – "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS.12 TO 14).
FORM OF ACCEPTANCE AND FORM OF WITHDRAWAL ARE ENCLOSED WITH THIS LETTER OF OFFER.

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Date and Day
1.	**Date of Public Announcement (PA)**	November 6, 2008, Thursday
2.	Specified Date	November 28, 2008, Friday
3.	Last Date for a Competitive Bid	November 27, 2008, Thursday
4.	Date by which Letter of Offer will be dispatched to the Shareholders	December 19, 2008, Friday
5.	**Offer Opening Date**	**December 24, 2008,** Wednesday
6.	Last date for revising the offer price/number of shares	January 1, 2009 , Thursday
7.	Last date for withdrawal by Shareholders	January 7, 2009, Wednesday
8.	**Offer Closing Date**	**January 12, 2009, Monday**
9.	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 27, 2009, Tuesday

RISK FACTORS

Risk related to the Offer

i. **In case the acquirer is unable to make the payment to the shareholders who have accepted the offer before the period of 15 days due to non-receipt of requisite statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any willful default or neglect of the acquirer or failure of the acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the acquirer agreeing to pay the interest to the shareholders for the delay beyond 15 days, as may be specified by the SEBI from time to time.**

ii. **In the event that either (a) the regulatory approvals, that may become applicable at a later date, are not received in a timely manner (However as on the date of Public Announcement, no statutory approvals are required to be obtained for the purpose of this Offer.), (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of WMCL, whose shares have been accepted in the offer as well as the return of shares not accepted by the acquirer, may be delayed.**

iii. **The acquirer intends to make an offer for 20% of the total Equity Share/Voting Capital amounting to 3,98,400 equity shares of WMCL under the SEBI (SAST) regulations, 1997. Further, the shares tendered in the offer would be held by Manager to the Offer and the Equity Shares in the Demat Form will lie to the credit of a designated escrow account, till the completion of the offer formalities. Accordingly, the acquirer makes no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.**

iv. **In the event of over-subscription to the offer, the acceptance will be on a proportionate basis.**

v. **The Acquirer makes no assurance of market price of shares of the Target Company during or after the offer.**

Risks involved in associating with the Acquirer

vi. **Association of the Company with the Acquirer does not warrant any assurance with respect to the future financial performance of the Company.**

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of WMCL or any other related matters, and are neither exhaustive not intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of WMCL are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

TABLE OF CONTENTS

1. DEFINITIONS

1.	Acquirer or The Acquirer	Mr. Umesh P Chamdia
2.	BSE	Bombay Stock Exchange Limited
3.	Form of Acceptance	Form of Acceptance cum Acknowledgement
4.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
5.	LOO or Letter of Offer	Offer Document
6.	Manager to the	Chartered Capital And Investment Limited

	Offer or, Merchant Banker	
7.	Equity Shares	Fully paid-up Equity Shares of Rs.10 each of Woolite Mercantile Company Limited
8.	Offer or The Offer	To Acquire 3,98,400 equity shares of Rs.10 each representing 20% of the total Equity Share/Voting Capital of Target Company at an offer price of Rs.13.80 (Rupees Thirteen and Paise Eighty only) per fully paid up equity share, payable in Cash.
9.	Offer Price	Rs.13.80 (Rupees Thirteen and Paise Eighty only) per fully paid up equity share, payable in Cash.
10.	Person Acting In Concert (PAC)	Mrs. Arwa Umesh
11.	Persons eligible to participate in the Offer	Registered shareholders of Woolite Mercantile Company Limited and unregistered shareholders who own the equity shares of Woolite Mercantile Company Limited any time prior to the Offer closure other than the Acquirer and PAC
12.	Public Announcement or "PA"	Announcement of the Open Offer by The Acquirer, which appeared in the newspapers on November 6, 2008.
13.	SEBI	Securities and Exchange Board of India
14.	SEBI (SAST) Regulations, 1997/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
15.	SEBI Act	Securities and Exchange Board of India Act, 1992
16.	Specified Date	November 28, 2008, Friday
17.	WMCL/Target Company/TC	Woolite Mercantile Company Limited

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF 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 LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF WOOLITE MERCANTILE COMPANY LIMITED 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 PAC OR THE COMPANY WHOSE SHARES/CONTROL ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBR 14, 2008 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE 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 OFFER.

3. DETAILS OF THE OFFER

3.1. Background of the Offer

3.1.1. The offer is being made under Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997 and as a result of this offer, the Acquirer will have substantial acquisition of shares or voting rights accompanied with complete change in control and management of Woolite Mercantile Company Limited.

3.1.2. As on October 28, 2008, Mr. Umesh P Chamdia (the Acquirer) was holding 45,000 Equity Shares representing 2.26% of the paid up share capital of the Company. In addition, Mrs. Arwa Umesh (the PAC) was also holding 45,000 Equity Shares representing 2.26% of the paid up share capital of the Company. On October 29, 2008, the acquirer acquired through "market purchase" through Bulk deal at Bombay Stock Exchange Limited (BSE) 6,91,334 fully paid up Equity Shares representing 34.71% of the paid up share capital of the Target Company at an average gross rate of Rs.7.34 per fully paid up Equity Share (Highest Price Rs.7.95 per equity share) paid in cash, taking the total shareholding of the acquirer to 7,36,334 Equity Shares representing 36.96% of the paid up share capital of the Company.

The shareholding of the acquirer and PAC increased to 7,81,334 Equity Shares representing 39.22% of the paid up share capital of the Company. The aforesaid acquisition of 6,91,334 Equity Shares by the acquirer resulted in triggering of SEBI (SAST) Regulations, 1997.
Name of the sellers in the bulk deal transaction at BSE on October 29, 2008 are as under:

Sr. No.	Name of the seller	Category to which seller belongs	Quantity	Price
1	Sanjay Rasiklal Shah	Public	80550	7.60
2	Sridhar Bhupatiraju	Promoter	608530	7.30

3.1.3. As on the date of the public announcement the Acquirer holds 7,36,334 Equity Shares of TC (inclusive of 6,91,334 equity shares acquired on October 29, 2008 as mentioned in clause 3.1.2 above). The PAC holds 45,000 Equity Shares of TC.

3.1.4. None of the Acquirer, PAC and Target Company has been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11-B of the SEBI Act or under any of the regulation made under the SEBI Act.

3.1.5. None of the member of the existing Board of Director of the TC represents the acquirer. There may be a change in the composition of the Board of Directors of the Target Company in course of normal business. However, there is no proposal to this effect as of today. Acquirer/PAC would appoint director(s) on the Board of Target Company in conformity with the SEBI (SAST) Regulations, 1997.

3.1.6. The Offer is not as a result of global acquisition resulting in indirect acquisition of the target company.

3.2. **Details of the proposed offer**

3.2.1. The Acquirer has made a Public Announcement, which was published on November 6, 2008 in the following newspapers in accordance with the Regulation 15 and pursuant to Regulation 10 and 12 of SEBI (SAST) Regulations, 1997.

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Nav Shakti (Marathi)	Mumbai
Kalantar (Bengali)	Kolkata

The Public Announcement is also available on the SEBI website at www.sebi.gov.in.

3.2.2. The Acquirer is making an offer under the SEBI (SAST) Regulations, 1997 to acquire 3,98,400 equity shares of Rs.10 each fully paid up representing 20% of the total Equity Share/Voting Capital of Target Company at an offer price of Rs.13.80 (Rupees Thirteen and Paise Eighty only) per fully paid up equity share, payable in Cash subject to the terms and conditions mentioned hereinafter.

3.2.3. There are no partly paid up shares in TC.

3.2.4. The Offer is not subject to any minimum level of acceptances from the shareholders. i.e. The offer is not a conditional offer. The Acquirer will accept the equity shares of WMCL which are tendered in valid form in terms of this offer upto maximum of 3,98,400 equity shares.

3.2.5. This is not a Competitive Bid.

3.2.6. Acquirer/PAC has not acquired any equity shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.

3.3. **Object of the acquisition/offer**

3.3.1. The Acquirer is interested in taking over the management and control of WMCL. Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the acquisition. The Acquirer intends to carry on business of trading in various goods and commodities as per object clause of memorandum of association of the target company and improve the operational performance of the target company.

3.3.2. The Offer to the Public shareholders of WMCL is for the purpose of acquiring 20% of the total Equity Share/Voting capital of WMCL. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

3.3.3. The offer to the shareholders of WMCL is being made in accordance with Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997.

3.3.4. The Acquirer at present has no intention to sell, dispose of or otherwise encumber any substantial assets of WMCL in the succeeding two years, except in the ordinary course of business of WMCL. WMCL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at General Body Meeting of WMCL.

3.3.5. The Acquirer intends to improve the operational performance of the company and depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 1956, Articles of Association of TC and all applicable laws, rules and regulations, the Board of Directors of TC will take appropriate business decisions from time to time in order to improve the performance of the Target Company.

3.3.6. Except as mentioned above, the acquirer has no specific future plan/strategy about the target company.

4. BACKGROUND OF THE ACQUIRER AND PAC

4.1. Mr. Umesh P Chamdia (Acquirer)

4.1.1. **Mr. Umesh P Chamdia,** son of Mr. Purushottam M Chamdia, aged about 38 years is a B. Com by qualification. He is residing at Building 12, Flat 1201, Seawoods Estates, Sector 54, 56 & 58, Nerul, Navi Mumbai – 400 706, Tel : 022-32983732, Fax: 022 – 32983732.

4.1.2. He is having a networth of Rs.316.99 Lacs as on November 3, 2008 and is having sufficient liquid funds for discharging his part of the obligation under the offer as certified vide the certificate dated November 3, 2008 by Mr. Y. N. Nagarwala (Membership No. 015636), proprietor of T. M. Mullaji & Co, Chartered Accountant, 92, Sarang Street, Mumbai -400 003, Tel.: 022-2341 4242, 2344 8417, Fax: 022-2342 2524, Email: tmmco@bom5.vsnl.net.in.

4.1.3. He has more than 10 years experience in shares trading and investment.

4.1.4. The acquirer has timely complied with the provisions of Chapter II of the SEBI (SAST) Regulation, 1997.

4.1.5. Mr. Umesh P Chamdia is neither on the Board of any Company nor is he holding a controlling stake in any listed company. He has not promoted any Company.

4.2. Mrs. Arwa Umesh (PAC)

4.2.1. Mrs. Arwa Umesh is wife of Mr. Umesh P Chamdia, aged about 40 years, is a B. Com by qualification, residing at Building 12, Flat 1201, Seawoods Estates, Sector 54, 56 & 58, Nerul, Navi Mumbai – 400 706, Tel : 022-32983732, Fax: 022 – 32983732.

4.2.2. She is having a networth of Rs.184.99 Lacs as on November 3, 2008 as certified vide the certificate dated November 3, 2008 by Mr. Y. N. Nagarwala (Membership No. 015636), proprietor of T. M. Mullaji & Co, Chartered Accountant, 92, Sarang Street, Mumbai -400 003, Tel.: 022-2341 4242, 2344 8417, Fax: 022-2342 2524, Email: tmmco@bom5.vsnl.net.in.

4.2.3. She is a house wife.

4.2.4. The provisions of Chapter II of the SEBI (SAST) Regulation, 1997 are not applicable to her as she was not holding the shares beyond the specified limits.

4.2.5. Mrs. Arwa Umesh is neither on the Board of any Company nor is she holding a controlling stake in any listed company. She has not promoted any Company.

4.3. Mr. Arwa Umesh is wife of Mr. Umesh P Chamdia, the acquirer in this open offer.

4.4. DISCLOSURE IN TERMS OF REGULATION 16 (IX)

The Acquirer is interested in taking over the management and control of WMCL. Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the acquisition.

The Acquirer at present has not set out any future plans and has no intention to sell, dispose of or otherwise encumber any significant assets of WMCL in the succeeding two years, except in the ordinary course of business of WMCL. WMCL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Body Meeting of WMCL.

5. DISCLOSURE IN TERMS OF REGULATION 21(2)

Assuming full acceptances, the offer would not reduce the public shareholding below the minimum limit. After this offer, public shareholding will be 40.78 % of the total number of issued shares. Hence, pursuant to this offer, the acquirer will not exercise the delisting option. Acquirer will ensure the compliance to clause 40A of the Listing agreement and other applicable relevant regulations.

6. BACKGROUND OF THE TARGET COMPANY (WOOLITE MERCANTILE COMPANY LIMITED)

6.1. The Target Company i.e. **WOOLITE MERCANTILE COMPANY LIMITED,** was incorporated on February 21, 1985 with the Registrar of Companies, Maharashtra, Mumbai under the Companies Act, 1956 under the name Woolite Mercantile Company Limited (Company Registration No. 35431). The Company at present has its Registered Office at 75, Park Street, Kolkata – 700 016, Tel: +91-33-24791951, Fax No. +91-33-24791952. The Corporate Office of the target company is located at 322, Kharek Bazaar, Narshi Matha Street, Masjid Bunder, Mumbai – 400 009, Tel:+91-22-23437860.

6.2. The Main objects of the TC are to carry on the trading in goods and commodities. However, presently there is no trading activities in the Company. During the year ended March 31, 2008 the company has earned Interest Income from loans and advances given.

6.3. As on the date of PA, TC has an authorized share capital of Rs.200.00 lacs, comprising of 20,00,000 equity shares of Rs.10 (Rupees Ten Only) each and paid up capital of Rs.199.20 lacs divided into 19,92,000 fully paid equity shares of Rs.10 each. The present Offer is for 3,98,400 equity shares representing 20% of the Equity Share/Voting Capital of "WMCL".

6.4. The present capital structure of WMCL is as under: -

Paid-up equity shares of	No. of Equity Shares/	% of Voting	% of Share

WMCL	Voting Rights	Rights	Capital
Fully paid-up equity shares	19,92,000	100.00	100.00
Partly paid-up equity shares	Nil	Nil	Nil
Total paid-up equity shares	19,92,000	100.00	100.00
Total Voting Rights in WMCL	19,92,000	100.00	100.00

6.5. The current capital structure of WMCL since inception is as under:-

Date of Allotment	No. of shares issued	% of shares issued	Cumulative paid up capital (Rs.)	Mode of allotment	Identity of allottees (promoters/ex promoters/others)	Status of compliance
Subscriber to Memorandum	70	0.00	700	Cash	Subscribers	No compliance pending
22.08.1985	98,930	4.97	9,90,000	Cash	Promoters	
04.09.1985	1,50,000	7.53	24,90,000	Cash	Public Issue	
16.09.1986	80,350	4.03	32,93,500	Cash	Preferential Issue	
22.09.1986	92,080	4.62	42,14,300	Cash	Preferential Issue	
30.09.1986	76,500	3.84	49,79,300	Cash	Preferential Issue	
01.10.1986	70	0.00	49,80,000	Cash	Preferential Issue	
22.03.1988	1,13,700	5.71	61,17,000	Cash	Preferential Issue	
25.03.1988	2,07,230	10.40	81,89,300	Cash	Preferential Issue	
26.03.1988	1,03,630	5.20	92,25,600	Cash	Preferential Issue	
29.03.1988	73,440	3.69	99,60,000	Cash	Preferential Issue	
26.07.1989	57,300	2.88	1,05,33,000	Cash	Rights Issue	
04.09.1989	9,38,700	47.13	1,99,20,000	Cash	Rights Issue	
Total	**19,92,000**	**100.00**				

6.6. The shares of "TC" are at present listed on Bombay Stock Exchange Limited (BSE). The shares of the target company are frequently traded on BSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

6.7. At present, the shares of the TC are not suspended by the BSE. However, the TC's shares had been suspended by BSE w.e.f. April 30, 2003 for non-compliance of various provision of Listing Agreement. The suspension has been revoked by BSE w.e.f. August 10, 2004.

6.8. The Target Company has not timely complied with the provisions of chapter II of the regulations. There had been delays in compliance of Regulations 6(2), 6(4) for the year 1997 and 8 (3) for the years 1998 to 2002 & 2007 by the Target Company. Target Company had complied with the reporting requirement under Chapter II of the SEBI (SAST) Regulation upto financial year 2002 under SEBI Regularization Scheme 2002. For the aforesaid delay in compliance with the provision of Chapter II of the regulations, SEBI may initiate suitable action at a later stage. Promoter and Major shareholders of the Target Company have timely complied the provisions of chapter II of the regulations.

6.9. The Target Company has fully complied with the listing requirements of the concerned stock exchange and no punitive action has been taken against the company by the stock Exchange except suspension in trading of equity shares by BSE as mentioned in para 6.7.

6.10. Apart from the acquisition of equity shares as mentioned in clause 3.1.2 the Acquirer has not acquired any equity share of TC during the past 12 months prior to the date of this Public Announcement except the shares acquired through market purchase of 509 Equity Shares on BSE on February 1, 2008 at an average gross rate of Rs 24.06 per Equity Share.

6.11. WMCL has not received any directions from SEBI under section 11B of the SEBI Act, prohibiting them from dealing in securities or under any of the regulations made under the SEBI Act.

6.12. There are no outstanding convertible instruments like warrants, FCDs or PCDs etc. in WMCL.

6.13. The composition of the Board of Directors of WMCL as on the date of PA is as under:-

Sr. No.	Name	Residential Address	Designation	Date of appointment	Qualification and Experience in No. of years and field of experience
1	Mr. Sridhar Bhupatiraju	301and 302,Lotus Block,Nagarjuna Dreamland, Doolapally Rd,Kompally Rural, Secunderabad, 500014, Andhra Pradesh, India	Director	12.06.2006	B.E. Started career with PCS Computer Services as a programmer and worked in USA with various companies like Scosys, CSI Inc, Mikasa Global and having more

					than 15 years of experience in the field of computer Engineering and software.
2	Mr. Kalidindi Vijay Kumar	Plot no. 16, ncl north avenue, Kompally, Secunderabad-500014	Director	12.06.2006	M.C.A. Having more than 10 years of experience in the field of computer application, software designing and development, and application support.
3	Mr. Subash Dutta	Gagan Theerth 2,Flat 102 Colony, Sulthanpalaya, Bg 1st Mn,4th Cross, Athmananda, Bangalore-560032, Karnataka, India	Director	12.06.2006	B.Sc. Having more than 10 years of experience in the field of computer programming and computer networking and hardware maintenance.
4	Mr. Surampudi Pavan Nadan	H No 1-9-485/15/B,Lalitha Nagar, Vidya Nagar, Hyderabad, 500044, Andhra Pradesh, India	Director	12.06.2006	L. L. B. Having more than 15 years of experience in the field of Civil Laws, General Law, Company Law mattes.
5	Mr. Praful Hande	Plot No A-12 Ges, Sector 23 Darave, Nerul, Navi Mumbai, 400706, Maharashtra, India	Director	18.01.2008	Diploma in Software Engineering Having more than 8 years experience in the field of software development and computer networking.
6	Mr. S. M. Zafar	A/2, Type Room No-269, Sector-21, Turbhe, Vashi, Navi Mumbai, 400705, Maharashtra, India	Director	18.01.2008	Diploma in Software Engineering Having more than 8 years of experience in the field of software development and networking and hardware maintenance.

6.14. As on date, none of the directors on the board of directors of the Target Company represent the Acquirer.

6.15. There has been no merger/de-merger, spin off during the past three years in WMCL.

6.16. The brief financial information of WMCL is as under:

(Rs. in Lacs)

Profit & Loss Statement	Year Ended 31.03.2006 (Audited)	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Quarter Ended 30.06.2008 (Un audited)
Income from Operations	4.52	2.92	3.09	0.82
Other Income	4.88	0.00	0.00	0.00
Total Income	**9.40**	**2.92**	**3.09**	**0.82**

Total Expenditure	4.80	1.98	1.80	0.28
Profit (Loss) before Depreciation, Interest and Tax	**4.60**	**0.94**	**1.29**	**0.54**
Depreciation	0.10	0.00	0.00	0.00
Interest	0.41	0.00	0.00	0.00
Profit (Loss) before Tax	**4.09**	**0.94**	**1.29**	**0.54**
Provision for Tax	0.00	0.32	0.40	0.00
Profit (Loss) after Tax	**4.09**	**0.62**	**0.89**	**0.54**

(Rs. in Lacs)

Balance Sheet Statement	**Year Ended 31.03.2006 (Audited)**	**Year Ended 31.03.2007 (Audited)**	**Year Ended 31.03.2008 (Audited)**	**Quarter Ended 30.06.2008 (Un audited)**
Sources of Funds				
Paid up Share Capital	199.20	199.20	199.20	199.20
Reserves & Surplus (Excluding Revaluation Reserve)	14.40	15.02	15.91	16.45
Secured Loan	-	-	-	-
Unsecured Loan	-	-	-	-
Current Liabilities	0.18	0.65	0.49	0.68
Deferred Tax Liability				-
Total	**213.78**	**214.22**	**215.60**	**216.33**
Uses of Funds				
Net Fixed Assets	-	-	-	-
Investments	-	-	-	-
Current Assets	213.78	214.87	215.60	216.33
Miscellaneous Expenses not written off	-	-	-	-
Total	**213.78**	**214.87**	**215.60**	**216.33**

Other Financial Data	**Year Ended 31.03.2006 (Audited)**	**Year Ended 31.03.2007 (Audited)**	**Year Ended 31.03.2008 (Audited)**	**Quarter Ended 30.06.2008 (Un audited)**
Net Worth (Rs. in Lacs)	213.60	214.22	215.11	215.65
Dividend (%)	-	-	-	-
Earning Per Share (in Rs.)	0.21	0.03	0.04	0.03
Return on Networth (%)	1.91	0.29	0.42	0.25
Book Value Per Share	10.72	10.75	10.80	10.83

*Source: As certified by Mr. Ratnesh Mahajan, Partner of R Mahajan & Associates, Chartered Accountants, 402, Jain Building, 18/12, W.E.A. Karol Bagh, New Delhi – 110 005, Membership No.: 085484 vide his certificate dated October 10, 2008.

6.17. Reason for Changes in Income and Profit & Loss:

2005-2006

During the financial year 2005-06, the income from share trading, mutual fund trading, mutual fund brokerage etc increases due to better market conditions. So the total income from operations during the financial year increased from Rs.0.94 lacs during the previous year to Rs.4.52 lacs. However as the company sold its major investment in the financial year 2004-05 itself, its other income reduced from Rs.24.47 to Rs.4.88 lacs. As a result the total income during the year reduced from Rs.27.42 lacs to Rs.9.40 lacs. However, due to reduction in the expenses the net profit increased from Rs.1.07 lacs to Rs.4.09 lacs during the year.

2006-2007

During the financial year 2006-07, the company restricted its activities and did not carry any share trading activities. It carried on only mutual fund trading. So the total income & net profit during the year reduced to Rs.2.92 lacs & Rs.0.62 lacs respectively in comparison to previous year figures of Rs.9.40 lacs & Rs.4.09 lacs respectively.

2007-2008

In the financial year 2007-2008 the only income was interest from advances given, since the advances given was higher during the current year in comparison to previous year, hence the total income during the year increased to Rs.3.09 lacs in comparison to Rs.2.92 lacs during the previous year. However, as the expenses in the current year was also lower as compared to previous year as there were no business activities in the Company, net profit during the year increased slightly to Rs.0.89 lacs from Rs.0.62 lacs during the previous year.

6.18. Pre- and Post-Offer shareholding pattern of the Target Company is as per the following table:

Sr. No	Shareholder category	Shareholding & voting rights prior to the Agreement/ acquisition and offer		Shares/voting rights acquired which triggered off the Regulations		Shares/Voting rights to be acquired in the open Offer (assuming full acceptance)		Shareholding/ voting rights after the acquisition and Open Offer	
		(A)		(B)		(C)		(A+B+C)	
		No.	%	No.	%	No.	%	No.	%
(1)	**Promoter Group**	608530	30.55	(608530)	(30.55)			0	0.00
(2)	**Acquirer & PAC**								
(a)	**Mr. Umesh P Chamdia**	45000	2.26	691334	34.71	398400	20.00	1134734	56.96
(b)	**Mrs. Arwa Umesh**	45000	2.26					45000	2.26
	Total (2) = (a) + (b)	90000	4.52					1179734	59.22
(3)	**Public (other than Promoters and Acquirer & PAC)**								
	a. FIs/MFs/FIIs/Banks/SFIs	0	0.00	(82804)	(4.16)	(398400)	(20.00)	812266	40.78
	b. Private Corporate Bodies	106089	5.33						
	c. Indian Public	1187381	59.61						
	d. NRI/OCB	0	0.00						
	e. Any other (clearing member)	0	0.00						
	Total [3]	1293470	64.93						
	Grand Total [(1)+(2)+(3)+(4)]	**1992000**	**100.00**					**1992000**	**100.00**

Notes
a. The data within bracket indicates sale of equity shares.
b. Percentage is calculated taking into consideration total no. of equity shares.

6.19. The approximate number of shareholders in WMCL in public category is 280.
6.20. The details of changes in the shareholding of the existing Promoter Group of the Company as and when it happened are mentioned hereunder

Sr No.	Date of Transaction	Name of the Promoter	Opening Balance of Promoter's Holding		Change in Promoter's holding		Closing Balance of Promoter's Holding		Status of Compliance	Remarks
			No of Shares	% of shares	No of shares	% of shares	No of shares	% of shares		
1	21.12.05	Mr. Sridhar Bhupathiraju	**0**	**0.00**	**606130**	**30.43**	**606130**	**30.43**	Complied	Through SPA
2	08.08.07	Mr. Sridhar Bhupathiraju	**606130**	**30.43**	**2400**	**0.12**	**608530**	**30.55**	Complied	Through Open Offer
3	29.10.08	Mr. Sridhar Bhupathiraju	**608530**	**30.55**	**608530**	**30.55**	0	0.00	Complied	Thro Market Sale

6.21. The provisions of the Corporate Governance as per clause 49 of Listing Agreement are not applicable to the company.
6.22. The name and contact details of the compliance officer are as under:

Name of the Compliance Officer: Mr. Praful S. Hande, Non Executive Director
322, Kharek Bazaar, Narshi Matha Street, Masjid Bunder,
Mumbai – 400 009, Tel:+91-22-23437860

6.23. There is no litigation pending by/against Woolite Mercantile Company Limited.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1. Justification of Offer Price

7.1.1. The shares of "TC" are at present listed on Bombay Stock Exchange Limited (BSE). The shares of the target company are frequently traded on BSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

The annualised trading turnover during the preceding six Calendar months prior to the month in which the PA is made in BSE is detailed below:

Name of the Exchange	Total no. of shares traded during the 6 months prior to the month in which the PA was made.	Total number of listed shares	Annualized trading turnover (in terms of % of total listed shares)
BSE	8,59,050	19,92,000	86.25%

(Source: www.bseindia.com)

7.1.2. In accordance with Regulation 20(4) of the SEBI (SAST) Regulations, 1997, the offer price of Rs.13.80 (Rupees Thirteen and Paise Eighty Only) per fully paid up equity share is justified in view of the following parameters:

a.	Negotiated Price	Not applicable
b.	Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks prior to the date of PA (The price paid by the Acquirer for the acquisition of shares through market purchase)	Purchased 6,91,334 fully paid up Equity Shares on October 29, 2008 at an average gross price of Rs.7.34 per equity share (Highest Price Rs.7.95 per equity share)
c.	The average of the weekly high and low of the closing prices of the equity shares of WMCL during 26 weeks period prior to the PA. (On BSE where the shares are most frequently traded)	Rs.13.77
d.	The average of the daily high and low of the equity shares of WMCL during the 2 weeks prior to the PA. (On BSE where the shares are most frequently traded)	Rs.8.15

Though the highest of the above figures is Rs.13.77, the offer price is finalized as Rs.13.80 per equity share considering the fact that there was a delay of 1 day in releasing the Public Announcement and the interest amount for a period of 1 day is negligible.

The offer price of **Rs.13.80 per equity share** is justified in terms of Regulation 20(4) and 20(11) of the SEBI (SAST) Regulations, 1997.

7.1.3. Following are the average of the weekly high and low of the closing prices and volume data for 26 weeks ended on November 5, 2008 i.e. the weeks preceding the date of public announcement, at BSE, where the shares of the company are most frequently traded.(Source: www.bseindia.com)

No of Week	Week Ended	Weekly High Closing Price (Rs.)	Weekly Low Closing Price (Rs.)	Average (Rs.)	Volume (No of Shares)
1	November 5, 2008	8.69	7.89	8.29	5041
2	October 29, 2008	8.75	7.60	8.18	694336
3	October 22, 2008	11.20	9.20	10.20	1104
4	October 15, 2008	13.60	11.75	12.68	6
5	October 8, 2008	15.50	14.05	14.78	1471
6	October 1, 2008	19.50	16.00	17.75	702
7	September 24, 2008	22.55	20.50	21.53	1426
8	September 17, 2008	24.95	22.60	23.78	8016
9	September 10, 2008	23.80	19.70	21.75	19672
10	September 3, 2008	18.80	16.30	17.55	11550
11	August 27, 2008	15.69	13.00	14.35	19034
12	August 20, 2008	14.30	13.22	13.76	7285
13	August 13, 2008	14.21	13.00	13.61	27627
14	August 6, 2008	12.90	11.16	12.03	7211
15	July 30, 2008	12.30	11.17	11.74	272
16	July 23, 2008	11.56	11.00	11.28	7505
17	July 16, 2008	12.82	11.58	12.20	6944
18	July 9, 2008	11.64	11.08	11.36	67
19	July 2, 2008	12.00	11.11	11.56	30208
20	June 25, 2008	13.15	12.07	12.61	8385
21	June 18, 2008	13.48	11.66	12.57	1356

22	June 11, 2008	12.26	11.11	11.69	125
23	June 4, 2008	13.89	12.55	13.22	2411
24	May 28, 2008	13.28	12.00	12.64	1621
25	May 21, 2008	13.95	12.60	13.28	960
26	May 14, 2008	0.00	0.00	0.00	0
	26 Weeks Average*			**13.77**	

* As there was no trading in the equity share of the company during the week ended May 14, 2008, for calculating the price, sum of average price of the weekly high & low closing price has been divided by 25 only (without considering this week in which there was no trading in the equity share of the company).

7.1.4 Following are the prices and volume data for 2 weeks ended on November 5, 2008 i.e. the weeks preceding the date of Public Announcement, at BSE, where the shares of the company are most frequently traded.(Source: www.bseindia.com)

Day	Date	Daily High Price (Rs.)	Daily Low Price (Rs.)	Average (Rs.)	Volume (No. of Shares)
1	November 05, 2008	8.69	8.30	8.50	2377
2	November 04, 2008	8.28	8.00	8.14	83
3	November 03, 2008	8.71	7.89	8.30	1830
4	November 02, 2008	-	-	-	-
5	November 01, 2008	-	-	-	-
6	October 31, 2008	8.30	8.00	8.15	751
7	October 30, 2008	-	-	-	-
8	October 29, 2008	7.95	7.30	7.63	691334
9	October 28, 2008	7.60	7.60	7.60	1500
10	October 27, 2008	7.95	7.95	7.95	500
11	October 26, 2008	-	-	-	-
12	October 25, 2008	-	-	-	-
13	October 24, 2008	8.35	8.35	8.35	1001
14	October 23, 2008	8.75	8.75	8.75	1
	2 Weeks Average			**8.15**	

7.1.5 If the acquirer acquires equity shares after the date of Public Announcement upto 7 working days prior to the closure of the offer at a price higher than the offer Price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the offer.

7.1.6 There is no non-compete agreement.

7.2. **Financial Arrangements**

7.2.1. The Acquirer has adequate resources to meet the financial requirements of the Offer. The Acquirer has made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through his own resources.

7.2.2. Assuming full acceptance, the total requirement of funds for the Offer would be Rs.54,97,920 (Rupees Fifty Four Lacs Ninety Seven Thousands Nine Hundred & Twenty Only). The Acquirer has already made firm arrangements for the financial resources required to implement the Offer. As per Regulation 28, Acquirer has opened an Escrow Account with Corporation Bank, Ellisbridge, Ashram Road, Ahmedabad, and has deposited Rs.54,97,920 (Rupees Fifty Four Lacs Ninety Seven Thousands Nine Hundred & Twenty Only), being 100 % of the amount required for the Open Offer.

7.2.3. The Acquirer has duly empowered & authorized M/s Chartered Capital And Investment Limited, Manager to the Offer, to operate the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

7.2.4. Mr. Y. N. Nagarwala (Membership No. 015636), proprietor of T. M. Mullaji & Co, Chartered Accountant, 92, Sarang Street, Mumbai -400 003, Tel.: 022-2341 4242, 2344 8417, Fax: 022-2342 2524, Email: tmmco@bom5.vsnl.net.in, has certified vide their certificate dated November 3, 2008 that the Net Worth of Mr. Umesh P Chamdia as on November 3, 2008 is Rs.316.99 lacs. He has also certified that Mr. Umesh P Chamdia has sufficient liquid funds to meet his part of obligation in the open offer.

7.2.5. The Manager to the Offer, M/s Chartered Capital And Investment Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

7.2.6. The Manager to the Offer, M/s Chartered Capital And Investment Limited has satisfied himself about the ability of the Acquirer to implement the offer in accordance with the SEBI (SAST) Regulations, 1997.

8. TERMS AND CONDITIONS OF THE OFFER

8.1. **Persons eligible to participate in the Offer**

Registered shareholders of WMCL and unregistered shareholders who own the equity shares of WMCL any time prior to the date of Closure of the Offer, other than the Acquirer and PAC are eligible to participate in the offer.

8.2. **Locked-in-shares**

None of the existing shares of WMCL are under any Lock-in requirements.

8.3. **Statutory Approvals**

8.3.1. As on the date of Public Announcement, no approval from Bank / Financial Institutions is required for the purpose of this Offer.

8.3.2. As on the date of Public Announcement, no statutory approval is required to be obtained for the purpose of this Offer.

8.3.3. The open offer would be subject to all statutory approvals that may become applicable at a later date before the completion of the open offer.

8.3.4. In case of delay in receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirer for payment of consideration to the shareholders subject to Acquirer agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of willful default or neglect or failure of the Acquirer in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

8.4. **Others**

8.4.1. Accidental omission to dispatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.

8.4.2. This Letter of Offer has been mailed to all the shareholders of WMCL (other than Acquirer and PAC), whose names appeared on the Register of Members of WMCL as on **November 28, 2008, Friday**, being the Specified Date. Persons who own equity shares of WMCL any time prior to the date of Offer Closure, but are not registered holders, are also eligible to participate in the offer.

8.4.3. Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be credited back to respectively depository account or returned by registered post/courier at the shareholder(s) / unregistered owner(s) sole risk.

8.4.4. The payment to the shareholders, whose shares have been accepted, will be paid by ECS/NEFT in favour of the first holder of equity shares within 15 days from the date of Closure of the Offer. Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders and sent by registered post/courier to the address of the first shareholder(s) / unregistered owner(s) who does not want to receive the payment through ECS/NEFT or who does not provide the required details for the ECS/NEFT payment in the Form of Acceptance or on the plain paper.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

9.1. The Offer is not subject to any minimum level of acceptances from shareholders and in case of the shares received under the Offer exceeds the Offer size, the acquirer will accept shares on proportionate basis in terms of regulation 21(6) of SEBI (SAST) Regulations, 1997.

9.2. A Letter of Offer specifying the detailed terms and conditions of the Offer together with a Form of Acceptance and Transfer Deed (for shareholders holding shares in physical forms) has been mailed to the shareholders of WMCL (other than Acquirer and PAC) whose names appear on the Register of Members of WMCL and to the beneficial owners of the equity shares of WMCL whose names appear as beneficiaries on the records of the respective Depositories, at the close of business hours on **November 28, 2008 (Friday) (the "Specified Date")**. Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

9.3. All shareholders of the Target Company, (other than the Acquirer and PAC), who own equity shares any time before the Closure of the Open Offer, are eligible to participate in the Offer. They can participate in the Offer by sending their Form of Acceptance, Original Share Certificate(s) and Transfer Deed(s) duly signed, to the Manager to the Offer at the address mentioned in clause 9.13, either by Registered Post, Courier or Hand Delivery (Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM), on or before the date of closure of the offer **i.e. January 12, 2009 (Monday)** in accordance with the instructions specified in the Letter of Offer & Application Form.

9.4. Persons eligible to participate in the Offer may also download a copy of the Letter of Offer and Form of Acceptance, which will be available on SEBI's websites at www.sebi.gov.in and can apply for the Offer in such downloaded form.

9.5. Beneficial owners and shareholders holding shares in physical form, who wish to avail of this Offer will have to forward the following documents to the office of the Manager to the Offer by hand delivery or by registered post or courier as the case may be, on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. **January 12, 2009 (Monday).**

- Form of Acceptance, duly completed in all respects and signed by all the joint shareholders in the same order and as per the specimen signature(s) registered with WMCL.
- Relevant Original Share Certificate(s).
- Valid Share Transfer Deed(s), duly signed (in case the equity shares are held in joint names, by all the shareholders and in the same order as appearing in the Register of Members of WMCL or on the Share Certificate issued by WMCL as per the specimen signature(s) lodged with WMCL and witnessed by an independent witness (if possible, by a Notary Public, Bank Manager or a Member of a recognised stock exchange with membership number). Please do not fill in any other details in the Share Transfer Deed. In the event that a shareholder needs additional Share Transfer Deed(s), the same can be obtained from the Manager to the Offer as mentioned hereafter.
- Where the Transfer Deed(s) are executed by Constituted Attorney, attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer.

9.6. The Manager to the Offer, **Chartered Capital And Investment Limited** has opened a special depository account with National Securities Depository Limited (NSDL) for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.

9.7. Beneficial owners and **shareholders holding shares in the dematerialised form**, will be required to send their Form of Acceptance and other documents to the Manager to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e., **January 12, 2009 (Monday)**, along with a photocopy of the delivery instructions in **"Off market"** mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant (**"DP"**), in favour of **"CCIL–WMCL Open Offer Escrow Account" ("Depository Escrow Account")** filled in as per the instructions given below:

DP Name : Infinite Financial Services Private Limited
DP ID : IN301661
Client ID : 10036718
Depository : National Securities Depository Limited- ("NSDL")

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

9.8. In case of (a) shareholders who have not received the LOO, (b) unregistered shareholders and (c) owner of the equity shares who have sent the equity shares to the Company for transfer, may send their consent to the Manager to the Offer on plain paper, stating the name, addresses, number of equity shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such equity shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid equity share transfer deeds (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with WMCL), and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, so as to reach the Manager to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e. **January 12, 2009 (Monday)**. Such shareholders can also obtain the LOO from the Manager to the Offer by giving an application in writing. No indemnity is needed from the unregistered shareholders. Alternatively such persons who are eligible to participate in the Offer may also download a copy of the Letter of Offer and Form of Acceptance, which will be available on SEBI's websites at www.sebi.gov.in and can apply for the Offer in such downloaded form.

9.9. In case the equity shares are held by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed.

9.10. In case the equity shares stand in the name of a sole shareholder, who is deceased, the Notarised copy of the legal representation obtained from a Competent Court should also be enclosed.

9.11. Shareholders who have sent their equity shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time so that the credit in the Depository Escrow Account should be received on or before 5.00 PM upto the date of Closure of the Offer, i.e. **January 12, 2009 (Monday),** else the application would be rejected.

9.12. In case of shareholders who have not received the LOO and holding equity shares in the dematerialised form may send their consent to the Manager to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para 9.7 above, so as to reach the Manager to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e. **January 12, 2009 (Monday)**. Such equity shareholders can also obtain the LOO from the Manager to the Offer by giving an application in writing.

9.13. The following collection centre would be accepting the documents by Hand Delivery /Registered Post/Courier as specified above, both in case of shares in physical and dematerialised form.

Address of the Collection Centre	Contact Person	Phone/Fax / Email

Chartered Capital And Investment Ltd 711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006	Mr. Manoj Kumar Ramrakhyani	Tel: +91-79-2657 7571/2657 5337, Fax: +91-79-2657 5731, Email: info@charteredcapital.net

Holidays: Sundays and Bank Holidays

9.14. No document shall be sent to the Acquirer/PAC /Target Company.

9.15. The Manager to the Offer will hold in trust the shares / share certificates, shares lying in credit of the special depository account, Form of Acceptance, if any, and the transfer form(s) on behalf of the shareholders of WMCL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned and acquirer completes the offer obligations in terms of the Regulations.

9.16. In terms of Regulation 22(5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Manager to the Offer upto three working days prior to the date of Closure of the Offer, i.e. **upto January 7, 2009 (Wednesday)**. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive nos., folio no., number of equity shares tendered, etc.

9.17. The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:-

9.17.1. In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.

9.17.2. In case of dematerialized shares: name, address, number of shares tendered, DP name, DP ID, date of tendering the shares, beneficiary account number and a photocopy of the delivery instructions in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP, in favour of the **"CCIL–WMCL Open Offer Escrow Account"** ("Depository Escrow Account").

9.18. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Manager to the Offer or credited to the Special Depository Escrow Account. Physical shares withdrawn by shareholders would be returned to the shareholders by Registered post/courier.

9.19. Acquirer will acquire 3,98,400 fully paid up equity shares tendered in the Offer with valid applications.

9.20. Market lot for the Equity Share of the WMCL is one share.

10. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the Office of the Manager to the Offer i.e. Chartered Capital And Investment Limited, 711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006, from 10:30 a.m. to 3 p.m. on all working days except Saturdays, Sundays & holidays, until the closure of the Offer:

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

10.2. Net worth certificates issued by Chartered Accountant certifying the net worth of Acquirer and adequacy of financial resources with the Acquirer to fulfill the open offer obligations.

10.3. Annual Reports of "WMCL" for the financial year ended March 31, 2008, March 31, 2007 and March 31, 2006 including Audited Financial Statements for the aforesaid period.

10.4. A letter from Corporation Bank confirming the amount kept in Escrow Account.

10.5. A copy of the Bill evidencing the transaction on BSE on October 29, 2008 which triggered the open offer.

10.6. Published copies of the Public Announcement dated November 6, 2008.

10.7. Copy of approval letter No.CFD/DCR/TO/DA/146642/08 dated December 5, 2008 from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

11. DECLARATION BY THE ACQUIRER & PAC

11.1. The Acquirer & PAC accept full responsibility for the information contained in this Letter of Offer.

11.2. The Acquirer & PAC are severally and jointly responsible for ensuring compliance with the Regulations.

Umesh P Chamdia
(Acquirer)

Place: Mumbai
Date: December 12, 2008

12. Enclosures

(i) Form of Acceptance cum Acknowledgement
(ii) Form of Withdrawal cum Acknowledgement
(iii) Blank Share Transfer Deed(s).

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Manager to the Offer)		
OFFER OPENS ON	**:**	**DECEMBER 24, 2008, WEDNESDAY**
OFFER CLOSES ON	**:**	**JANUARY 12, 2009, MONDAY**
Please read the Instructions overleaf before filling-in this Form of Acceptance		

From:

FOR OFFICE USE ONLY
Acceptance Number
Number of equity shares offered
Number of equity shares accepted
Purchase consideration (Rs.)
Cheque/Demand Draft/Pay Order No.

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

To,

Acquirer of Woolite Mercantile Company Limited.
C/o Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006

Dear Sirs,

Sub: Open Offer to Acquire 3,98,000 equity shares of Rs.10 each representing 20% of the total Equity Share/Voting Capital of Target Company at an offer price of Rs.13.80 (Rupees Thirteen and Paise Eighty Only) per fully paid up equity share by Mr. Umesh P Chamdia (hereinafter called Acquirer) along with PAC

I / we, refer to the Letter of Offer dated December 12, 2008 for acquiring the equity shares held by me / us in **WOOLITE MERCANTILE COMPANY LIMITED** (hereinafter referred to as "WMCL").

I / We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
I / We, unconditionally offer to sell to **Mr. Umesh P Chamdia,** the following equity shares in Woolite Mercantile Company Limited. (hereinafter referred to as "WMCL"), held by me / us, at an offer price of Rs.13.80 (Rupees Thirteen and Paise Eighty Only) per fully paid-up equity share of Rs.10 each.

SHARES HELD IN PHYSICAL FORM

I/We, hold the following shares in physical form and 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:

Ledger Folio No……………………………. Number of share certificates attached……………….. Representing ………………………… equity shares			
Number of equity shares held in WMCL		**Number of equity shares offered**	
In figures	**In words**	**In figures**	**In words**

Sr. No.	**Share Certificate No.**	**Distinctive Nos.**		**No. of equity shares**
		From	**To**	
1				
2				
3				
Total no. of Equity Shares				

(Please enclose additional sheet(s), if required).

SHARES HELD IN DEMATERLISED FORM

I/We hold the following shares in Demat Form and accept the Offer and enclose a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP in respect of my/our equity shares as detailed below:

ACKNOWLEDGEMENT SLIP

Sub: Open Offer to Acquire 3,98,000 equity shares of Rs.10 each representing 20% of the total Equity Share/Voting Capital of Target Company at an offer price of Rs.13.80 (Rupees Thirteen and Paise Eighty Only) per fully paid up equity share by Mr. Umesh P Chamdia (Acquirer) along with PAC

Received from Mr. / Ms. / Ms. ………………………..……………………………………………….. Ledger Folio No/ Client ID. ……………………………DP ID…………………...Number of certificates enclosed …….…………… under the Letter of Offer dated December 12, 2008 Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	**Share Certificate No.**	**Distinctive Nos.**		**No. of equity shares**
		From	**To**	
1.				
2.				
3.				
Total no. of Equity Shares				

Stamp Date
Authorised Signatory

Note: All future correspondence, if any, should be addressed to **Manager to the Offer**
Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006
Tel: +91-79-2657 7571/2657 5337, Fax: +91-79-2657 5731, Email: info@charteredcapital.net
Contact person: Mr. Manoj Kumar Ramrakhyani

DP NAME	DP I.D.	CLIENT I D	NO OF SHARES OFFERED	NAME OF BENEFICIARY

I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled **"CCIL–WMCL Open Offer Escrow Account"** ("Depository Escrow Account") details are as under:

DP Name : Infinite Financial Services Private Limited
DP ID : IN301661
Client ID : 10036718
Depository : National Securities Depository Limited- ("NSDL")

I / We confirm that the equity shares of WMCL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.

I / We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirer to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.

My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these equity shares. I / We agree that the Acquirer may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.

I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Manager to the Offer in trust for me / us till the date the Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are despatched to the shareholders, as the case may be.

I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.

I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.

I / We irrevocably authorise the Acquirer to send by Registered Post/courier at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with WMCL/DP :

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with Woolite Mercantile Company Limited:.

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Place: ---------------- Date: ------------------ Tel. No(s). : ---------------- Fax No.: ------------------

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical mode may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. In case of shareholders holding Shares in electronic mode, bank particulars noted with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished.

Bank Account No.: …………………………… Type of Account: ………………..*(Savings / Current / Other (please specify)*
Name of the Bank: …………………………………………… Name of the Branch and Address: …………………………………..
I want to receive the payment through ECS/NEFT Yes ☐ No ☐
9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank) ☐☐☐☐☐☐☐☐☐
IFSC Code: ______________________________

The Permanent Account No. (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN / GIR No.			

Yours faithfully,
Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: *In case of joint holdings all the holders must sign. In case of body corporate, stamp of the company should be affixed and necessary Board Resolution should be attached.*

INSTRUCTIONS

1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2 The Form of Acceptance should be filled-up in English only.
3 Signature(s) other than in English & Hindi and thumb impressions must be attested by a Notary Public under his Official Seal.
4 **Mode of tendering the Equity Shares Pursuant to the Offer:**
   I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of WMCL.
   II. Shareholders of WMCL to whom this Offer is being made, are free to offer his / her / their shareholding in WMCL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.
5. Business Hours : Mondays to Friday : 10.30 hours to 17.00 hours
   Saturday : 10.30 to 13.30 hours
   Holidays : Sundays and Bank Holidays

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT
(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

OFFER OPENS ON	**:**	**DECEMBER 24, 2008, WEDNESDAY**
LAST DATE OF WITHDRAWAL	**:**	**JANUARY 7, 2009, WEDNESDAY**
OFFER CLOSES ON	**:**	**JANUARY 12, 2009, MONDAY**

Please read the Instruction in Letter of Offer and overleaf before filling-in this Form of Withdrawal

From:

FOR OFFICE USE ONLY
Withdrawal Number
Number of equity shares offered
Number of equity shares withdrawn

Tel. No.: **Fax No.:** **E-mail:**

To,

Acquirer of Woolite Mercantile Company Limited.
C/o Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital,
Ellisbridge, Ahmedabad – 380006

Dear Sirs,

Sub: Open Offer to Acquire 3,98,000 equity shares of Rs.10 each representing 20% of the total Equity Share/Voting Capital of Target Company at an offer price of Rs.13.80 (Rupees Thirteen and Paise Eighty Only) per fully paid up equity share by Mr. Umesh P Chamdia (Acquirer) along with PAC

I/We refer to the Letter of Offer dated December 12, 2008 for acquiring the equity shares held by me/us in **Woolite Mercantile Company Limited (WMCL).**
I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
I/We wish to withdraw our acceptance tendered in response to the said offer. We had deposited/sent our 'Form of Acceptance' to you on __________ alongwith original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:
(Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

Sr. No.	**Certificate No.**	**Distinctive No(s)**		**No. Of Shares**
		From	To	
Total number of equity shares				

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed will be held in trust for me/us by you and **authorize you not to remit** the consideration as mentioned in the Letter of Offer.

--TEAR HERE---

Folio No.\DP ID Client ID:

Serial No.:
(Acknowledgement Slip)

Received from Mr./Ms. ______________________________
Address ______________________________
Form of withdrawal in respect of __________ Number of Share Certificates representing _________ number of shares.

Signature of Official and Date of Receipt	Stamp of Manager to the Offer

Note: All future correspondence, if any, should be addressed to **Manager to the Offer**

Chartered Capital And Investment Ltd.
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006
Tel: +91-79-2657 7571/2657 5337, Fax: +91-79-2657 5731, Email: info@charteredcapital.net
Contact person: Mr. Manoj Kumar Ramrakhyani

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Manager to the Offer at any of the collection centers mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 1700 hours upto the last date of withdrawal i.e. upto Wednesday, January 7, 2009.
2. Shareholders should enclose the following:-
   - **a. For Equity Shares held in demat form:**
     Beneficial owners should enclose
     - i. Duly signed and completed Form of Withdrawal.
     - ii. Copy of the Form of Acceptance / Plain paper application submitted and the Acknowledgement slip.
     - iii. Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.

SHARES HELD IN DEMATERLISED FORM

DP NAME	DP I.D.	CLIENT I D	NO OF SHARES OFFERED	NAME OF BENIFICIARY

I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled **"CCIL–WMCL Open Offer Escrow Account"** ("Depository Escrow Account") details are as under:

DP Name : Infinite Financial Services Private Limited
DP ID : IN301661
Client ID : 10036718
Depository : National Securities Depository Limited- ("NSDL")

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 of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.
Yours faithfully,
Signed and Delivered:

	FULL NAME OF THE HOLDER(S)	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Place:
Date:
Note: *In case of joint holdings all the holders must sign. In case of body corporate, stamp of the company should be affixed and necessary Board Resolution should be attached.*

---**TEAR HERE**---

b. **For Equity Shares held in physical form:**
Registered Shareholders should enclose:
   i Duly signed and completed Form of Withdrawal.
   ii Copy of the Form of Acceptance / Plain paper application submitted and the Acknowledgement slip.
   iii In case of partial withdrawal, 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.

c. **Unregistered owners should enclose:**
   - Duly signed and completed Form of Withdrawal.
   - Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip

3. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Manager to the Offer/ Special Depository Escrow Account.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company/ Depository as the case may be.
5. The Form of Withdrawal alongwith enclosure should be sent only to the Manager to the Offer.
6. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from WMCL. The facility of partial withdrawal is available only on to Registered shareholders.
7. **Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.**