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 clarification about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your equity shares in Woolite Mercantile Company Limited, 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. SRIDHAR BHUPATHIRAJU

193, Bloomfield, Aveiselin, N.J. (U.S.A.)
Tel No.: 08418-232192, Fax No.: 08418-232192
email: sribhu@yahoo.com

To

Acquire 3,98,400 fully paid up equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital / voting share capital of Target Company at a price of Rs. 20.00/- (Rupees Twenty only) per fully paid equity share, payable in Cash.

Pursuant to the Regulation 10 & 12 of
Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof

Of

WOOLITE MERCANTILE COMPANY LIMITED

Registered Office: 75, Park Street, Kolkata- 700016..
Tel No: (033)-30287744, Fax No: (033) - 30287745

ATTENTION:

1. The offer is not a conditional offer.
2. The offer is subject to receipt of requisite regulatory approvals for the acquisition of shares under the SPA and the Open Offer from (i) Foreign Investment Promotion Board (FIPB) , and (ii) Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 (FEMA).
3. Besides the above approvals from the FIPB and the RBI, no other statutory approvals are required to acquire the shares tendered pursuant to the Offer. The Acquirer will not proceed with the Offer in the event that any statutory approval that is required (i.e. the approvals from the FIPB and the RBI) is not obtained in terms of Regulation 27 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof.
4. 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. Wednesday, March 01, 2006.
5. 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 Thursday, February 23, 2006, the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revision in the Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.
6. If there is a Competitive Bid:
   - 6.1. The Public Offers under all the subsisting bids shall close on the same date.
   - 6.2 As the Offer Price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.
7. A copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal are also available on SEBI's web-site: www.sebi.gov.in

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 9 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 12 TO 15)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT AND FORM OF WITHDRAWAL ARE ENCLOSED WITH THIS LETTER OF OFFER.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Chartered Capital And Investment Limited 13, Community Centre,East of Kailash, New Delhi - 110065. Tel.: 011-26419079/26218274; Fax: 011-26219491; Email:delhi@charteredcapital.net **Contact Person : Mr. Anand Goyal**	**Mas Services Private Limited** AB-4, Safdurjung Enclave, New Delhi-110 029 Tel.: 011- 26104142, 26104326 Fax : 011-26181081 E-mail : massserv@girsdl01.vsnl.net.in / mas@vsnl.com **Contact Person : Mr. S. Mangla**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr.No.	Activity	Day and Date
1.	Date of Public Announcement (PA)	Monday, December 26, 2005
2.	Specified Date	Friday, January 20, 2006
3.	Last Date for a Competitive Bid(s)	Monday, January 16, 2006
4.	Date by which Letter of Offer will be dispatched to the Shareholders	Friday, February 03, 2006
5.	Offer Opening Date	Wednesday, February 15, 2006
6.	Last Date for the Revision of the Offer Price / Number of Equity Shares.	Thursday, February 23, 2006
7.	Last date to withdraw acceptance tendered by shareholders	Wednesday, March 01, 2006
8.	Offer Closing Date	Monday, March 06, 2006
9.	Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired equity shares and / or the unaccepted equity shares / share certificates will be dispatched.	Tuesday, March 21, 2006

RISK FACTORS

i. **Acceptance of the Shares tendered in the Offer is subject to receipt of the approval of the FIPB and the RBI. In the event that either the FIPB or the RBI does not grant approval, the Offer would stand withdrawn in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof.**

ii. **In the event that either (a) the regulatory approvals are not received in a timely manner, (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 Shares tendered in the Offer will lie to the credit of a designated escrow account, till the completion of the Offer formalities. The Acquirer makes no assurance with respect to the market price of the Shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer.**

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

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

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of Woolite Mercantile Company Limited 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 Woolite Mercantile Company Limited 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. Sridhar Bhupathiraju
2.	BSE	The Bombay Stock Exchange Limited
3.	CDSL	Central Depository Services (India) Limited
4.	FEMA	Foreign Exchange Management Act, 1999
5.	FIPB	Foreign Investment Promotion Board
6.	Form of Acceptance	Form of Acceptance cum Acknowledgement
7.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
8.	LOO, or Letter of Offer	Offer Document
9.	Manager to the Offer or, Merchant Banker	Chartered Capital And Investment Limited
10.	Negotiated Price	Rs. 11.00 (Rupees Eleven Only) per fully paid-up equity share/ Voting Share Capital of face value of Rs.10/-each.
11.	NSDL	National Securities Depository Limited
12.	Offer or The Offer	3,98,400 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital /the voting share capital of Target Company at a price of Rs. 20.00 (Rupees Twenty only) per equity share payable in cash.
13.	Offer Price	Rs. 20.00 (Rupees Twenty Only) per equity share/ Voting Share Capital of Rs.10/- each payable in cash.
14.	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.
15.	Public Announcement or "PA"	Announcement of the Open Offer by The Acquirer, which appeared in the newspapers on December 26, 2005.
16.	RBI	Reserve Bank of India
17.	Registrar or Registrar to the Offer	Mas Services Private Limited
18.	SEBI	Securities and Exchange Board of India
19.	SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
20.	SEBI Act	Securities and Exchange Board of India Act, 1992
21.	Seller	Gallon Holdings Private Limited
22.	SPA	Share Purchase Agreement
23.	Specified Date	Friday, January 20, 2006
24.	Target Company	Woolite Mercantile Company Limited
25.	WMCL	Woolite Mercantile Company Limited

2. 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 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. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PERSONS ACTING IN CONCERT OR THE COMPANY WHOSE SHARES 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 ARE 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 DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 07, 2006 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 read with Regulation 12 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 The Acquirer entered into an **SPA** dated December 21, 2005 to acquire 6,06,130 (Six Lacs Six Thousand One Hundred Thirty Only) fully paid up equity shares of Rs.10/- each representing 30.43% of the total paid up equity share capital of "Woolite Mercantile Company Limited" from the promoter of WMCL, M/s Gallon Holdings Private Limited (referred to as the **Seller**), at a price of Rs 11 (Rupees Eleven Only) per fully paid up equity share payable in cash (Negotiated Price). The total consideration for the shares acquired under the SPA is Rs. 66,67,430/- (Rupees Sixty Six Lacs Sixty Seven Thousand Four Hundred Thirty Only) to be discharged to the seller by the acquirer as per the terms agreed upon and contained in the SPA.

3.1.3 The important features of the SPA are laid down as under:

a. In consideration of the purchase of the shares, the Acquirer shall pay total cash consideration of Rs. 66, 67,430/- (Rupees Sixty Six Lacs Sixty Seven Thousand Four Hundred Thirty Only) to the Seller.

b. Against payment of the sale consideration, the Seller as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirer and the Acquires shall purchase and acquire from the seller, shares free from all encumbrances, all rights, title and interests of the Seller in the shares together with all accrued benefits, rights and obligations attaching thereto.

c. The obligation of the Acquirer to purchase shall be conditional upon the satisfaction of the of the following condition(s):

• Completion of the financial, legal and technical due diligence of the Target Company and the findings of the same being to the full and complete satisfaction of the Acquirer.

d. The Acquirer undertakes and covenants to take all steps and actions as may be necessary for compliance with the provisions of the Takeover Code. The Promoters agree to provide the Acquirer with all necessary support, for complying with the provisions of the Takeover Code relating to public offers as are applicable to the transaction envisaged herein.

e. The acquisition of shares under the Share Purchase Agreement is subject to the receipt of approval of FIPB and RBI.

f. On completion, by the Acquirer, of the obligations relating to the public offer under the Takeover Code, as certified by Chartered Capital And Investment Limited, the manager to the offer appointed for such public offer in accordance with the Takeover Code, the parties shall ensure that the Board of Directors of the target company shall pass effective resolutions for recording the transfer of shares of the target company to the Acquirer and appointment of the persons nominated by the Acquirer on the Board of Directors of the target company.

g. In the event approval from FIPB or RBI is not received, or the Acquirer fail to comply with the applicable provisions of the Takeover Code relating to the public offer, the SPA shall stand terminated and shall be null and void.

However, as per the declaration received from the Acquirer has completed the financial, legal and technical due diligence of the Target Company to the full and complete satisfaction of the Acquirer.

3.1.4 Apart from 6,06,130 fully paid equity shares which the Acquirer agreed to acquire in terms of SPA, the Acquirer does not hold any equity share/ voting capital of WMCL.

3.1.5 Neither the Acquirer, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.6 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. Further, the changes, if any, in the composition of board of directors of the Company would be made only after completion of current offer formalities.

3.2 The Offer

3.2.1 The Acquirer has made a Public Announcement and Corrigendum to Public Announcement, which was published on December 26, 2005 and January 05, 2006 respectively 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
Navshakti (Marathi)	Mumbai
Dainik Lipi (Bengali)	Kolkata

The Public Announcement and Corrigendum to 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 voting capital of "WMCL" at a price of Rs. 20/- (Rupees Twenty Only) per fully paid up equity share ("Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter.

3.2.3. There are no partly paid up shares in "Woolite Mercantile Company Limited".

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

3.2.5. Acquirer has not acquired any 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 Company 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.

3.3.2 The Offer to the Public shareholders of WMCL is for the purpose of acquiring 20% of the total voting capital/rights 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

4. BACKGROUND OF THE ACQUIRER

4.1 The Open Offer is being made by **Mr. Sridhar Bhupathiraju** son of Late Sh. Rama Bhadraraju, Aged 34 years, a Non- Resident Indian, residing at 193, Bloomfield, Aveiselin, N.J. (U.S.A.). The India Address of Acquirer is No. 403, Arkhya Heights, NCL, North Avenue, Kompally, Secunderabad, (A.P.), Tel No (08418) 232192,Fax No. (08418) 232192, email: sribhu@yahoo.com.

4.2 Mr. Sridhar Bhupathiraju is the sole Acquirer in the present offer.

4.3 Mr. Sridhar Bhupathiraju is a graduate in Engineering. He started his carrer with PCS Computer Services as a programmer and went to USA in the year 1997 and served various companies like Scosys as President, CSI Inc. as Vice President and associated with Mikasa Global as President- Marketing. He has an overall experience of 8 years in the field on Computer Engineering. Presently he is working with Mikasa Global as President- Marketing.

4.4 Mr. Ramesh Athasniya, Partner of M/s Ramesh Athasniya & Co., Chartered Accountants, having Office at 5-9-1121, F-45 & 46, 1st Floor, Agarwal Chambers, King Kothi, Hyderabad-1. (Membership No.204976) has certified vide their certificate dated December 21st , 2005 that the Net Worth of Mr. Sridhar Bhupathiraju, as on 04.11.2005 is Rs. 287.96 Lacs and that he has sufficient means to fulfill the obligations under this Offer.

4.5 The compliances under Chapter II of SEBI (SAST) Regulations, 1997 are applicable to the Acquirer and he has made timely disclosers to the target company and also informed the Stock Exchanges.

4.6 Apart from 6,06,130 fully paid equity shares which the Acquirer agreed to acquire in terms of SPA, the Acquirer does not hold any equity share/ voting capital of WMCL. Further no shares have been transferred to Acquirer pursuant to SPA.

4.7 As on the date of Public Announcement, the Acquirer is not the director in any company.

4.8 As on the date of Public Announcement, the Acquirer has not promoted any Firm/ Concern/ Companies and/ or any Venture.

4.9 The Acquirer at present have 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 it's 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. DISCLOSURES IN TERMS OF REGULATION 21(3), IF APPLICABLE

The Offer will not result in public shareholding being reduced to less than a level below the limit specified in the Listing Agreement with the Stock Exchange for the purpose of listing on continuous basis.

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

6.1 WMCL was incorporated on February 21, 1985 with the Registrar of Companies, Maharashtra, Mumbai, as a Public Limited Company and obtained the certificate of commencement of business on 8th March, 1985.

6.2 The Company at present has its Registered Office situated at 75, Park Street, Kolkata-700016 (West Bengal) INDIA. Tel no. : (033)-30287744, Fax No: (033)-30287745.

6.3 WMCL has been engaged in the investing in shares and other securities and other financing activities.

6.4 The authorised share capital of WMCL as on March 31, 2005 is Rs 200 Lacs, comprising of 20,00,000 equity shares of Rs 10/- (Rupees Ten Only) each and the issued, subscribed and paid-up equity share capital as on March 31, 2005 stood at Rs 199.20 Lacs comprising of 19,92,000 equity shares of Rs 10/- (Rupees ten each) fully paid.

Paid up Equity Shares of WMCL	No. of Equity Shares/ voting rights	% of Shares / voting rights
Fully paid-up equity shares	19,92,000	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	19,92,000	100.00
Total voting rights in the Target Company	19,92,000	100.00

6.5 There are no partly paid up shares in the company.

6.6 The current capital structure of the company has been build up since inception as under:

Date of allotment	No. of Shares issued	% of Shares Issued	Cumulative paid up Capital (In Rs.)	Mode of allotment	Identity of Allottees (promoters/ex-promoters/others)	Status of Compliance
Subscriber to Memorandum & Articles	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**				

6.7 At present, the shares of Company are not suspended by the BSE. The Company's shares have been suspended by the BSE with effect from April 30, 2003 for non compliance of the provisions of listing agreement. However, the suspension has been resumed by BSE, w.e.f. August 10, 2004.

6.8 There are no outstanding convertible instruments / warrants.

6.9 The shares of "WMCL" are listed on the Bombay Stock Exchange Limited.

6.10 Seller, promoters and other major shareholders of the Target Company have not fully complied with the reporting requirements under applicable provisions of the Chapter II of SEBI (SAST) Regulation 1997.

6.11 There has been delay by WMCL (Target Company) with the reporting requirements under Chapter II of the SEBI (SAST) Regulations, 1997 for the financial year ended 1997 to financial year ended 2002. However, the Target Company complied with the reporting requirements under Chapter II of the SEBI (SAST) Regulations, 1997 under SEBI Regularization Scheme 2002 and other requirement(s) on time.

6.12 WMCL has complied with requirements of the Listing Agreement entered with the Bombay Stock Exchange Limited, where its equity shares are listed. Further, no punitive action has been taken by the Stock Exchange against the target company.

6.13 The composition of the Board of Directors of WMCL as on the date of Public Announcement is as follows:

S. No.	Name of the Director	Designation	Qualification and Experience in No. of years	Residential Address	Date of Appointment
1	Lalit Kumar Chhawchharia	Director	B. Com,/ 20 years experience in the field of Finance, Investment and Corporate Planning	201, Tolly Park, 6A, NSC Bose Road, Kolkata-700040	19.07.1990
2	Ashish Chhawchharia	Director	B. Com, FCA/ 12 years experience in the field of Finance, Investment, Taxation and Corporate Planning.	501, Anand Kanan, 10/A, Alipore Park Place, Kolkata-700027	03.01.2000
3	Vikram Dhanania	Director	B.Com, ACA/ 7 years experience in the field of Corporate laws, Finance & Tax	1, Lord Sinha Road, Kolkata-700071	03.01.2000

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

6.15 Audited financial information of WMCL for the financial year ended on March 31, 2003, 2004 and 2005 and certified financial information for the period ended September 30, 2005 is given below

(Rs. In Lacs)

Profit and Loss Statement	Year ended 31.03.03 (Audited)	Year ended 31.03.04 (Audited)	Year ended 31.03.05 (Audited)	Period ended 30.09.05*
Income from Operations	5.02	7.10	0.94	(0.77)
Other Income	2.60	2.92	26.47	2.41
Total Income	**7.62**	**10.02**	**27.41**	**1.64**
Total Expenditure	6.60	3.93	25.21	1.98
Profit/ (Loss) Before Depreciation Interest and Tax	**1.02**	**6.09**	**2.20**	**(0.34)**
Depreciation	0.41	0.27	0.18	0.06
Interest	-	0.19	0.95	-
Profit/ (Loss) Before Tax	**0.61**	**5.63**	**1.07**	**(0.40)**
Provision for Tax	0.27	(0.14)	(0.00)	-
Profit/ (Loss) After Tax	**0.88**	**5.49**	**1.07**	**(0.40)**

(Rs. In Lacs)

Balance Sheet Statement	Year ended 31.03.03 (Audited)	Year ended 31.03.04 (Audited)	Year ended 31.03.05 (Audited)	Period ended 30.09.05*
Sources of funds				
Paid-up Share Capital	199.20	199.20	199.20	199.20
Reserves and Surplus (excluding revaluation reserve)	3.74	9.23	10.31	9.90
Secured Loan	-	-	-	-
Unsecured Loan	-	10.15	10.75	-
Current Liabilities	6.21	8.35	0.51	0.24
Deferred Tax Liability	-	-	-	-
Total	**209.15**	**226.93**	**220.77**	**209.34**
Uses of Funds				
Net Fixed Assets	0.90	0.69	0.51	0.44
Investments	31.07	50.36	29.04	26.61
Net Current Assets	177.18	175.88	191.22	182.29
Misc. Expenses not written off	-	-	-	-
Total	**209.15**	**226.93**	**220.77**	**209.34**

Other Financial Data	Year ended 31.03.03 (Audited)	Year ended 31.03.04 (Audited)	Year ended 31.03.05 (Audited)	Period ended 30.09.05*
Net Worth (in Rs in Lacs)	202.94	208.43	209.50	209.11
Dividend (%)	-	-	-	-
Earnings per share (in Rs.)	0.04	0.28	0.05	(0.02)
Return on Net worth (%)	0.44	2.64	0.51	(0.19)
Book Value per Share (in Rs.)	10.19	10.46	10.52	10.50

* As certified by Statutory Auditor, Mr. R. Mahajan of R. Mahajan & Associates, Chartered Accountants, 402, Jain Building, 18/12, W.E.A., Karol Bagh, New Delhi-110005, Membership No. 85484 vide his certificate dated 21.12.2005.

Dividend (%)	=	(Dividend Paid/Face Value of Equity shares issued)*100
Earning Per Share	=	Profit After Tax/No. of Equity Shares issued
Return on Networth (%)	=	(Profit After Tax/Networth)*100
Book Value Per Share	=	Networth/ No. of Equity shares issued

6.16 The reason for fall/ rise in income and PAT in the relevant years are as under:

The increase in profit after tax and Income during the financial year 2003-04 when compared to the previous financial year is primarily attributable to the increase in share trading income and dividend income and reduction in certain heads of expenses. This increase was partially off-set by the reduction in mutual fund brokerage commission.

Further, during the financial year 2004-05, the Company suffered a loss in the share trading business. There was an increase in interest income and gains from investments which got off-set by the irrecoverable balances written off in the accounts during the said financial year.

6.17 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 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 Offer	
		(A)		(B)		(C)		(A+B+C)	
		No.	%	No.	%	No.	%	No.	%
1.	**Promoter Group**								
	a. Seller	606130	30.43	(606130)	(30.43)	Nil	Nil	Nil	Nil
	b. Promoters/ PAC's other than (a) above	4000	0.20	Nil	Nil	*	*	Nil*	Nil*
	Total (a+b)	**610130**	**30.63**	**(606130)**	**(30.43)**	*	*	**Nil***	**Nil***
2.	**Acquirer**								
	Mr. Sridhar Bhupathiraju	Nil	Nil	606130	30.43	398400	20.00	1004530	50.43
	Total 2	**Nil**	**Nil**	**606130**	**30.43**	**398400**	**20.00**	**1004530**	**50.43**
3.	**Parties to agreement other than 1(a) & 2**	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4.	**Public (other than 1 to 3)**					(398400)*	(20.00)	987470*	49.57*
	a. FIs/MFs/FIIs/Banks, SFIs	Nil	Nil	Nil	Nil				
	b. Private Corporate Bodies	310455	15.58	Nil	Nil				
	c. Indian Public	1070820	53.76	Nil	Nil				
	d. NRI/OCB	595	0.03	Nil	Nil				
	e. Any other	Nil	Nil	Nil	Nil				
	Total 4	**1381870**	**69.37**	**Nil**	**Nil**				
	Grand Total (1 to 4)	**1992000**	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**1992000**	**100.00**

Note:

- The data within bracket indicates sale of equity shares.
- * the promoter mentioned under 1(b) can also participate in the offer, hence the reduction in there share holding is shown under public category and also, even if they hold any shares after the offer there holding will be part of Public holding and shown under public holding.

6.18 As per the information received from the Target Company, the number of shareholders in WMCL in public category as on the date of PA is 111 (One Hundred and Eleven Only).

6.19 As per the declaration received from the seller/ promoter, there was delay in filing/ compliance/reporting requirements under SEBI (SAST) Regulations, 1997.

6.20 Appropriate action may be taken against Gallon Holdings Private Limited, the seller in the aforesaid SPA for non compliance of SEBI (SAST) Regulations, 1997 with respect to acquisition of 24.97% shares of Target Company, made by seller from Adarsh Mercantile Limited on 15.03.2002.

6.21 The conditions of Corporate Governance as envisaged under clause 49 of the listing agreement is not applicable to the Company.

6.22 There is no litigation is pending against the Company.

6.23 The name and contact details of the compliance officer are as under:-

Name of the Compliance Officer	**:**	**Mr. Vikram Dhanania**
Contact Address	**:**	**75, Park Street, Kolkata-700016**
Contact Number	**:**	**(033) 30287752**

7 OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The equity shares of WMCL are listed on The Bombay Stock Exchange Limited.

7.1.2 The annualised trading turnover during the preceding six Calendar months ending November, 2005 in the Stock Exchange is detailed below:

Sr. No.	Name of the Stock Exchange	Total no. of Equity shares during the 6 calendar months prior to December, 2005	Total no. of equity share listed	Annualised Trading turnover (in terms of % to total listed shares
1.	BSE	902154	1992000	90.58%
As per official website of The Bombay Stock Exchange Limited (www.bseindia.com)				

7.1.3 The shares of "WMCL" are listed on The Bombay Stock Exchange Limited. The shares are frequently traded as per the data available with The Bombay Stock Exchange Limited within the meaning of explanation (i) to Regulation 20(5) of the SEBI as mentioned in Para 7.1.2 above.

7.1.4 Following are the average of the weekly high and low of the closing prices and volume data during the 26 weeks preceding the date of PA on BSE (Source: www.bseindia.com)

No of Week	Week Ended	Weekly High (Rs.)	Weekly Low (Rs.)	Average (Rs.)	Volume (No of Shares)
1	01/07/2005	Nil	Nil	Nil	Nil
2	08/07/2005	Nil	Nil	Nil	Nil
3	15/07/2005	Nil	Nil	Nil	Nil
4	22/07/2005	Nil	Nil	Nil	Nil
5	29/07/2005	3.60	3.60	3.60	35000
6	05/08/2005	Nil	Nil	Nil	Nil
7	12/08/2005	5.18	4.32	4.75	294002
8	19/08/2005	6.21	6.21	6.21	2000
9	26/08/2005	7.45	7.45	7.45	20
10	02/09/2005	8.94	8.94	8.94	50
11	09/09/2005	Nil	Nil	Nil	Nil
12	16/09/2005	15.43	10.72	13.075	1020
13	23/09/2005	20.52	16.97	18.745	15452
14	30/09/2005	19.70	16.75	18.225	1900

15	07/10/2005	23.80	20.65	22.225	14956
16	14/10/2005	21.55	19.50	20.525	55061
17	21/10/2005	19.35	16.10	17.725	58285
18	28/10/2005	15.85	14.55	15.20	52225
19	04/11/2005	15.75	15.00	15.375	9950
20	11/11/2005	16.53	14.93	15.73	1040
21	18/11/2005	17.58	15.26	16.42	128575
22	25/11/2005	20.10	18.25	19.175	149376
23	02/12/2005	20.90	19.72	20.31	118787
24	09/12/2005	21.90	20.80	21.35	5891
25	16/12/2005	20.85	19.85	20.35	30986
26	23/12/2005	20.90	18.95	19.925	56696
		26 Weeks Average		**15.27**	

7.1.5 Following are the prices and volume data during the 2 weeks preceding the date of PA on BSE (Source: www.bseindia.com)

Day	**Date**	**Daily High (Rs.)**	**Daily Low (Rs.)**	**Average (Rs.)**	**Volume (No. of Shares)**
1	12/12/2005	20	19.80	19.90	23610
2	13/12/2005	Nil	Nil	Nil	Nil
3	14/12/2005	20.85	20.85	19.95	1626
4	15/12/2005	21.85	21.85	20.85	3350
5	16/12/2005	19.95	19.95	19.43	2400
6	17/12/2005*	-	-	-	-
7	18/12/2005*	-	-	-	-
8	19/12/2005	20.90	20.90	20.90	210
9	20/12/2005	21.55	19.90	20.73	1300
10	21/12/2005	19.05	18.95	19.00	1350
11	22/12/2005	19.85	19.95	19.68	15601
12	23/12/2005	20.45	18.55	19.50	38235
13	24/12/2005*	-	-	-	-
14	25/12/2005*	-	-	-	-
			2 Weeks Average	**19.99**	

* There was no trading on these dates as market was closed

7.1.6 The offer price of Rs. 20/- (Rupees Twenty Only) per equity shares of face value of Rs. 10/- each fully paid-up is justified in terms of Regulation 20 (4) of the SEBI (SAST) Regulations:

The negotiated price	Rs. 11/- (Rupees Eleven Only)
Price paid by the Acquirer by way of allotment in a public or rights or preferential issue during the 26 week period prior to the date of PA	Not applicable
Higher of (i) or (ii) below :	
Share price data of WMCL on BSE, where it is most frequently traded, is as under: i) the average of the weekly high and low of the closing prices of the shares of WMCL during the 26 weeks preceding the date of the public announcement ii) the average of the daily high and low of the prices of the shares of WMCL during the 2 weeks preceding the date of public announcement	15.27 19.99

7.1.7 Hence, based on the above facts, the Offer Price of Rs. 20.00 per share is justifiable in terms of Regulation 20.

7.1.8 There is no non-compete agreement.

7.1.9 If the Acquirer acquire 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.

7.2 Financial Arrangements

7.2.1 Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 79, 68,000/- (Rupees Seventy Nine Lacs Sixty Eight Thousand Only). The Acquirer have adequate resources to meet the financial requirements of the Offer. The Acquirer have 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 internal / personal resources and no borrowings from banks / FIs etc., is being made.

7.2.2 The Acquirer have adequate resources to meet the financial requirements of the Offer. Mr. Ramesh Athasniya, Partner of M/s Ramesh Athasniya & Co., Chartered Accountants, having Office at 5-9-1121, F-45 & 46, 1st Floor, Agarwal Chambers, King Kothi, Hyderabad-1. (Membership No.204976) has certified vide their certificate dated December 21st , 2005 that the Net Worth of Mr. Sridhar Bhupathiraju, as on 04.11.2005 is Rs. 287.96 Lacs and that he has sufficient means to fulfill the obligations under this Offer.

7.2.3 As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirer has opened an Escrow Account with BANK OF BARODA, East of Kailash, New Delhi, and have deposited Rs 20,00,000/-(Rs. Twenty Lacs Only), being more than 25% of the amount required for the Open Offer.

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

7.2.5 The Manager to the Offer, M/s Chartered Capital And Investment Limited, hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations, 1997.

8 TERMS AND CONDITIONS OF THE OFFER

8.1 Persons eligible to participate in the Offer

8.1.1 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 parties to the SPA.

8.1.2 Regarding acceptance of Lock-in Shares, whether acquired pursuant to the agreement or the offer, the same can be acquired by the Acquirer subject to continuation of the residual lock-in period in the hands of the Acquirer and there shall be no discrimination in the acceptance of locked in and not locked in shares.

8.2 Statutory Approvals

8.2.1 The offer is subject to receipt of requisite regulatory approvals for the acquisition of shares under the SPA and the Open Offer from (i) Foreign Investment Promotion Board (FIPB) , and (ii) Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 (FEMA).

8.2.2 No approval from any bank or financial institutions, except as stated above is required for the purpose of this Offer, to the best of the knowledge of the Acquirer

8.2.3 As on the date of Public Announcement, to the best of the Acquirer knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer

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

8.2.5 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 wilful default by the Acquirer in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

8.3 Others

8.3.1 Accidental omission to despatch 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.

8.3.2 This Letter of Offer has been mailed to all the shareholders of WMCL, whose names appeared on the Register of Members of WMCL as on January 20, 2006 being the Specified Date.

8.3.3 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 at the shareholder(s) / unregistered owner(s) sole risk.

8.3.4 Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

9.1 Shareholders who wish to tender their equity shares will be required to send their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed Share Transfer Form(s) to the Registrar to the Offer by hand delivery /registered post or through courier, as the case may be, at the address mentioned in Para 9.16 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

9.2 The Registrar to the Offer, **M/s. Mas Services Private Limited** has opened a special depository account styled & named as **"Mas-WMCL-Open Offer Escrow Account"** with National Securities Depository Limited ("NSDL") for receiving shares during the offer from eligible shareholders who holds shares in demat form.

9.3 Shareholders of WMCL to whom this Offer is being made, are free to offer his / her / their equity shares of WMCL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in this Offer.

9.4 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 Registrar to the Offer by hand delivery or by registered post, 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. **March 06, 2006.**

- 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 Registrar 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.

9.5 Beneficial owners and **shareholders holding shares in the dematerialised form**, will be required to send their Form of Acceptance cum Acknowledgement to the Registrar 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. **March 06, 2006**, 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 **"Mas-WMCL-Open Offer Escrow A/c" ("Depository Escrow Account"**) filled in as per the instructions given below:

DP Name	:	**Integrated Master Securities Private Limited.**
DP ID	:	**IN300724**
Client ID	:	**10103183**
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.

9.6 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.

9.7 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.

9.8 **Special Note for shareholders who have sent their Shares for Dematerialisation:** Shareholders who have sent their physical Shares for dematerialisation need to ensure that the process of getting Shares dematerialized is completed well in time so that the credit in the Escrow Depository Account can be received on or before 5.00 PM upto the Offer Closing Date i.e. March 06, 2006, else the application would be rejected.

9.9 The offer documents are being dispatched to only those shareholders, who are eligible to participate in the offer. As the Acquirer and the parties to the agreement dated December 21, 2005 are not eligible, the offer documents are not sent to them.

9.10 No document should be sent to the Acquirer or to WMCL or to the Manager to the Offer.

9.11 In case of non-receipt of Letter of Offer, the eligible shareholders may send his / her / their applications to the Registrar to the Offer on the address mentioned hereinabove, **on a plain** paper stating the **name, address, number of equity shares held, folio number(s), certificate number(s), distinctive number(s), and number of shares tendered** along with the relevant documents as mentioned hereinabove, so as to reach them on or before **5.00 PM** upto the date of closure of the offer i.e. **March 06, 2006.**

9.12 Persons who own equity shares of WMCL any time prior to the date of Offer Closure, but are not registered holders, can tender their equity shares for purchase by the Acquirer, by communicating his / her / their desire to tender, in writing to the Registrar to the Offer and obtain from them a copy of the Letter of Offer, the Application Form and Transfer Deed(s) and lodge the same along with the relevant Share Certificate(s) and other documents, as mentioned hereinabove together with the Original Contract Note issued by a registered Stock Broker of a recognized Stock Exchange, only at the address of Registrar to the Offer as mentioned in para 9.16.

An unregistered shareholder can send his / her / their application to the Registrar to the Offer on the address mentioned in para 9.16, on a **plain paper** stating the name, address, number of shares held, folio number(s), certificate number(s), distinctive number(s) and number of equity shares tendered along with the relevant documents as mentioned hereinabove, so as to reach them on or before **5.00 PM** on **March 06, 2006.** The forms are also available on SEBI's website, www.sebi.gov.in .

9.13 No indemnity is required from the unregistered shareholders.

9.14 In case the Share Certificate(s) and the instrument(s) of transfer are lodged for transfer with WMCL, then the **Form of Acceptance** should be accompanied by (i) the Share Transfer Deed(s) and (ii) the acknowledgement of lodgement or receipt issued by WMCL by individual. Whereas the Transfer Deed(s) are executed by Constituted Attorney, also attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer along with the acknowledgement of lodgement or receipt issued by WMCL. In case the equity shares are lodged 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 along with the **Form of Acceptance** and the acknowledgement of lodgement or receipt issued by WMCL

9.15 In case of shareholders who have not received the LOO and holding shares in the dematerialised form may send their consent to the Registrar 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 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 9.5 above, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer i.e. **March 06, 2006.** Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

9.16 The following collection centre would be accepting the documents as specified above, both in case of shares in physical and dematerialized form.

Address of Registrar to the Offer:			
Sr. No.	**Address of Registrar to the Offer**	**Business Hours**	**Mode of Delivery**
1.	**Mas Services Private Limited** AB-4, Safdurjung Enclave, New Delhi Tel.: 011- 26104142, 26104326 Fax : 011- 26181081 E-mail : masserv@giasdl01.vsnl.net.in / mas@vsnl.com **Contact Person: Mr. S. Mangla**	**Monday to Friday** 10.30 AM to 5.00 PM **Saturday** 10.30 AM to 1.30 PM	Hand Delivery / Courier/ Registered Post
	Holidays: Sundays and Bank Holidays		

9.17 The Registrar to the Offer will hold in trust the shares / 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 WMCL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

9.18 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. March 01, 2006. The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 PM upto the last date of withdrawal i.e. **March 01, 2006.**

9.19 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / 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:-

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

9.19.2 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 **"Mas-WMCL-Open Offer Escrow A/c" ("Depository Escrow Account").**

9.20 The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar 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.

9.21 The acquirer shall acquire the shares received from the shareholders under the offer on a proportional basis in terms of Regulation 21(6) & the intimation of returned shares to the Shareholders will be sent at the address as per the records of WMCL.

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

9.23 Method of Settlement

9.23.1 The marketable lot of WMCL is 1 {one} equity share.

9.23.2 The Form of Acceptance, relevant Original Share Certificate(s), valid Share Transfer Deed(s) and other documents or/ and shares lying in the special depository account, tendered by the shareholders of WMCL under this Offer, shall be accepted from such shareholders in terms of the Letter of Offer, but will become a fully valid and binding contract between such shareholder(s) and the Acquirer only upon the fulfillment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

9.23.3 On fulfillment of all the conditions herein mentioned, the Letter of Offer and Form of Acceptance, the Acquirer will pay the Offer Price by a crossed and "Account Payee Only" cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder or first named shareholder in case of joint holding. The payment consideration will be sent by Registered Post to the sole / first named shareholder of WMCL whose equity shares are accepted by the Acquirer at his address registered with WMCL. **It is desirable that shareholders holding Shares in physical mode provide bank details of the first/ sole shareholder in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheque/demand draft. In case of shareholders holding Shares in electronic mode, bank particulars recorded 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.**

9.23.4 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

9.23.5 The Acquirer shall endeavour to complete all procedures relating to the Offer within fifteen days from the date of Closure of the Offer (i.e. March 21, 2006 (Tuesday)), including payment of consideration to the shareholders of WMCL whose equity shares are accepted for purchase by the Acquirer.

9.23.6 In case of non-receipt of any of statutory approvals required, as per regulation 22(12), SEBI may grant extension of time for the purpose of making payments to the shareholders who have successfully tendered their equity shares pursuant to this Offer and in such an event, the Acquirer will pay interest for the delayed payment beyond fifteen days of the closure of the Offer, at such rate as may be prescribed by SEBI.

9.24 General

9.24.1 The Form of Acceptance and instructions contained therein are integral part of this Letter of Offer.

9.24.2 Neither the Acquirer nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of Acceptance, Share certificate(s), Share transfer deed(s), copy of delivery instructions or other documents.

9.24.3 The Offer Price is denominated and payable in Indian Rupees only.

9.24.4 All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole / first applicant, folio number, number of equity shares tendered, date of lodgement of the Form of Acceptance and other relevant particulars.

9.24.5 If there is any upward revision in the Offer Price (Regulation 26) by the Acquirer till the last day of revision, viz., at any time upto seven working days prior to the date of closure of the Open Offer or withdrawal of the Offer i.e. February 23, 2006 (Thursday), the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised Offer would be payable for all the shares tendered anytime during the Offer.

9.24.6 "If there is competitive bid:

9.24.6.1 The Public Offers under all the subsisting bids shall close on the same date.

9.24.6.2 As the Offer Price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly"

9.24.7 Acquirer does not hold any share in the Target Company except 6,06,130 fully paid equity shares acquired through SPA.

9.24.8 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 Registrars to the Offer on or before 5.00 PM upto three working days prior to the date of Closure of the Offer, i.e. Wednesday, March 01, 2006, as mentioned in para 9.18.

9.24.9 Alternatively, a copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal cum Acknowledgement can be obtained from SEBI's official **web-site: www.sebi.gov.in.**

9.24.10 The manager to the Offer i.e. Chartered Capital And Investment Limited does not hold any shares in WMCL as on the date of PA.

9.24.11 Applications which are complete in all respect and which reach the Registrar to the Offer on or before the date of closure of offer i.e. March 06, 2006 (Monday) would be approved and the shares so offered would be accepted by the Acquirer free from all lien, charges, encumbrances along with all the rights attached to the shares like the right to all dividends, bonus and right shares and all other rights as are attached to such acquired shares.

10 DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at 13, Community Centre, East of Kailash, New Delhi - 110065 from 10.30 A.M. to 1.00 P.M.. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

10.1 Net Worth certificate issued by Mr. Ramesh Athasniya, Partner of M/s Ramesh Athasniya & Co., Chartered Accountants, certifying the net worth of Acquirer and adequacy of financial resources with the Acquirer to fulfill the open offer obligations.

10.2 Audited Annual reports of WMCL for the years ended ended on March 31, 2003, 2004 and 2005 as well as certified financial figures for the period ending 30.09.2005

10.3 Certificate from Bank of Baroda confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 1997 as on December 26, 2006.

10.4 Published copy of the Public Announcement, which appeared in the newspapers on December 26, 2005 and corrigendum to Public Announcement which appeared in the newspapers on January 05, 2006

10.5 Copy of agreement entered with DP for opening special depository account for the purpose of the offer.

10.6 Copy of Share Purchase Agreement (SPA) dated December 21, 2006.

10.7 Copy of letter from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

11 DECLARATION BY THE ACQUIRER

11.1 The Acquirer, Mr. Sridhar Bhupathiraju accept full responsibility for the information contained in this Letter of Offer and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations, 1997.

11.2 The Acquirer, Mr. Sridhar Bhupathiraju is responsible for ensuring compliance with the SEBI (SAST) Regulations, 1997.

11.3 All information contained in this document is as on the date of the Public Announcement, unless stated otherwise.

Mr. Sridhar Bhupathiraju

Place : Hyderabad
Date : 03.02.2006

12. ENCLOSURES

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal cum Acknowledgement
3. Blank Share Transfer Deed(s).

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