LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as an Equity Shareholder(s) of WPIL Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Offer or Registrar to the Offer. In case you have recently sold your Equity Shares in WPIL Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance, Form of Withdrawal and Transfer Deed to the member of the stock exchange through whom the sale was effected.

CASH OFFER

by

M/s Asutosh Enterprises Limited
"Acquirer"
Registered Office: 6, Old Post Office Street, Kolkata - 700 001, India. Tel: +91 33 2248 3873; Fax: +91 33 2248 6155.

&

Mr. Prakash Agarwal ("Person Acting in Concert")
Residence: 5, Raja Basanta Roy Road, Kolkata – 700 027, India. Tel: +91 33 2553 3034; Fax: +91 33 2248 1945

M/s Hindusthan Udyog Limited ("Person Acting in Concert")
Registered Office: 6, Old Post Office Street, Kolkata - 700 001, India. Tel: +91 33 2248 0941; Fax: +91 33 2248 3175.

To acquire 1,593,416 fully paid up equity shares representing 20.00% of the issued and paid up equity share capital of

M/s WPIL Limited
Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata - 700 001
Tel: +91 +33 2553 3034/2905; Fax: +91 33+2248 1945

At Rs.32.45 (Rupees Thirty Two and Forty Five Paisa only) per Equity Share (the "Offer Price")

The Offer is being made by M/s Asutosh Enterprises Limited (the **"Acquirer"**) and Mr. Prakash Agarwal and M/s Hindusthan Udyog Limited (collectively the **"PACs"**), being persons acting in concert with the Acquirer for the purposes of this Offer, pursuant to and in compliance with the provisions of Regulations 10, 11(1) and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (the **"Regulations"**).

The Offer is not subject to a minimum level of acceptance by the shareholders of WPIL.

The Offer is subject to the approval of the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("FEMA") for acquisition of Equity Shares by the Acquirer tendered by non-resident shareholders in this Offer, if required under applicable law. In case of delay in receipt of any statutory approval(s), the Securities and Exchange Board of India ("SEBI") has the power to grant an extension of the time required for payment of consideration under the Offer provided that the Acquirer agrees to pay interest in accordance with Regulation 22(12) of the Regulations. If the delay occurs due to the wilful default or neglect or inaction or non-action on the part of the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the Regulations will become applicable.

Shareholders who accept the Offer by tendering the requisite documents, in terms of the Public Announcement/Letter of Offer, can withdraw the same up to 3 (three) working days prior to the date of closure of the Offer, in terms of Regulations 22 (5A) of the Regulations.

The Acquirer can revise the Offer Price upwards up to 7 (seven) working days prior to the date of closure of the Offer. If there is any upward revision in the Offer Price by the Acquirer till the last date for revising the Offer Price, or if the Offer is withdrawn, the same would be communicated by a public announcement in the same newspapers in which the Public Announcement appeared. The Acquirer would pay such revised Offer Price for all the equity shares validly tendered any time during the Offer and accepted under the Offer.

If there is a Competitive Bid:

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

There is no competitive bid(s).

A copy of the Original Public Announcement, Corrigendum Public Announcement and the Letter of Offer (including Form of Acceptance and Form of Withdrawal) is also available on SEBI's website (www.sebi.gov.in).

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
IDBI Capital Market Services Limited 6th Floor, "IDBI House" 44, Shakespeare Sarani, Kolkata - 700 017 Tel No: +91 33 2289 2771/3250 2896 Fax No: +91 33 2289 2772 Email: kolkata@idbicapital.com Contact Person: Mr. S. Lakshman	**CB Management Services Private Limited** P – 22, Bondel Road, Kolkata - 700 019 Tel No: +91 33 2280 6692/93/94 Fax No: +91 33 2247 0263 Email: cbmsl1@cal.vsnl.net.in Contact Person: Mr. Debu Ghosh

Activity	Original Schedule	Revised Schedule
Specified Date	Tuesday, 08.08.2006	Tuesday, 08.08.2006
Last date for a competitive bid, if any	Tuesday, 01.08.2006	Tuesday, 01.08.2006
Date for dispatch of Letter of Offer to the Shareholders	Thursday, 24.08.2006	Thursday, 09.11.2006
Date of opening of the Offer	Wednesday, 30.08.2006	Tuesday, 14.11.2006
Last date for revising the Offer Price/Offer Size	Thursday, 21.09.2006	Thursday, 23.11.2006
Last date for withdrawing acceptance of the Offer	Monday, 25.09.2006	Wednesday, 29.11.2006
Date of closure of the Offer	Thursday, 28.09.2006	Monday, 04.12.2006
Last date of communicating rejection/acceptance and payment of consideration for applications accepted and or return of Shares/Share certificates for applications rejected	Thursday, 05.10.2006	Tuesday, 19.12.2006

RISK FACTORS

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

Risks Related to the Proposed Offer

To the best of the knowledge of the Acquirer and PACs, and except as stated in the document, no other statutory or regulatory approval is required for them to proceed with this Offer. If any other approvals are required subsequently, the Offer would be subject to such additional approvals. In terms of Regulation 27 of the Regulations, the Acquirer may not be able to proceed with the Offer in the event the approvals indicated above are not received. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

The Offer is subject to receipt of approval(s) from Reserve Bank of India ("RBI"), if any, under the Foreign Exchange Management Act, 1999 for acquisition of equity shares by the Acquirer from non-resident person(s) under the Offer. Acquirer will make the requisite application to RBI to obtain permission for acquisition of such shares as and when required. Delay, if any in obtaining the permission will delay the payments to be made to non-resident person(s) under the Offer.

The Equity Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities, and the shareholders will not be able to trade such Equity Shares. During such period there may be fluctuations in the market price of the Shares of WPIL. Accordingly, the Acquirer and the PACs make no assurance with respect to the market price of the Equity Shares both during the Offer period and upon the completion of the Offer, and disclaim any responsibility with respect to any decision by any shareholder of WPIL on whether to participate or not to participate in the Offer.

The Offer involves an offer to acquire 20% fully paid-up equity share capital of WPIL from eligible persons for the Offer. In the case of over subscription in the Offer, as per the regulations, acceptance would be determined on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

Pursuant to this Offer the Acquirer with PACs propose to acquire ownership and control of WPIL under Regulation 12 of the SEBI (Substantial acquisition of share and Takeover Regulations) 1997 The Acquirer does not warrant any assurance with respect to the future financial performance of the Target Company.

TABLE OF CONTENTS

1. DEFINITIONS

Acquirer or AEL	Asutosh Enterprises Limited
Acquirer Group	The Acquirer and the PACs, collectively
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
CSE	Calcutta Stock Exchange Association Limited
DP	Depository Participant
Eligible Shareholders	All public shareholders (other than the Acquirer Group and persons deemed to be acting in concert) of WPIL whose names appear in the register of members of WPIL as of Tuesday, August 8, 2006 and also persons who acquire any Equity Shares of WPIL at any time prior to the closure of the Offer.
Escrow Account	Escrow account opened in the name and style of "WPIL Ltd. – Escrow Account – Open Offer" with the Escrow Bank, established in accordance with Regulation 28 of the SEBI SAST Regulations by the Acquirer.
Escrow Bank	UCO Bank, International Banking Branch, 4&4/1, Red Cross Place, Kolkata - 700 001
FEMA	Foreign Exchange Management Act, 1999
Form of Acceptance	Form of Acceptance cum Acknowledgement
Form of Withdrawal	Form of Withdrawal cum Acknowledgement
HUL	Hindusthan Udyog Limited
LoO or Letter of Offer	The Letter of Offer
Manager to the Offer	IDBI Capital Market Services Limited
NSDL	National Securities Depository Limited
Offer or The Offer	The offer for acquisition of 1,593,416 fully paid up equity shares of Rs.10/- each representing 20.00% of the issued and paid up share capital of the Target Company at a price of Rs.32.45 (Rupees Thirty Two and Forty five paisa only) per Equity Share payable in cash
Offer Price	Rs. 32.45 (Rupees Thirty Two and Forty five paisa only) per Equity Share
Persons acting in Concert/ PACs	Mr. Prakash Agarwal and M/s Hindusthan Udyog Limited, the persons acting in concert with the Acquirer for the purpose of this Offer, in terms of the Regulations.
Public Announcement/PA	Announcement of the Offer by the Acquirer, made by the Manager to the Offer on behalf of the Acquirer and PACs on July 12, 2006
RBI	Reserve Bank of India
Registrar to the Offer	CB Management Services Private Limited
Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, as amended
Return on Networth	(Profit After Tax/Networth)*100
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
SEBI Act	Securities and Exchange Board of India Act, 1992
Sellers/Selling Promoters	M/s Williamson Magor & Co. Limited, M/s Metals Centre Limited and M/s Mcleod Russel India Limited
Specified Date	Tuesday, August 8, 2006
Target Company	WPIL Limited
WPIL	WPIL 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 WPIL LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, 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 ACQUIRERS 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 ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, IDBI CAPITAL MARKET SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 26, 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 ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer or in the advertisement or any material issued by, or at the instance of Acquirers and the Manager to the Offer, and anyone placing reliance on any other source of information would be doing so at his/her own risk.

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 11 (1) and 12 of the SEBI (SAST) Regulations, 1997 and as a result of this Offer, the Acquirers will consolidate the holdings of shares or voting rights accompanied with change in control of "WPIL Limited "

The regulation of 10, 11 and 12 of the SEBI (SAST) Regulations, 1997 are applicable to this Offer as follows: -

Regulation 10:
M/s Asutosh Enterprises Limited has acquired 12,89,619 equity shares representing 16.19% of the total paid up capital of WPIL Limited, and accordingly Regulation 10 is applicable to the acquirer M/s Asutosh Enterprises Limited.

Regulation 11 (1):
Hindusthan Udyog Limited is holding 34,92,606 equity shares representing 43.84% of the total paid up capital of WPIL Limited before the date of acquisition of shares by M/s Asutosh Enterprises Limited and Mr. Prakash Agarwal. On July 07, 2006, M/s Asutosh Enterprises Limited and Mr. Prakash Agarwal have acquired 12,89,619 and 1,08,997 equity shares respectively, collectively representing 17.56% of the total paid up capital of WPIL Limited, and accordingly Regulation 11 (1) is applicable.

Regulation 12:
Before the date of acquisition of equity shares by M/s Asutosh Enterprises Limited and Mr. Prakash Agarwal, the Promoter Group of M/s WPIL Limited constituted Williamson Magor & Company Limited, Metals Centre Limited, Mcleod Russel India Limited and Hindusthan Udyog Limited.

Williamson Magor & Company Limited, Metals Centre Limited, Mcleod Russel India Limited (collectively the “Selling Promoters”) are part of the Williamson Magor Group whereas Hindusthan Udyog Limited is an associate company of M/s Asutosh Enterprises Limited.

On July 07, 2006, M/s Asutosh Enterprises Limited along with Mr. Prakash Agarwal have acquired 1,289,619 and 108,997 equity shares respectively, collectively representing 17.56% of the total paid up capital of WPIL Limited from the Selling Promoters namely Williamson Magor & Company Limited, Metals Centre Limited and Mcleod Russel India Limited. In view of the above acquisition, the total control of the company has been shifted to Hindusthan Udyog Ltd and its associates, M/s Asutosh Enterprises Limited and Mr. Prakash Agarwal, hence Regulation 12 is applicable.

3.1.2 The Acquirer, M/s Asutosh Enterprises Limited (AEL) has acquired on July 7, 2006 by way of market purchase through the CSE 12,89,619 (Twelve lacs eighty nine thousand six hundred nineteen only) fully paid up equity shares of Rs.10/- each representing 16.19% of the total paid up equity share capital of WPIL Limited and Mr. Prakash Agarwal (Acting as PAC to this Offer) has acquired on July 7, 2006 by way of market purchase through the CSE 1,08,997 shares of Rs.10/- each constituting 1.37% of total paid up capital of WPIL Limited from the erstwhile promoters of WPIL Limited, namely, M/s Williamson Magor & Co. Limited, M/s Metals Centre Limited and M/s Mcleod Russel India Limited (referred to as the “Sellers”), at a price of Rs.30.07 each (Rupees thirty and seven paisa only). The said shares acquired by M/s Asutosh Enterprises Limited and Mr. Prakash Agarwal on July 7, 2006, are lying in the Escrow Demat Account opened by the RTA to the open offer, M/s CB Management Services Private Limited, with IDBI Capital Market Services Limited (DP ID-IN300079, Client ID-10088169) and same has been kept in abeyance and have not been transferred in the name of M/s Asutosh Enterprises Limited and Mr. Prakash Agarwal. The aforesaid shares acquired will be transferred in the name of M/s Asutosh Enterprises Limited and Mr. Prakash Agarwal only after completion of all formalities as required under the SEBI (SAST) Regulations, 1997. M/s Asutosh Enterprises Limited and Mr. Prakash Agarwal has given undertaking specifying that the voting power in respect of the aforesaid shares will not be exercised by them till the completion of formalities as required under the SEBI (SAST) Regulations, 1997. However, SEBI may initiate appropriate action against the Acquirers for the acquisition of 17.55% shares in Target Company before making a Public Announcement in terms of the SEBI (SAST) Regulations, 1997.

3.1.3 The Acquirer confirms to acquire 15,93,416 fully paid-up equity shares of the face value Rs.10/- each of WPIL representing 20.00% of the equity share capital at a price of Rs.32.45 each per share payable in cash subject to the terms and conditions mentioned hereinafter ("Offer" or "Public Offer" or "Open Offer"). The PACs will not acquire any Equity Shares under this Offer. The Offer is being made to all the shareholders of the Target Company other than, the Acquirer and the PACs.

3.1.4

a. The Acquirer undertakes and covenants to take all steps and actions as may be necessary for compliance with the provisions of the Regulations. The sellers agree to provide the Acquirer with all necessary support, for complying with the provisions of the Regulations relating to the Offer as are applicable to the transaction envisaged herein.

b. On completion, by the Acquirer, of the obligations relating to the Offer under the Regulations, as certified by IDBI Capital Market Services Limited, the Manager to the Offer appointed for such Offer in accordance with the Regulations, 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 Acquirers and appointment of the persons nominated by the Acquirers on the Board of Directors of the Target Company.

3.1.5 Apart from 1,398,616 (Thirteen lacs ninety eight thousand six hundred sixteen only) fully paid equity shares which the Acquirer and Mr. Prakash Agarwal have acquired in the market, the Acquirer and Mr. Prakash Agarwal (PAC) do not hold any equity shares of WPIL. Further, M/s Hindusthan Udyog Limited (acting as PAC to the Offer) holds 34,92,606 (Thirty four lacs ninety two thousand six hundred six only) fully paid equity shares of the Target Company.

3.1.6 Neither the Acquirers, PACs, 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.

3.1.7 As on the date of the Public Announcement, IDBI Capital Market Services Limited, the Manager to the Offer, does not hold any shares of WPIL.

3.1.8 IDBI Capital Market Services Limited shall not deal in the shares of the Target Company during the period commencing from the date of its appointment in terms of Regulation 13 till the expiry of the fifteen days from the date of closure of the Offer.

3.1.9 Except to the extent of the change in the Directorate as carried out by the Board of WPIL Limited in their meeting on July 21, 2006, there will be no further change in the Board of Directors of the company pursuant to this Offer.

3.2 Details of the Proposed Offer

3.2.1 The Acquirer has made a Public Announcement, which was published on 12.07.2006 in the following newspapers in accordance with the Regulation 15 and pursuant to Regulations 10, 11(1) and 12 of SEBI (SAST) Regulations, 1997.

Publication	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Dainik Statesman	Bengali	West Bengal

Further, a Corrigendum to the Public Announcement was published on November 7, 2006 in the following news paper

Publication	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Dainik Statesman	Bengali	West Bengal

A copy of the Public Announcement and Corrigendum to the Public Announcement is 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 15,93,416 equity shares of Rs. 10/- each fully paid up representing 20.00% of the voting capital of WPIL at a price of Rs 32.45 (Rupees Thirty Two and Forty five paisa 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 WPIL 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 WPIL that are tendered in valid form in terms of this Offer upto maximum of 15,93,416 equity shares.

3.2.5. Acquirer along with the PACs has not acquired any shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.

3.2.6 All the shares of the company are free from Lock-in.

3.2.7 There is no competitive bid.

3.3 Object of the Offer and Future Plans

3.3.1 The Acquirer along with the PACs is interested in taking over the control of WPIL. Thus, the consolidation of shares and voting rights accompanied with change in control is the reason and rationale for the acquisition.

3.3.2 HUL, which a group company of AEL, is an engineering company carrying on the business of steel fabrication, material-handling equipments, High and Low Alloy Steel Castings, etc. HUL with a major presence in engineering sector finds synergies with WPIL business of pump manufacturing. The Acquirer Group feels that with its background and experience it would be able to strengthen the company with effective management control over the Target Company.

3.3.3 The Acquirer does not currently have any plans to dispose off or otherwise encumber any assets of WPIL in the two years from the date of closure of this Offer except in the ordinary course of business.

3.3.4 The Acquirer shall not sell, dispose off or otherwise encumber any substantial asset of WPIL, except with the prior approval of the shareholders of the Target Company to the extent required by applicable laws. The Board of Directors of WPIL or their authorised representatives, as the case may be, would take appropriate decisions in these matters, as per the requirements of business and in line with opportunities or changes in the economic scenario, from time to time.

3.3.5 The Acquirer does not have any specific future plan for the Target Company.

4. BACKGROUND OF THE ACQUIRER AND PAC

4.1 M/s Asutosh Enterprises Limited ("Acquirer" or "AEL")

a. Asutosh Enterprises Limited (AEL) was originally incorporated as Bluebell Bonds & Holdings Limited on September 01, 1981. Subsequently, the name of the company was changed to Asutosh Enterprises Limited vide fresh certificate of Incorporation issued by Registrar of Companies, West Bengal, dated January 03, 1986. The Registered Office of the Company is situated at 6, Old Post Office Street, Kolkata - 700 001. The Company promoted by Mr. V.N. Agarwal and Hindusthan Udyog Limited.

b. The Company was promoted, to carry on the business of import and export of goods and merchandise as well as to finance industrial enterprises. The company started operations of Tea and Garments export since 1989. The company is presently a exporter of tea to the Middle East countries mainly Iraq and Libya.

c. The issued, subscribed and paid up capital of AEL as on March 31, 2006 is Rs.2,24,10,000/- consisting of 22,41,000 equity shares of Rs.10/- each fully paid up. The Company's shares are listed at the Bombay Stock Exchange Limited and The Calcutta Stock Exchange Association Limited.

d. Details of Directors of the Acquirer and their addresses as on the date of Public Announcement are: -

Board of Directors	Address	Experience	Qualifications	Date of Appointment
Mr. V.N. Agarwal*	5, Raja Santosh Road, Kolkata-700 027	35 years experience in the overall industry and Business Management	B.E. (Mech)	13.05.1993
Mr. K.K. Ganeriwala*	30, Madan Charterjee Lane, Kolkata-700 007	20 years of experience in corporate finance, accounts, taxation, Legal and other aspects of corporate management	B.Com (Hons), LLB, FCS, AICWA	20.10.1990
Ms. Ritu Agarwal	5, Raja Santosh Road, Kolkata-700 027	9 years of experience in Business Management	Graduate	26.05.1995
Mr. R. K. Agarwal	53-54, Ramtanu Lahiri Sarani, Kolkata-700 053	20 years of experience in Tea Export Business	Graduate	13.03.1986

* Mr. V. N. Agarwal and Mr. K.K. Ganeriwala are on the Board of WPIL Limited (Target Company) before the date of Public Announcement.
* In terms of Regulation 22(9) of takeover code Mr. V. N. Agarwal and Mr. K.K. Ganeriwala are Director of the Target Company and Acquirer Company shall recuse himself and not participate in any matter(s)concerning or 'relating' to the offer including any preparatory steps leading to the offer

e. Shareholding pattern of the AEL as on the date of Public Announcement.

Shareholders Category	Shareholding Pattern	
	No.	%
(1) Promoter Group	12,67,450	56.56
(2) Public		
a. FIs/MFs, FIIs/Banks	Nil	Nil
b. Others	9,73,550	43.44
Total 2 (a+b)	9,73,550	43.44
Grand Total (1+2)	**22,41,000**	**100.00**

f. Chapter II Compliance

AEL, the Acquirer, has acquired 12,89,619 shares on July 7, 2006 through market purchases and has informed the Target Company under regulation 13(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 in the Prescribed Form "A".

Similarly, AEL, the Acquirer, has informed both the Stock Exchanges where the shares of the Target Company is listed i.e. the Bombay Stock Exchange Limited and The Calcutta Stock Exchange Association Limited for the acquisition of 12,89,619 shares constituting of 16.19% of the total voting capital under Regulation 7(1) of the SEBI (SAST) Regulations, 1997 on July 7, 2006.

g. As informed to us, the trading of shares of the Acquirer company has been suspended by both the BSE and CSE due to non-compliance of terms and conditions of the listing agreement. SEBI may take action against the AEL for the non-compliances.

However, the Company has taken necessary steps to reinstate the trading of shares on the stock exchanges and the relevant correspondences in this regard have been forwarded to the concerned authorities.

h. The audited financial information of AEL for last three years is as under:

Profit & Loss Statement [Rs. In lacs

	Year ended 31.03.2004	**Year ended 31.03.2005**	**Year ended 31.03.2006**
Income (sale of goods & services and other income)	28.06	610.51	246.22
Increase (Decrease) in WIP & FG	Nil	00.14	Nil
Total Income	**28.06**	**610.66**	**246.22**
Total Expenditure	**11.10**	**595.82**	**238.00**
Profit /(Loss) before Depreciation, Interest and Tax	**16.96**	**14.84**	**0.82**
Depreciation	0.07	0. 06	0. 04
Interest	Nil	Nil	Nil
Profit / (Loss) Before Tax	**16.89**	**14.78**	**8.18**
Provision for Tax	1.10	5.35	7.37
Profit after Tax	**15.79**	**9.43**	**0.81**

Balance Sheet Statement [Rs. In lacs

Particulars	**Year ended 31.03.2004**	**Year ended 31.03.2005**	**Year ended 31.03.2006**
Sources of Funds			
Paid up Share Capital	224.10	224.10	224.10
Reserves and Surplus	324.03	333.46	334.26
Total Shareholders funds	**548.13**	**557.56**	**558.36**
Secured Loans	Nil	Nil	Nil
Total	**548.13**	**557.56**	**558.36**
Uses of Funds			
Net fixed assets	0.26	0. 26	0.10
Capital work in progress.	Nil	Nil	Nil
Investments	193.17	190.72	155.72
Net Current Assets	354.70	366.64	402.54
Total miscellaneous expenditure not written off	Nil	Nil	Nil
Total	**548.13**	**557.56**	**558.36**

Other Financial Data

Particulars	**Year ended 31.03.2004**	**Year ended 31.03.2005**	**Year ended 31.03.2006**
Dividend (%)	Nil	Nil	Nil
Earnings per Share (Rs.)	0.71	0.42	0.04
Networth (Rs. in lacs)	548.13	557.56	558.36
Book Value per share (Rs.)	24.46	24.88	24.92

Significant Accounting Policies of the Company for the year ended March 31, 2006

1. System of Accounting: The Company follows accrual system of accounting in accordance with normally accepted accounting principle.

2. Fixed Assets:

   i) Fixed Assets are stated at cost.
   ii) Depreciation has been provided on W.D.V basis at the rates prescribed in Schedule XIV of the Companies Act, 1956

3. Investments: All investments have been stated at cost.

4. Transaction in Foreign Currency: Transactions in Foreign Currency are accounted for at the exchange rate prevailing on the date of transactions, Gains/Losses arising out of fluctuations in the exchange rates are recognized in the profit and loss account in the period in which they arise.

5. Inventories: Stock of tea is valued at average cost or net realizable value whichever is lower.

Notes on Accounts

i) Contingent liabilities not provided in respect of:

(Rs.)

Particulars	Year Ended March 31, 2005	Year Ended March 31, 2006
Sales Tax Guarantee (Cochin)	25,000	25,000
Sales Tax Guarantee (Coonoor)	5,000	50,00
Bank Guarantee	22,61,283	0

ii) Company has filed a suit against a company for recovery of loan amounting to Rs.50 lacs. Interest income has not been provided on the same. The details of the same are provided in point j. below on Page No. 12.

iii) Due to negligible amount Fringe Benefit Tax has not been considered.

iv) The Company had a deferred tax asset, which has been ignored on prudent basis, as the amount is negligible.

i. Reasons for fall/rise in income in the relevant years are as follow:

Comparison of performance for financial year ended 31st March 2005 vis-a-vis 31st March 2004

Total Income
The total income for the financial year 2004 has been derived from interest, dividends and profit on sale of investment. The company has not derived any revenue during this period from any operational and business activities. However, during the financial year 2005, the company' income of Rs. Rs.610.66 lacs consists of revenue generated from the sale of goods and also other income.

Expenditure
The total expenditure excluding depreciation for the financial year 2004 is Rs.11.10 lacs. The same during the financial year 2005 has increased to Rs.595.82 lacs, which is commensurate with the increase in the total income due to the operational activities undertaken.

Depreciation
Depreciation has decreased from Rs.0.07 lacs in financial year 2004 to Rs.0.06 lacs during the financial year 2005.

Profit before Tax
The company has reported a profit before tax of Rs.14.78 lacs for the financial year 2005 as compared to Rs.16.89 lacs in the previous year. The same can be attributed to the low operating margins in the trading of tea.

Profit after Tax
The company has reported a profit after tax of Rs.9.43 lacs for the financial year 2005 as compared to Rs.15.79 lacs in the previous year. The same is attributable to the higher provision for taxes.

Comparison of performance for financial year ended 31st March 2006 vis-a-vis 31st March 2005

Total Income
The total income for the financial year March 2006 stood at Rs.246.22 lacs, which is a decline of 59.68% over the previous year. The decline in the total income is attributable to the general decline in the tea industry affecting both the domestic and export sales.

Expenditure
The total expenditure excluding depreciation for the financial year 2005 is Rs.595.82 lacs. The same during the financial year 2006 has increased to Rs.238 lacs, which is commensurate with the decrease in the total income. The total expenditure excluding depreciation as a percentage of the total income accounts for 96.66% for financial year 2006 and 97.57% for the financial year 2005.

Depreciation
Depreciation has decreased from Rs.0.06 lacs in financial year 2005 to Rs.0.04 lacs during the financial year 2006.

Profit before Tax
The company has reported a profit before tax of Rs.8.18 lacs for the financial year 2006 as compared to Rs. 14.78 lacs in the previous year. The PBT margins have increased from 2.42% during the financial year 2005 to 3.32% during the financial year 2006.

Profit after Tax
The company has reported a profit after tax of Rs.0.81 lacs for the financial year 2006 as compared to Rs. 9.43 lacs in the previous year. The same is attributable to the higher provision for taxes.

j. The status of Corporate Governance and Litigation matter

Corporate Governance

The provisions of Clause 49 of the Listing Agreement are not applicable to the Acquirer as, the paid-up capital is less than Rs.3 crores and the Networth is less than Rs.25 crores and also the networth has never touched or crossed Rs. 25 crores since in it's inception.

Litigation

Litigation filed by the Company
The Company has filed a suit before Hon'ble High Court, Kolkata under the Code of Civil Procedure, 1908 against one M/s Mewargrowth Ltd for recovery of loan amounting to Rs.50 lacs along with interest.

Litigation filed against Company
Nil

k. Name and other details of the Compliance Officer
As on date of the Public Announcement, the Acquirer does not have a Compliance Officer.

l. There have been no acquisitions, spin-offs or mergers involving AEL during the last three years.

m. The Company was originally incorporated as Bluebell Bonds and Holding Limited on September 1981. The Company's name was changed to Asutosh Enterprise Limited with effect January 3, 1986.

4.2 Mr. Prakash Agarwal (Person Acting in Concert)

a. Mr. Prakash Agarwal currently resides at 5, Raja Basanta Roy Road, Kolkata - 700 027, India. Tel. No: +91 33 2553 3034, Fax No: +91 33 2248 1945. He is the Managing Director of WPIL Limited.

b. Mr. V. N. Agarwal is father of Mr. Prakash Agarwal and is the director of WPIL Limited and Hindusthan Udyog Limited. Wife of Mr. Prakash Agarwal, Ms. Ritu Agarwal is director of Hindusthan Udyog Limited.

c. Mr. Prakash Agarwal is a Mechanical Engineer from Manipal Institute of Technology. He has more than 10 years of experience in Engineering Field.

d. As per the certificate dated July 7, 2006 given by M/s S. Ghosh & Co, Chartered Accountants, 11, Old Post Office Street, Kolkata-700 001, Tel. No: +91 33 4005 6140/ 41/42, Fax No: +91 33 2248 5167 (signed by Mr.. B. K. Seth, Partner), the net worth of Mr. Prakash Agarwal is Rs.83,45,564/-.

e. Mr. Prakash Agarwal has complied with the applicable provisions of Chapter II of the Regulations within the time specified in the Regulations.

f. He is the Managing Director of WPIL Limited and a Non-Executive Director in Hindusthan Udyog Limited.

g. Prior to this acquisition, he does not hold any shares of WPIL Limited.

h. As Mr. Prakash Agarwal is acting as PAC to this Open Offer and has acquired 1,08,997 equity shares constituting 1.37% of issued and paid up capital of WPIL Limited, he has informed the Target Company pursuant to Regulation 13(4) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 in the Prescribed Form "D".

i. Further, Mr. Prakash Agarwal has disclosed the details of his acquisition to the Stock Exchanges where the shares of Target Company are listed, i.e., BSE and CSE under Regulation 7(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 on July 7, 2006.

j. He has not promoted any company for the last three years.

k. Following are the listed companies in which Mr. Prakash Agarwal is a director
   - WPIL Limited – Managing Director
   - Hindusthan Udyog Limited – Non-Executive Director

l. Mr. Prakash Agarwal is a full time director of WPIL Limited, only.

4.3 Hindusthan Udyog Limited ("HUL" or the "PAC")

a. Hindusthan Udyog Limited (HUL) was originally incorporated as Hindusthan Steel & Metal Company Limited on September 03, 1947 with the main objective of carrying on the business of steel fabrication, manufacture and marketing of Material Handling Equipments specially Conveyor Systems, Idler & Roller etc. Besides, this company is manufacturer of High & Low Alloy Steel, Stainless Steel Castings for Pumps & Valves, Earth moving Equipment, etc. The Registered office of the company is situated at 6, Old Post Office Street, Kolkata – 70 001.

b. Mr. V.N. Agarwal has taken over the Management of the Company and became the director on 1st November 1972 by acquiring majority stake in the share capital of the company from Mr. N.N. Bose and Mr. B.P. Bose.

c. The company has two manufacturing units in Kolkata. The Company's Alloy Steel Foundry has been accredited with ISO 90025 Certification since May 7, 2002 by RWTUV Systems Gmbh. The company has R & D facilities, which enables the company to target the niche market of customized designing of the products to suit the requirements of the customers.

d. The issued, subscribed and paid up capital of HUL as on March 31, 2006 is Rs.6,32,71,000/- consisting of 63,27,100 equity shares of Rs.10/- each fully paid up. The shares of HUL are listed on The Calcutta Stock Exchange Association Limited and the Bombay Stock Exchange Limited.

e. Details of Directors of Acquirer and their addresses as on date of Public Announcement are:

Board of Directors	Address	Experience	Qualifications	Date of Appointment
Mr. V.N. Agarwal*	5, Raja Santosh Road, Kolkata - 700 027	35 years experience in the overall industry and Business Management	B.E. (Mech.)	01.11.1972
Mr. Arun Kumar Chakraborty	68/1D, Purna Das Road, Kolkata - 700 029	52 years experience in finance, accounting and audit.	CA	30.05.1997
Ms. Ritu Agarwal*	5, Raja Santosh Road, Kolkata - 700 027	9 Years in Business Management	Graduate	30.05.2003
Mr. Prakash Agarwal*	5, Raja Santosh Road, Kolkata - 700 027	10 years experience in the Management of Engineering Industry	B.E. (Mech.)	09.12.1998

* Mr. Prakash Agarwal is the son of Mr. V.N. Agarwal and husband of Ms. Ritu Agarwal, who are directors on the board of AEL.

f. Shareholding pattern of the HUL as on the date of the Public Announcement

Shareholders Category	**Shareholding Pattern**	
	No.	**%**
(1) Promoter Group	31,21,185	49.33%
(2) Public		
a. FIs/MFs, FIIs/Banks	Nil	Nil
b. Others	32,05,920	50.67%
Total 2(a+b)	32,05,920	50.67%
Grand Total (1+2)	**63,27,100**	**100.00**

g. Chapter II Compliance

Prior to this Offer, Hindusthan Udyog Limited has made two Open Offers to the shareholders of WPIL to acquire shares of WPIL Ltd. under SEBI (Substantial Acquisition of Shares and Takeover Regulations), 1997 as detailed below:

Sr. No.	Date of Opening of Offer	Date of Closure of Offer	Opening Balance	Acquisition by way of MOU or Market Purchase which triggered Open Offer	Total Pre Offer Shareholding	No of shares acquired during the offer	Post Offer shareholding
1.	18.08.2003	16.09.2003	Nil	11,95,100	11,95,100	10,01,592	21,96,692
2.	12.07.2004	10.08.2004	21,96,692	12,91,400	34,88,902	23,788	35,11,880

HUL has been complying with applicable provisions of Chapter II of the Regulations.

h. As informed to us, the trading of shares of the HUL has been suspended by both the BSE and CSE due to non-compliance of terms and conditions of the Listing Agreement. SEBI may take action against the HUL for the non-compliances.

However, the Company has taken necessary steps to reinstate the trading of shares on the Stock Exchanges and the relevant correspondences in this regard have been forwarded to the concerned authorities.

i. The Audited Financial information of HUL for last three years is as under:

Profit & Loss Statement [Rs. in lacs

	Year ended March 31, 2004	Year ended March 31, 2005	Year ended March 31, 2006
Income (Sale of goods & services and other income)	1610.17	2291.83	3948.43
Increase (Decrease) in WIP & FG	Nil	Nil	Nil
Total Income	**1610.17**	**2291.83**	**3948.43**
Total Expenditure	**1562.51**	**2224.53**	**3844.09**
Profit/(Loss) before Depreciation, Interest and Tax	**47.65**	**67.29**	**104.34**
Depreciation	44.06	46.72	43.30
Interest	3.38	19.57	23.79
Profit/(Loss) Before Tax	**0.22**	**1.01**	**37.25**
Provision for Tax	0.03	0.14	1.67
Tax for earlier year	2.76	Nil	Nil
Profit /(Loss) after Tax	**(2.57)**	**0.87**	**35.58**

Balance Sheet Statement

Particulars	**Year ended 31.03.2004**	**Year ended 31.03.2005**	**Year ended 31.03.2006**
Sources of Funds			
Paid up Share Capital	632.71	632.71	632.71
Reserves and Surplus	365.13	365.07	399.82
Total Shareholders funds	**997.84**	**997.78**	**1032.53**
Secured Loans	555.31	583.03	839.20
Total	**1553.15**	**1580.81**	**1871.73**
Uses of Funds			
Net fixed assets	399.26	395.15	355.47
Capital work in progress.	38.95	30.30	45.94
Investments	304.64	484.78	543.83
Net Current Assets	737.51	597.79	853.70
Miscellaneous expenditure not written off	72.79	72.79	72.79
Total	**1553.15**	**1580.81**	**1871.73**

Other Financial Data Particulars	**Year ended 31.03.2004**	**Year ended 31.03.2005**	**Year ended 31.03.2006**
Dividend (%)	Nil	Nil	Nil
Earnings per Share (Rs.)	Nil	0.014	0.56
Networth	925.05	924.99	959.74
Book Value per share (Rs.)	14.62	14.62	15.17

Significant Accounting Policies of the Company for the year ended March 31, 2006

1.
   i. The accounts of the Company is made under historical Cost Convention Method on Accrual Concepts.
   ii. Liquidated damage or claims are accounted for on settlement of claims.
   iii. Commission on sales is accounted for on submission of claims by/receipt of confirmation from agents/principals.

2. Depreciation on Fixed Assets is charged on written down value method at the rates specified in Schedule XIV to the Companies Act, 1956.

3. Investments of the Company are held as Long Term Investment and are carried over at Cost.

4. Preliminary expenses are written off at the rate of 1/10th per annum.

5. Tools and implements are written off at the rate of 25% every year.

6. Technical Know-how Fee is written off at the rate 1/6th per annum.

7. The quantity of stock-in-trade, is determined from time to time by physical verification carried out by the management and the valuation of raw materials has been done at lower of cost and net realizable value. The cost formula used is FIFO. The valuation of semifinished goods and finished goods/trading items has been done at lower of cost and net realizable value.

Despatches not reaching the agents/customers within the close of the year are shown as Finished Goods in transit, and valued at estimated total cost or net realizable value whichever is lower.

8. Transactions in foreign currency are recorded at the rates of exchange prevailing at the date of the transactions. Monetary items denominated in the foreign currency at the balance sheet date are translated at the balance sheet date rates. Any income or expense on account of exchange difference either on settlement or on translation at the balance sheet date is recognized in profit and loss account in the year in which it arises.

j. Reasons for fall/rise in income in the relevant years are as follow:

Comparison of performance for financial year ended 31st March 2005 vis-a-vis 31st March 2004

Total Income
Total Income has increased from Rs.1610.17 lacs during the financial year 2004 to Rs.2291.83 lacs during the financial year 2006, registering a growth of 42.33%. The increase is due to the growth in the engineering sector resulting in enhancement of the operational activities of the company.

Expenditure
The total expenditure excluding depreciation and interest for the financial year 2004 is Rs.1562.51 lacs. The same during the financial year 2005 has increased to Rs.2224.53 lacs, which is commensurate with the increase in the total income due to the increased activities.

Depreciation
Depreciation has increased from Rs.44.06 lacs in financial year 2004 to Rs.46.72 lacs during the financial year 2005.

Interest
Interest expenditure has increased from Rs.3.38 lacs in financial year 2004 to Rs.19.57 lacs during the financial year 2005. The same is attributable to the increased activities and income.

Profit before Tax
The company has reported a profit before tax of Rs.1.01 lacs for the financial year 2005 as compared to Rs.0.22 lacs in the previous year, registering a growth of 359%.

Profit after Tax
The company has reported a profit after tax of Rs.0.87 lacs for the financial year 2005 as compared to a loss of Rs.2.57 lacs in the previous year. The loss in the financial year 2004 was due to the provision of taxes for earlier year to the tune of Rs.2.76 lacs.

Comparison of performance for financial year ended 31st March 2006 vis-a-vis 31st March 2005

Total Income
Total Income has increased from Rs.2291.83 lacs during the financial year 2005 to Rs.3948.43 lacs during the financial year 2006, registering a growth of 72.28%. The Total Income has been increasing at a steady rate of 42.33% in FY 2005 and 72.28% in FY 2006 due to increase in operational activities.

Expenditure
The total expenditure excluding depreciation and interest for the financial year 2005 is Rs.2224.53 lacs. The same during the financial year 2006 has increased to Rs.3844.09 lacs, which is commensurate with the increase in the total income due to the increased activities.

Depreciation
Depreciation has decreased from Rs.46.72 lacs in financial year 2005 to Rs.43.30 lacs during the financial year 2006.

Interest
Interest expenditure has increased from Rs.19.57 lacs in financial year 2005 to Rs.23.79 lacs during the financial year 2006.

Profit before Tax
The company has reported a profit before tax of Rs.37.25 lacs for the financial year 2006 as compared to Rs.1.01 lacs in the previous year, registering a growth of 3588%.

Profit after Tax
The company has reported a profit after tax of Rs.35.58 lacs for the financial year 2006 as compared to Rs.0.87 lacs in the previous year. The net profit margins have increased from 0.04% in the financial year 2005 to 0.90% during the financial year 2006.

5. DISCLOSURE IN TERMS OF REGULATION 21(2)

If, pursuant to the offer, the public shareholding falls below 25% of the outstanding equity share capital of the Target Company, then in accordance with regulation 21(2) of the Regulations, the Acquirer will facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing as specified in the listing agreement with the stock exchanges within the time specified in compliance with the regulations or seek to delist the Target Company and make an offer to buy out the outstanding shares remaining with the public shareholders within the prescribed period from the closure of the offer in compliance with the SEBI(Delisting of Securities) Guidelines, 2003. In case the post-offer public shareholding falls below 25%, the relevant provisions of the Listing Agreement shall be complied with.

6. BACKGROUND OF THE TARGET COMPANY – WPIL LIMITED

6.1 WPIL Limited was originally incorporated on 26th February 1952 as Johnston Pumps India Ltd. The main objective of the Company is to manufacture all kinds of pumps. The Company's name was changed from Worthington Pump India Limited to WPIL Limited with effect from 11th September 1996. The Registered Office of the Company is situated at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700 001 and the corporate office is located at 22, Ferry Fund Road, Panihati, Kolkata – 700 114 (West Bengal). The company was promoted by Williamson Magor group headed by Mr. B. M. Khaitan a industrialist of having interest in Tea, Batteries and Engineering Oproducts.

6.2 WPIL has more than 5 decades of experience in Engineering field and has been manufacturing pumps of international class and quality to cater water pumping needs across the globe. The company has own R & D facilities. WPIL owns Cast Iron and Non-Ferrous Foundries suitable for high pressure as per requirements of various standards.

6.3 As per information provided by the Target Company, the authorized share capital of the Company is Rs.1000 lakhs. The Issued, subscribed and paid up capital of the company, as on the date of this public Announcement is Rs.7, 96,70,800 divided into 79,67,080 Equity Shares of Rs. 10/- each fully paid up. The following tables provide the Share Capital Structure and Capital build-up of WPIL since inception:

The Share capital structure is as under:

Paid up equity shares of WPIL (Face Value Rs.10/- each)	No of Shares/Voting rights	% of Shares	% of Voting Rights
Fully paid up equity shares	79,67,080	100	100
Partly paid up equity shares	Nil	Nil	Nil
Total paid up equity shares	79,67,080	100	100
Total voting rights in WPIL	79,67,080	100	100

Build up of the share capital:

Date of Allotment	No and % of shares issued	Cumulative paid up capital	Mode of allotment	Identity of allottees (Promoters/ex-promoters/others)	Status of Compliance
--	5,05,310 6.34%	5,05,310	Original	Macneil Magor Group	Complied with
16.12.1982	3,03,000 3.81%	8,08,310	Rights Issue	Existing Shareholders	Complied with
20.05.1985	8,92,000 11.20%	17,00,310	Public Issue	Public	Complied with
10.05.1988	12,75,000 16.00%	29,75,310	Rights Issue	Existing Shareholders	Complied with
27.04.1992	9,91,770 12.44%	39,67,080	Rights Issue	Existing Shareholders	Complied with
31.03.2000	40,00,000 50.21%	79,67,080	Preferential Allotment	Williamson Magor Group	Complied with

6.4 Further, there are no partly paid up shares.

6.5 Further, there are no outstanding convertible instruments.

6.6 The shares of the company are listed on Bombay Stock Exchange Limited and The Calcutta Stock Exchange Association Limited.

6.7 The closing price of WPIL on BSE as on July 21, 2006 was Rs.28.80. (Source: www.bseindia.com).

6.8 There has been no suspension of trading of the shares of the Company in any Stock Exchanges till date. All issued shares of the company are listed on the Calcutta Stock Exchange Association Limited & Bombay Stock Exchange Limited. The company has complied with all the listing requirements till date and no penal actions have been taken by any of the Stock Exchanges.

6.9 As on the date of the Public Announcement the following persons constituted the Board of the Directors of the WPIL:

Sr. No.	Name	
1.	Mr. Prakash Agarwal	Managing Director - representing Hindusthan Udyog Limited
2.	Mr. V. N. Agarwal	Non-Executive and Non Independent Director - representing Hindusthan Udyog Limited
3.	Mr. C. K. Pasari	Non-Executive and Independent Director
4.	Mr. K. K. Ganeriwala	Non-Executive and Independent Director
5.	Mr. S. Mukherjee	Non-Executive and Independent Director
6.	Mr. S. Dasgupta	Non-Executive and Independent Director
7.	Mr. S. N. Roy	Non-Executive and Independent Director

Mr. C. K. Pasari, Mr. S. Dasgupta and Mr. S. Mukherjee, Non-Executive and Independent Directors, resigned from the Board of WPIL on July 21, 2006. Mr. Binaya Kapoor and Mr. Shyamal Mitra have been appointed as Non-Executive and Independent Directors to fill up the casual vacancy created by the resignation of Mr. S. Mukherjee and Mr. S. Dasgupta (the erstwhile Non-Executive and Independent Directors) to comply with Clause 49 of the Listing Agreement**.** The appointment of said Directors after date of Original Public Announcement dose not violate regulation 22(7) of the Regulations.

As on date the Board of Directors of WPIL comprises of the following:

Board of Directors	Address	Experience	Qualifications	Date of Appointment
Mr. Prakash Agarwal*	5, Raja Santosh Road, Kolkata-700 027	10 years experience in the Management of Engineering Industry	B.E. (Mech)	01.07.2002
Mr. V.N. Agarwal*	5, Raja Santosh Road, Kolkata-700 027	35 years experience in the overall industry and Business Management	B.E. (Mech)	26.04.2001
Mr. K.K. Ganeriwala*	30, Madan Charterjee Lane, Kolkata-700 007	20 years of experience in corporate finance, accounts, taxation, Legal and other aspects of corporate management	B.Com, (Hons), LLB, FCS, AICWAI	26.02.2002
Mr. S.N. Roy	C/4/9,Green Tower 18/2, Uday Sanker Sarani, Golf Green, Kolkata-700 075	40 years experience in project management	B.Tech (Hons) IIT, Karagpur	23.05.2005
Mr. Binaya Kapoor	BI/44, Sector K, Aligunj, Lucknow - 226024	35 years experience in Engineering filed	B.Tech (Mech)	21.07.2006
Mr. Shyamal Mitra	5/4, Queens Park, Kolkata-700 019	39 years experience in Accounting, finance and legal fields.	CA	21.07.2006

* Mr. V. N. Agarwal and Mr. K.K.Ganeriwala are on the Board of AEL (Acquirer) before the date of Public Announcement.
* Mr. Prakash Agarwal and Mr. V. N. Agarwal are on the Board of HUL (PAC) before the Public Announcement.

6.10 There have been no acquisitions, spin-offs or mergers involving WPIL over the last three years.

6.11 The Company was originally incorporated as Johnston Pumps India Limited on 26th February 1952. The Company's name was changed to Worthington Pump India Limited with effect from 20th January 1983. The Company's name was further changed to WPIL Limited with effect from 17th September 1996.

6.12 Chapter II Compliance

Promoters, sellers and other major shareholders have complied with Chapter II of SEBI Takeover Regulations within the time limit specified in the Regulations. WPIL has not been complying with applicable provisions of Chapter II of the Regulations. SEBI may initiate appropriate action under the SEBI Act/Regulations for the delays.

6.13 The Audited financial information of WPIL is as under:

Profit & Loss Statement [Rs. in lacs]

	Year ended March 31, 2004	Year ended March 31, 2005	Year ended March 31, 2006
Total Income	**3709.08**	**5098.36**	**7388.55**
Total Expenditure	**3225.75**	**4641.55**	**6886.99**
Profit /(Loss) before Depreciation, Interest and Tax	**483.33**	**456.81**	**501.56**
Depreciation	113.27	111.69	101.96
Interest	328.98	280.68	292.45
Profit / (Loss) Before Tax	**41.08**	**64.44**	**107.15**
Provision for Tax	0.43	NIL	54.67
Profit after Tax	**40.65**	**64.44**	**52.48**

Balance Sheet Statement [Rs. in lacs

Particulars	As at 31.03.2004	As at 31.03.2005	As at 31.03.2006
Sources of Funds			
Paid up Share Capital	796.71	796.71	796.71
Reserves and Surplus	87.90	128.17	211.06
Total Shareholders funds	**884.61**	**924.88**	**1007.77**
Secured Loans	2047.91	1888.55	1604.47
Unsecured Loans	69.29	449.49	491.05
Deferred Tax Liability	-	-	2.55
Total	**3001.81**	**3262.92**	**3105.84**
Uses of Funds			
Net fixed assets	1021.87	971.71	945.09
Capital work in progress.	2.31	-	18.62
Investments	3.92	4.14	0.96
Net Current Assets	1893.60	2258.38	2138.04
Miscellaneous expenditure not written off	59.19	28.69	3.13
Profit and Loss	20.92	-	-
Total	**3001.81**	**3262.92**	**3105.84**

Other Financial Data

Particulars	31.03.2004	31.03.2005	31.03.2006
Dividend (%)	Nil	Nil	Nil
Earnings per Share (Rs.)	0.51	0.81	0.66
Networth	804.51	896.19	1004.64
Book Value per share (Rs.)	10.10	11.25	12.61

Significant Accounting Policies of the Company for the year ended 31.3.2006

Accounting Convention:
The accounts are prepared in accordance with historical cost convention, modified by revaluation of certain fixed assets.

Fixed Assets and Depreciation
Fixed Assets are stated at cost except for certain assets, which are revalued and shown at valuation as per Valuer's Certificate.

Cost includes inward freight, duties, taxes and expenses incidental to acquisition and installation.

In respect of self-constructed fixed assets, cost includes value of materials, labour and proportionate allocable overheads.

In respect of revalued assets the difference between written down value of assets and valuation is transferred to Revaluation Reserve.

No depreciation is provided on Freehold Land. Value of Leasehold Land is amortised over the period of lease. In respect of other assets, depreciation is provided in the accounts on written down value method in respect of other assets, at the rates prescribed in Schedule XIV of the Companies Act, 1956.

Depreciation on differential increase in values arising out of revaluation is recouped from Revaluation Reserve.

Impairment of Assets
The Company identifies impairable assets at the year end in accordance with the guiding principals of Accounting Standard 28, issued by the Institute of Chartered Accountants of India, for the purpose of arriving at impairment loss thereon, being the difference in the book value and the recoverable value of the relevant assets. Impairment loss, when crystallizes, are charged against revenues for the year.

Investments
Long-term investments are stated at cost unless there is a permanent dimunition in value and dividends thereon are accounted for as and when accrued.

Inventories
Finished goods and components are valued at cost (Net of CENVAT Credit) or net realizable value, whichever is lower.

Other inventories are valued at cost or net realizable value, whichever is lower.

Cost is determined on weighted average basis and includes expenditure incurred in the normal course of business in bringing stocks and finished goods to their location and condition including appropriate overheads wherever applicable.

Cost of own manufactured components is determined by considering raw material cost plus labour and overheads.

Cost of Work-in-progress is determined by considering raw material cost plus labour and overheads apportioned on an estimated basis depending upon the stages of completion.

Loose tools are written off over a period of five years.

Research & Development Expenses
Revenue Expenditure on Research and Development are charged to the Profit and Loss Account of the year in which it is incurred. Capital Expenditure is considered as addition to Fixed Assets and depreciated.

Foreign Currency Transactions
Transactions in Foreign Currencies are recorded in rupees by applying the rate of exchange ruling on the date of the transaction. Gain or Loss on settled transactions are recognized in the Profit and Loss Account except for the purchase of fixed assets which are adjusted to carrying amount of fixed assets. Unsettled transactions as at the year end are translated at the closing rate and the gain or loss is recognized in the Profit and Loss Account except for liabilities incurred for purchase of fixed assets which are adjusted to the carrying amount of fixed assets.

Retirement Benefits
The Company contributes to Provident Fund and Superannuation Fund which are administered by duly constituted and approved independent Trust/Government and such contributions are charged against revenues every year.

Accrued liability in respect of retirement gratuities are actuarially ascertained at the year end. The Company has created a Gratuity Fund under Group Gratuity Scheme of L.I.C.I. under which yearly premium is being paid to take care of current as well as past liability. The annual premium is charged to the accounts.

Accrued Liability in respect of leave encashment benefits on retirement is actuarially ascertained at the year-end and provided for in the accounts.

Income
Turnover is stated net of discounts and sales tax but includes excise duty and represents the invoiced value of goods delivered during the year.

Income from installation and servicing is recognized in the accounts on completion of the job or as per stipulations in the contract and the expenditure incurred but not invoiced is carried forward as work-in-progress.

Borrowing Cost
Borrowing Costs incurred in relation to acquisition or construction of assets which necessarily takes substantial period of time to get ready for intended use are capitalized/allocated as part of such assets. Other Borrowing Cost are charged as expenses in the year in which they are incurred.

Deferred Revenue Expenses
Payments towards voluntary retirement scheme are accounted for on deferred basis and charged in the accounts in five equal annual instalments.

Notes to Accounts:

1. Contingent Liability not provided for in the Accounts in respect of the following:

Sr. No.	Particulars	31.3.2006	31.3.2005
i.	Sales Tax matters under appeal	18236517	17021829
ii.	Excise Duty matters under appeal	2294498	2294498
iii.	Bank Guarantee outstanding	121674721	117914329
iv.	Bills Discounted with Banks	1321477	1365162

2. An Insurance claim of Rs.50.80 lacs lodged by the Company- auditors unable to comment on the recoverability of the claim.

3. A Loans and advances amounting to Rs.103.45 lacs lodged by the Company- auditors unable to comment on the recoverability of the claim.

4. The Company has not deposited the following dues on account of dispute with the appropriate authority-

Name of the Statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Central Excise Tax Act, 1956	Sales Tax	79,52,536	1995-96 to 1998-99	Appellate Revisional Board
		37,17,845	1999-2000	Dy. Commissioner (Appeals)
		8,85,234	2002-2003	Dy. Commissioner (Appeals)
West Bengal Sales Tax, 1994	Sales Tax	47,452	1982	Appellate Revisional Board
		30,85,004	1995-1996 to 1998-1999	-Do-
		9,14,034	1999-2000	Dy. Commissioner (Appeals)
		4,09,996	2001-2002	-Do-
		12,24,416	2002-2003	-Do-
Central Excises Act, 1944	Excise Duty	22,94,498	01.03.1994 to 23.03.1994	Commissioner of Central Excise

5. The accumulated losses of the Company at the end of the financial year are not more than fifty per cent of its net worth and the company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.

6.14 Reasons for fall/rise in income in the relevant years are as follow:

Comparison of performance for financial year ended 31st March 2005 vis-a-vis 31st March 2004

Total Income
Total Income has increased from Rs.3709.08 lacs during the financial year 2004 to Rs.5098.36 lacs during the financial year 2006, registering a growth of 37.46%. The increase is due to the growth in the engineering sector coupled with growth in economy resulting in enhancement of the operational activities of the company.

Expenditure
The total expenditure excluding depreciation and interest for the financial year 2004 is Rs.3225.75 lacs. The same during the financial year 2005 has increased to Rs.4641.55 lacs, which is commensurate with the increase in the total income due to the increased activities.

Depreciation
Depreciation has decreased from Rs.113.27 lacs in financial year 2004 to Rs.111.69 lacs during the financial year 2005.

Interest
Interest expenditure has decreased from Rs.328.98 lacs in financial year 2004 to Rs.280.68 lacs during the financial year 2005. The same is attributable to the decrease in secured loans.

Profit before Tax
The company has reported a profit before tax of Rs.64.44 lacs for the financial year 2005 as compared to Rs.41.08 lacs in the previous year, registering a growth of 56.86%.

Profit after Tax
The company has reported a profit after tax of Rs.64.44 lacs for the financial year 2005 as compared to Rs.40.65 lacs in the previous year, registering a growth of 58.52%.

Comparison of performance for financial year ended 31st March 2006 vis-a-vis 31st March 2005

Total Income
Total Income has increased from Rs.5098.36 lacs during the financial year 2005 to Rs.7388.55 lacs during the financial year 2006, registering a growth of 44.92%. The Total Income has been increasing at a steady rate of 37.46% in FY 2005 and 44.92% in FY 2006 due to increase in operational activities.

Expenditure
The total expenditure excluding depreciation and interest for the financial year 2005 is Rs.4641.55 lacs. The same during the financial year 2006 has increased to Rs.6886.99 lacs, which is commensurate with the increase in the total income due to the increased activities.

Depreciation
Depreciation has decreased from Rs.111.69 lacs in financial year 2005 to Rs.101.96 lacs during the financial year 2006.

Interest
Interest expenditure has increased from Rs.280.68 lacs in financial year 2005 to Rs.292.45 lacs during the financial year 2006.

Profit before Tax
The company has reported a profit before tax of Rs.107.15 lacs for the financial year 2006 as compared to Rs.64.44 lacs in the previous year, registering a growth of 66.28%.

Profit after Tax
The company has reported a profit after tax of Rs.52.48 lacs for the financial year 2006 as compared to Rs.64.44 lacs in the previous year. The decrease in profit after tax for the financial year 2006 is due to provision of taxes of Rs.54.67 lacs, comprising of current tax of Rs.4.67, deferred tax of Rs.35.07 and fringe benefit tax of Rs.14.93 lacs as against nil tax provision for financial year 2005, due to the carried forward losses.

6.15 Pre and post offer shareholding pattern of WPIL:

Shareholders 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) = (D)	
	No	%	No	%	No	%	No	%
(1) Promoter Group								
a. Parties to agreement, if any								
b. Sellers	13,98,696	17.55					80	0.001
c. Promoters other than (b) above	34,92,606	43.84					34,92,606	43.84
Total 1(a+b+c)	**48,91,302**	**61.38**						
(2) Acquirers								
a. Main Acquirer			12,89,619	16.19	15,93,416	20.00	28,83,035#	36.19
b. PAC			1,08,997	1.37			1,08,997	1.37
Total 2(a+b)			**13,98,616**	**17.55**				
(3) Parties to the agreement other than (1)& (2)								
(4) Public (other than parties to agreement, sellers, Acquirers & PACs.								
a. FIs/MFs, FIIs/Banks, SFIs*	2,266	0.01					#	
b. Other (7971 shareholders in public category)	30,73,512	38.60					#	
Total 4(a+b)	30,75,778	38.61						
Grand Total (1+2+3+4)	**79,67,080**	**100.00**	**13,98,616**	**17.55**	**15,93,416**	**20.00**	**79,67,080**	**100.00**

Depends on to the extent shares will be tendered.

* Details of shares held by Banks, Financial Institutions/FIIs, MFs, etc.

Details	No. of Shares
Mutual Funds/UTI	150
Financial Institutions/Banks	566
Any other (specify)(Foreign National)	1,550
Total	**2,266**

6.16 Capital Build Up of Promoters (Existing and Selling) of the Target Company from financial year 1997-98 onwards

(a) Williamson Magor & Co. Ltd

Financial year	Opening Balance		Addition During the Year			Sale During the Year			Closing Balance	
	No of Shares	%	No of Shares	%	Remark	No of Shares	%	Remark	No of shares	%
1997-98	7,41,997	18.70	-	-	-	-	-	-	7,41,997	18.70
1998-99	7,41,997	18.70	-	-	-	-	-	-	7,41,997	18.70
1999-00	7,41,997	18.70				-	-	-	7,41,997	18.70
2000-01*	7,41,997	9.31	-	-	-	-	-	-	7,41,997	9.31
2001-02	7,41,997	9.31	-	-	-	-	-	-	7,41,997	9.31
2002-03	7,41,997	9.31	-	-	-	-	-	-	7,41,997	9.31
2003-04	7,41,997	9.31	-	-	-	-	-	-	7,41,997	9.31
2004-05	7,41,997	9.31	-	-	-	-	-	-	7,41,997	9.31
2005-06	7,41,997	9.31	-	-	-	-	-	-	7,41,997	9.31
2006-PA	7,41,997	9.31	-	-	-	7,41,917	9.31	Note 1	80	0.001

**The Company has made Preferential allotment of 40,00,000 equity shares of Rs.10 each, hence the % of Shareholding is reduced.*

Note:

1. Sold to AEL.

(b) Metals Center Ltd

Financial year	Opening Balance		Addition During the Year			Sales During the Year			Closing Balance	
	No of Shares	**%**	**No of Shares**	**%**	**Remark**	**No of Shares**	**%**	**Remark**	**No of shares**	**%**
1997-98	-	-	-	-	-	-	-	-	-	-
1998-99	-	-	-	-	-	-	-	-	-	-
1999-00	-	-	8,80,607 1,10,000	22.20 2.77	Note 1 Note 2	-	-	-	9,90,607	24.97
2000-01*	9,90,607	12.43	-	-	-	1,11,000	1.39	Note 3	8,79,607	11.04
2001-02	8,79,607	11.04	-	-	-	-	-	-	8,79,607	11.04
2002-03	8,79,607	11.04	-	-	-	-	-	-	8,79,607	11.04
2003-04	8,79,607	11.04	18,04,900	22.65	Note 4	12,91,400	16.21	Note 5	13,93,107	17.49
2004-05	13,93,107	17.49	-	-	-	-	-	-	13,93,107	17.49
2005-06	13,93,107	17.49	-	-	-	8,45,405	10.61	Note 3	5,47,702	6.87
2006-PA	5,47,702	6.87	-	-	-	5,47,702	6.87	Note 6	-	-

**The Company has made Preferential allotment of 40,00,000 equity shares of Rs.10 each, hence the % of Shareholding is reduced.*

Note:

1. Interse transfer among Promoter
2. Market Purchase
3. Market Sale
4. Natex Investments and Marketing Ltd and Salasore Industries Sercvices Limited Merged with Metal Center, hence shareholding has increased
5. Sold to HUL
6. Sold to AEL

(c) McLeod Russel Co Ltd

Financial year	Opening Balance		Addition During the Year			Sale During the Year			Closing Balance	
	No of Shares	**%**	**No of Shares**	**%**	**Remark**	**No of Shares**	**%**	**Remark**	**No of shares**	**%**
2005-06	-	-	3,52,997	4.43	Note 1	2,39,000	3.00	Note 2	1,13,997	1.43
2006-PA	1,13,997	1.43	-	-	-	5,000 1,08,997	0.06 1.37	Note 2 Note 3	-	-

Note:

1. McLeod Russel Co Ltd became shareholder of the WPIL in the financial year 2005-2006 pursuant to scheme of demerger of Everready Industries Ltd and 3,52,997 shares were transferred to McLeod Russel Co. Ltd
2. Market Sale
3. Sold to Mr. Prakash Agarwal

(d) Hindusthan Udyog Limited

For the Capital Build Up please refer to 4.3 (g) on page no. 14 of this Letter Of Offer.

6.17 The Compliance Officer of WPIL is Mr. Akash Mishra, Company Secretary.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The Equity Shares of WPIL are listed on the Bombay Stock Exchange Limited and The Calcutta Stock Exchange Association Limited.

Based on the information available shares of WPIL have been frequently traded at BSE. Information on the trading of shares on the CSE is not readily available.

The details of trading volumes of the Target Company on the BSE are as provided below:

	Total shares traded during the six calendar months prior to the month in which the Public Announcement was made	Total no. of listed shares	Annualized trading turnover as a % of total number of listed shares	Trading Status in terms of SEBI(SAST) Regulations, 1997
BSE	1,689,436	7,967,080	42.41%	Frequently traded
CSE	Nil	7,967,080	Nil	In-frequently Traded

Source: www.bseindia.com

As the annualized trading turnover on the BSE during the six month period prior to the date of the Public Announcement is more than the 5% of the total number of listed shares, the shares are not infrequently traded on the BSE as per the Explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations,

7.1.2 Price as per Regulation 20(4) of the SEBI (SAST) Regulations, 1997

As the shares of WPIL have been traded frequently at The Bombay Stock Exchange Limited where they are listed during the preceding six calendar months prior to the month of this Public Announcement, the price in terms of Regulation 20(4) of the SEBI (SAST) Regulations, 1997 has been determined taking into account the following parameters:

a. The Highest price paid by the Acquirer and/or the PAC for any acquisition including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of Public Announcement	Rs.30.07
b. The negotiated price	Not Applicable
c. The average of the weekly high and low of the closing prices of the equity shares of WPIL during the 26-week period prior to the date of the PA on the stock exchange where the shares of the Target Company are most frequently traded, i.e. BSE.	32.30
d. The average of the daily high and low of the shares on BSE during the 2-weeks preceding the date of the Public Announcement.	26.60

7.1.3 The shares are most frequently traded on BSE. The weekly high and low of the closing prices of the shares, during the 26-week period ended the last trading date before the Public Announcement) on BSE, are given below:

Week	End Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume
1	January 17, 2006	47.05	43.75	45.40	53139
2	January 24, 2006	45.02	43.00	44.01	42772
3	January 31, 2006	42.95	38.09	40.52	74840
4	February 07, 2006	42.70	37.35	40.03	104172
5	February 14, 2006	38.90	35.65	37.28	51016
6	February 21, 2006	37.65	35.40	36.53	22337
7	February 28, 2006	36.10	33.50	34.80	39528
8	March 07, 2006	35.00	33.20	34.10	52847
9	March 14, 2006	36.40	33.95	35.18	86769
10	March 21, 2006	34.80	33.15	33.98	105444
11	March 28, 2006	31.95	27.70	29.83	132526
12	April 04, 2006	32.55	26.85	29.70	85710
13	April 10, 2006	34.15	32.80	33.48	29573

14	April 18, 2006	33.25	31.50	32.38	42603
15	April 25, 2006	33.85	32.55	33.20	62191
16	May,2 2006	32.85	30.50	31.68	117991
17	May 09, 2006	36.95	33.05	35.00	145461
18	May 16, 2006	36.20	33.00	34.60	94857
19	May 23, 2006	34.05	27.80	30.93	19796
20	May 30, 2006	29.15	27.95	28.55	32374
21	June 06, 2006	28.00	23.45	25.73	16251
22	June 13, 2006	22.30	19.80	21.05	14771
23	June 20, 2006	19.15	17.75	18.45	31537
24	June 27, 2006	21.45	18.60	20.03	15271
25	July 04, 2006	27.15	22.45	24.80	7866
26	July 11, 2006	29.9	27.20	28.55	131815
26 Weeks Average				**32.30**	

The daily high, low and average prices of the shares during the last 2 weeks of trading on the BSE, where shares are most frequently traded (as on the date of Public Announcement) are given below:

Day	Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume
1	Wednesday, 28 June, 2006	22.45	22.45	22.45	1600
2	Thursday, 29 June, 2006	23.55	23.55	23.55	600
3	Friday, 30 June, 2006	24.70	24.70	24.70	1533
4	Monday, 03 July, 2006	25.90	25.90	25.90	1317
5	Tuesday, 04 July, 2006	27.15	27.15	27.15	2816
6	Wednesday, 05 July, 2006	28.50	27.25	27.88	38819
7	Thursday, 06 July, 2006	29.90	27.95	28.93	16058
8	Friday, 07 July, 2006	32.20	27.50	29.85	23278
9	Monday, 10 July, 2006	28.95	27.10	28.03	49930
10	Tuesday, 11 July, 2006	28.15	27.00	27.58	3730
2 Weeks Average				**26.60**	

7.1.4. Price as per Regulation 20(5) of the SEBI (SAST) Regulations, 1997

As the shares of WPIL have not been traded frequently at CSE, the price in terms of Regulation 20(5) of the SEBI (SAST) Regulations, 1997 has been determined taking into account the following parameters:

a. The negotiated price under the agreement referred to in sub- regulation (1) of regulation 14;	Not Applicable
b. The highest price paid by the acquirer or persons acting in concert with him for acquisitions, if any, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of public announcement;	Rs.30.07
c. Other Parameters Return on Net worth as on 31st March 2006 Book Value of the Shares as on 31st March 2006 Earning per Share as on 31st March 2006 Price Earning multiple vis-à-vis the industry average *(Source: Capital Market dated July 31st to August 13, 2006)*	 5.69% Rs.11.57 Rs.0.66 16

7.1.5 In view of the above, the offer price of Rs.32.45 per Equity Share is justified as per Regulation 20 of the Regulations.

7.1.6 There is no non-compete agreement.

7.1.7 If the Acquirers 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.5,17,06,349.20 (Rupees Five Crores Seventeen Lakhs Six Thousand Three Hundred Forty Nine and Twenty Paisa only) (the "**Maximum Consideration"**). The Acquirers have adequate resources to meet the financial requirements of the Offer. The Acquirers have made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997.

7.2.2 The Acquirers have adequate resources to meet the financial requirements of the Offer as per the following:

M/s Salarpuria & Partners, Chartered Accountants, (signed by partner Mr. A. Ghosh, Membership No. 51855) having Office at 7, Chittaranjan Avenue, Kolkata-700 072, Tel. No. +91 33 2237 5400/01 has certified vide their certificate dated July 7, 2006 that M/s Asutosh Enterprises Limited (acquirer) has sufficient liquid surplus funds to meet his part of obligation in the Offer.

7.2.3 In accordance with the Regulation 28 of Regulations, Acquirer has created as Escrow Account in the form of Bank Guarantee No. IBB/GTEE/055/06 Dated 10.07.06 issued by UCO Bank, International Banking Branch, 4&4/1, Red Cross Place, Kolkata-700 001, valid till 31.01.2007 in favour of IDBI Capital Market Services Limited – the Manager to the offer, for an amount of Rs.1,30,00,000/- (Rupees One Crore Thirty Lacs only) being in excess of 25% of the total consideration,

Further, Acquirer has also made a cash deposit of Rs.5,20,000/- (Rupees Five lacs twenty thousand only) being in excess of 1% of the maximum purchase consideration payable under this offer, in a Bank Escrow Account in the name and style of "WPIL Ltd. – Escrow Account – Open Offer" with UCO Bank, International Banking Branch: 4&4/1, Red Cross Place, Kolkata-700 001. IDBI Capital Market Services Limited, Manager to the Offer has been empowered to operate the Escrow A/c in accordance with the SEBI (SAST) Regulations.

7.2.4 The Acquirers have duly empowered M/s IDBI Capital Market Services Limited, Manager to the Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

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

8. STATUTORY APPROVALS

8.1 The Offer is subject to receipt of approval(s) from Reserve Bank of India ("RBI"), if any, under the Foreign Exchange Management Act, 1999 for acquisition of equity shares by the Acquirer from non-resident person(s) under the Offer. Acquirer will make the requisite application to RBI to obtain permission for acquisition of such shares as and when required. Delay, if any in obtaining the permission will delay the payments to be made to non-resident person(s) under the Offer.

8.2 To the best of the knowledge of the Acquirer and PACs, no other statutory or regulatory approval is required for them to proceed with this Offer. If any other approvals are required subsequently, the Offer would be subject to such additional approvals. The Acquirer will have a right not to proceed with the Offer in the event the approvals indicated above are refused in terms of Regulation 27(b) of the Regulations.

8.3 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 Acquirers for payment of consideration to the shareholders subject to Acquirers agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of willful default by the Acquirers in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

8.4 In case RBI approval for acquisition of shares from non-resident shareholders is unduly delayed, the Acquirer reserves the right to proceed with payment to the resident shareholders whose shares have been accepted by the Acquirer in terms of this Offer, pending payment to the non-resident shareholders, subject to the entire amount payable to non-resident shareholders being kept in an Escrow Account. The value of the Escrow Account can be realised by the Manager as per the Regulations.

9. TERMS AND CONDITIONS OF THE OFFER

9.1 The Letter of Offer together with the Form of Acceptance-cum-Acknowledgement is being mailed to the eligible shareholders whose names appear on the Register of Members of the Target Company and to the beneficial owners of the equity shares of the Target Company in dematerialised form whose names appear on the beneficial records of the respective depositories at the close of business on Tuesday August, 8 2006 (the "Specified Date").

9.2 All Equity Shares validly tendered and accepted under the Offer, will be acquired by the Acquirer, subject to the terms and conditions set out in this Letter of Offer. All necessary requirements for the valid transfer of the Equity Shares to the Acquirer will be pre-conditions for acceptance of the tendered Equity Shares. WPIL does not have any Equity Shares that are subject to lock-in.

9.3 All Eligible Shareholders of WPIL, whose names appear in the register of members of WPIL as of and also persons who acquire any Equity Shares of WPIL at any time prior to the closure of the Offer, whether or not they are registered shareholders, are eligible to participate in the Offer anytime before the closure of the Offer.

9.4 The acceptance of the Offer made by Acquirer is entirely at the discretion of the shareholders of WPIL and each shareholder of WPIL to whom this Offer is being made, is free to offer his shareholding in WPIL, in whole or in part while accepting the Offer.

9.5 Applications in respect of Equity Shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

9.6 Accidental omission to dispatch this Letter of Offer or any further communication to any person to whom this Letter of Offer is or should be made or the non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.

9.7 The instructions, authorizations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of this Offer.

9.8 Barring unforeseen circumstances and factors beyond their control, the Acquirer intends to complete all formalities pertaining to the purchase of the shares, including dispatch payment of consideration to the shareholders who have accepted the Offer, by December 19, 2006.

9.9 The acceptance of the Offer made by the Acquirer is entirely at the discretion of the shareholders of the Target Company. The Acquirer will not be responsible in any manner for any loss of equity share certificate(s) and offer acceptance documents during transit and the shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

9.10 As already mentioned elsewhere in para 3 under "Details of the Offer", the Offer is not subject to any minimum level of acceptance from the shareholders. This Offer is being made by the Acquirer to the Eligible Shareholders of WPIL to acquire up to 1,593,416 Equity Shares, constituting 20% of the equity share capital of the Target Company. The Acquirer will proceed with the Offer even if it is unable to obtain acceptance to the full extent of the Equity Shares of WPIL for which this Offer is made.

9.11 Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected.

9.12 The Acquirer is permitted to revise the Offer Price upward any time up to seven working days prior to the date of the closure of the Offer (i.e., December 4, 2006). If there is any upward revision in the Offer Price before the last date of revision (i.e. November 23, 2006) or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where the original Public Announcement has appeared. Such revised Offer Price would be payable by the Acquirer to all shareholders who tender their Equity Shares at any time during the Offer and which are accepted under the Offer.

9.13 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting equity shares dematerialized is completed well in time so that the credit in the Registrar's special depository account should be received on or before the date of closure of the offer, i.e. December 4, 2006 else the application would be rejected.

9.14 If the aggregate of the valid responses to the Offer exceeds the Offer size of 1,593,416 fully paid-up equity shares of the Target Company (representing 20% of the equity share capital of the Target Company), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with the Regulations. The equity shares of the Target Company are compulsorily traded in dematerialized form; hence the minimum acceptance will be one equity share.

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

9.16 The instructions, authorizations and provisions contained in the Form of Acceptance constitute an integral part of the terms of the Offer.

10. OTHERS

10.1 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.

10.2 This Letter of Offer has been mailed to all the shareholders of WPIL, whose names appeared on the Register of Members of WPIL as on August 8, 2006 (Tuesday) being the Specified Date.

10.3 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.

10.4 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.

11. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

11.1 Shareholders who wish to tender their equity shares will be required to send their following mentioned documents to the Registrar to the Offer by hand delivery/registered post or through courier, as the case may be, at the address CB Management Services Pvt. Limited, P-22, Bondel Road, Kolkata-700019 on or before Closure of offer (i.e., Monday, December 04, 2006) on their working days during the business hours indicated below in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account before the closure of the Offer (i.e., Monday, December 04, 2006)).

Shareholders are advised to ensure that the Form of Acceptance cum Acknowledgement and other documents are complete in all respects, otherwise the same is liable to be rejected. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares, not credited in favour of the special depository account before the closure of the Offer, will be rejected.

i. <u>For Equity shares held in physical form:</u>

Registered Shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- Original Share Certificate(s).
- 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 WPIL and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with this Letter of Offer.

Unregistered owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- Original Share Certificate(s).
- Original Broker Contract Note.
- Valid Share Transfer form(s) as received from the market.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of buyer will be filled upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

<u>ii. For Equity shares held in demat form:</u>

Beneficial owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.
- For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance.
- The Beneficial Owners who hold shares in demat form are required to execute a trade by tendering the Delivery Instruction for debiting their Beneficiary Account with the concerned DP and crediting the Special Depositary Account. The credit in the Special Depository Account should be received on or before 4 pm as on the date of closure of the Offer, i.e., December 4, 2006.
- The Delivery Instructions to be given to the DP should be in "Off-Market" mode only. For each Delivery Instruction the Beneficial Owner should submit a separate Form of Acceptance.
- The Registrar to the Offer, M/s CB Management Services Private Limited, have opened a special depository account at National Securities Depository Limited (NSDL) as detailed below:

DP Name	IDBI Capital Market Services Limited
Special DP Account	CBMSPL Escrow A/c – WPIL Ltd. Open Offer
DP ID	IN 300079
Client ID	10088169

- In case of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirers may deem the Offer to have been accepted by the shareholder.
- **Business Hours:** Monday to Friday: 10.00 a.m. to 4.00 p.m.
  Saturday: 10.00 a.m. to 1.00 p.m.
- **Holidays:** Sundays and Bank Holidays

Applicants may send their documents only by Registered Post, at their own risk, if not hand delivered at the designated collection centre, to the Registrar at the addresses as mentioned hereinabove during business hours indicated above other than on holidays.

Please note that the Share Certificates/Delivery Instruction Slip and other documents in relation to the acceptance of the Offer should not be sent to the Acquirer or the Target Company. Such documents should not be sent to the Manager to the Offer.

11.2 In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of Shares held; Distinctive Number; Folio Number, Number of shares offered; along with documents as mentioned above, so as to reach the Registrar to the Offer on or before the close of the Offer, i.e., no later than December 4, 2006 or in case of beneficial owners they may send their application in writing to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of Shares held; Number of shares offered; DP name; DP ID; Beneficiary Account Number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the Special Depository Account, or the eligible persons can write to the Manager to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e., no later than December 4, 2006. Unregistered owners should not sign the transfer deed and the transfer deed should be valid for transfer. Alternatively, the Letter of Offer and Form of Acceptance cum Acknowledgement will be available on SEBI's website (www.sebi.gov.in), from the date of Opening of the Offer. The eligible persons can download the Form of Acceptance cum Acknowledgement from the SEBI's website and apply using the same.

11.3 If the aggregate of the valid responses to the Offer exceeds the Offer size of 15,93,416 fully paid-up equity shares of WPIL (representing 20% of the paid-up equity share capital of WPIL), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. The shares of WPIL are compulsorily traded in dematerialized form; hence minimum acceptance will be one share.

11.4 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Special Depository Account is received on or before the date of Closure of the Offer, i.e., no later than December 4, 2006, else the application would be rejected.

11.5 While tendering shares under the Offer, NRIs/OCBs/Foreign Shareholders will be required to submit the previous RBI Approvals (specific or general) that they may have obtained for acquiring shares of WPIL. ***In case of previous RBI Approvals not being submitted, the Acquirers reserve the right to reject such shares tendered.***

11.6 While tendering shares under the Offer, NRI/OCBs/Foreign Shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirers under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirers will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

11.7 In terms of Regulation 22 (5A) of the Regulations, shareholders desirous of withdrawing their acceptance tendered by them in the Offer, may do so up to three working days prior to the date of closure of the Offer. The withdrawal option can be exercised by submitting the documents only to the Registrar to the Offer as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before November 29, 2006.

i. <u>For Equity Shares held in demat form</u>:

Beneficial owners should enclose

- Duly signed and completed Form of Withdrawal (enclosed with the Letter of Offer).
- Acknowledgement slip in original/Copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.

ii. <u>For Equity Shares held in physical form</u>:

Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal (enclosed with the Letter of Offer).
- Acknowledgement slip in original/Copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.
- 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 WPIL and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal (enclosed with the Letter of Offer).
- Acknowledgement slip in original/ Copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.
- In case of non-receipt of Form of withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details
- In case of physical shares: Name; Address; Distinctive Numbers; Folio Number and Number of Shares tendered
- In case of dematerialised shares: Name; Address; Number of Shares offered; DP name; DP ID; Beneficiary Account Number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account.

a) The withdrawal of Shares will be available only for the Share certificates/ Shares that have been received by the Registrar to the Offer/ Special Depository Escrow Account.
b) The intimation of returned shares to the Shareholders will be at the address through Registered post as per the records of WPIL/Depository as the case may be.
c) 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 WPIL.
d) Partial withdrawal of tendered shares can be done only by the Registered shareholders/ Beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.
e) Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

11.8 In case of delay in receipt of statutory approvals beyond December 19, 2006, interest will be payable for the delayed period in terms of Regulation 22(12) of the Regulations. Further, if the delay occurs on account of willful default by Acquirers in obtaining the requisite approvals, Regulation 22(13) of the Regulations will also become applicable.

11.9 Payment of consideration will be made by crossed account payee cheque/demand draft and sent by registered post, to those shareholders/unregistered owners and at their own risk, whose shares/share certificates and other documents are found in order and accepted by the Acquirers. In case of joint registered holders, cheques/demand drafts will be drawn in the name of the sole/first named holder/unregistered owner and will be sent to him. ***It is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that same can be incorporated in the cheque/demand draft.***

11.10 Unaccepted or withdrawn Share Certificate(s), transfer form(s) and other documents, if any, will be returned by Registered Post at the shareholders'/unregistered owners' sole risk to the sole/first named shareholder/unregistered owner. Unaccepted or withdrawn shares held in demat form will be credited back to the beneficial owners' depositary account with the respective depositary participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

11.11 The Registrar to the Offer will hold in trust the Share(s)/Share certificate(s), 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/unregistered owner(s) of WPIL, who have accepted the Offer, till the cheques/drafts for the consideration and/or the unaccepted shares/ share certificates are dispatched/returned.

12. GENERAL

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

12.2 Neither the Acquirers 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 WPIL.

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

12.4 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 lodgment of the Form of Acceptance and other relevant particulars.

12.5 If there is any upward revision in the Offer Price (Regulation 26) by the Acquirers till the last day of revision, viz., at any time upto seven working days prior to the date of closure of the Open Offer, 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.

12.6 "If there is competitive bid:

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

12.6.2 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"

13. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Acquirer M/s Asutosh Enterprises Limited at 6, Old Post Office Street, Kolkata – 700 001 between 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

1. Certificate of Incorporation and Memorandum and Articles of Association of WPIL Limited
2. Certificate of Incorporation and Memorandum and Articles of Association of AEL.
3. Certificate of Incorporation and Memorandum and Articles of Association of HUL.
4. Net Worth Certificates issued by M/s Salapuria & Associates., Chartered Accountants, certifying the net worth of acquirer and adequacy of financial resources with the Acquirer to fulfill Offer obligations.
5. Net Worth certificates of Mr. Prakash Agarwal issued by M/s S. Ghosh & Co., Chartered Accountants certifying his net worth.
6. Audited Annual Accounts of WPIL Limited for the accounting years ended 31st March 2004, 31st March 2005 and 31st March 2006.
7. Audited Annual Accounts of AEL for the accounting years ended 31st March 2004, 31st March 2005 and 31st March 2006.
8. Audited Annual Accounts of HUL for the accounting years ended 31st March 2004, 31st March 2005 and 31st March 2006.
9. Copies of the Board Resolution of AEL authorizing Mr. K.K. Ganeriwala, Director to be authorized signatory to the Letter of Offer.
10. A letter from UCO Bank dated 22.07.2006 confirming the amount kept in the Escrow Account and lien marked in favour of the Merchant Banker to the Offer.
11. A copy of the Bank Guarantee No. IBB/GTEE/055/06 Dated 10.07.2006 issued by UCO Bank, Kolkata in favour of the Merchant Banker to the Offer.
12. Published Copy of Public Announcement, which appeared on July 12, 2006.
13. Copy of Agreement between Registrar to the Offer and Depository Participant for opening a special account for the purpose of the Offer.
14. SEBI Letter no. CFD/DCR/TO/MM/79144/06 dated October 31, 2006.
15. Copy of Contract Note of share purchase by acquirer and PAC on July 7, 2006.
16. Certificate dated 7th August, 2006 from M/s V. Singhi & Associates, Chartered Accountants confirming the Net Worth, EPS and Book Value of M/s WPIL Limited.

14. DECLARATION BY THE ACQUIRER AND PAC

The Acquirer and the PACs, accept joint and several responsibility for the information contained in this Letter of Offer and for ensuring compliance with the Regulations. The Acquirer and each PAC is responsible for their respective obligations in terms of the Regulations

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

Mr. K.K. Ganeriwala has been authorised by the Acquirer and each of the PACs to sign the Letter of Offer on their behalf.

On behalf of:
M/s Asutosh Enterprises Limited
&
Mr. Prakash Agarwal and M/s Hindusthan Udyog Limited

Sd/-
Mr. K.K. Ganeriwala

Place: Kolkata
Date: November 7, 2006

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

Offer
Opens on November 14, 2006 Closing on December 04, 2006

THIS DOCUMENT IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION
(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)

FORM FOR ACCEPTANCE CUM ACKNOWLEDGEMENT

From:

To,
M/s. Asutosh Enterprises Limited.,
M/s CB Management Services Private Limited,
P-22, Bondel Road,
Kolkata – 700 019

Dear Sirs,

Sub: Open offer to acquire upto 15,93,416 Equity Shares of Rs 10/- each representing 20% of its voting share capital of WPIL Limited by M/s. Asutosh Enterprises Limited ('AEL/Acquirer') in terms of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

I/We refer to the Letter of Offer dated November 7, 2006, for acquiring the equity shares held by me/us in WPIL Limited. I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein. 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:

Sr. No.	Ledger Folio No.	Certificate Nos.		Distinctive Nos.		No. of shares
		From	To	From	To	
Total no of equity shares to be sold						

(Please attach additional sheets, if required)

I/We confirm that the equity shares of WPIL Limited which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever. I/We note and understand that the original share certificate(s) and the valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the Acquirer makes payment of the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the consideration only after verification of the documents and signatures. 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:

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

I/We have done an off market transaction for crediting the shares to the Special DP Account for which necessary Instructions have been given to my DP. I/We note and understand that the shares would lie in the "CBMSPL Escrow A/c – WPIL Ltd. Open Offer" with IDBI Capital Market Services Limited as Depoitory Participant in depository Account No. IN 10088169 with DP ID No 300079 until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.

I/We authorise the Acquirer to accept the shares so offered, which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorise the Acquirer to return to me/us, the equity share certificate(s) in respect of which the offer is not found valid/not accepted, specifying the reasons thereof and in the case of dematerialised shares, to the extent not accepted will be released to my Depository Account at my sole risk. I/We authorise the Acquirer or the Manager to the Offer or the Registrar to the Offer to send by registered post the draft/cheque, in settlement of the amount to the sole/firstholder at the address mentioned above.

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

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

Yours Faithfully,

Signed and delivered

	Full Name(s) of the Holder(s)	Address	Signature(s)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holdings all must sign. In case of body coporate, stamp of the company should be affixed and necessary Board resolution should be attached.

Place: _____________ Date: ______________

So as to avoid fraudulent encashment in transit, the shareholders may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.
Name of the Bank & Branch ____ Account Number ___________________________
Savings/Current/(Others; please specify).

- Tear along this line- -

M/s. Asutosh Enterprises Limited., C/o CB Management Services Private Limited
P – 22, Bondel Road, Kolkata - 700 019

Stamp of collection Centre Signature of Official

Acknowledgement slip

Received from Mr./Ms ____
____ Folio No_____________________________________
Number of certificates Enclosed _______________ Certificate Nos_____________________________
Total number of shares Enclosed _______________ Date of Receipt ___________________________

INSTRUCTIONS

For Shareholders holding Dematerialised Shares

a. Shareholders having their beneficiary account in Central Depository Services Limited have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.
b. Ensure that their shares are credited in favour of the special depository account, before the closure of the Offer.
c. Shareholders should enclose the following:
    i) Form of Acceptance duly completed and signed.
    ii) A photocopy of the Delivery Instruction in "Off Market" mode or counterfoil of Delivery Instruction in "Off Market" mode, duly acknowledged by the DP.
    iii) For each delivery Instruction the Beneficial owner should submit a separate form of Acceptance.

Shareholders holding Physical shares should enclose

a. Form of Acceptance duly completed and signed.
b. Original Share Certificate(s)
c. Valid Share Transfer Deed(s) duly signed as transferors by all shareholders (in case of joint holdings) in the same order and as per specimen signature lodged with WPIL Ltd, and duly witnessed.

Unregistered owners should enclose

a. Form of Acceptance duly completed and signed.
b. Original Share Certificate(s)
c. Brokers contract note in original
d. Transfer deed(s) executed by the registered holders of the shares of the shares.

NRIs/OCBs/Foreign shareholders should submit

a. The previous RBI approvals (Specific or general) that they would have obtained for acquiring shares of WPIL Ltd.
b. No Objection Certificate/Tax clearance Certificate, indicating the amount of tax to be deducted by Acquirer before remitting the consideration, from the Income Tax Act, 1961.

Other Documents as necessary

a. Duly attested death certificate and succession certificate (in case of single shareholder) if the original shareholder is deceased.
b. Duly attested Power of attorney if any person apart from the shareholder has signed the application form and / or transfer deed(s).
c. No Objection Certificate from the charge holder/lender, if the shares in respect of which the application is sent, are under any change, lien or encumbrance.
d. In case of companies, the necessary corporate authorization (including Board Resolutions)
e. Any other relevant documentation.

- -

Note: All future correspondence, if any, should be addressed to the Registrars to the Offer at the following address:

CB Management Services Private Limited
(Unit: WPIL Limited)
P - 22, Bondel Road, Kolkata – 700 019.
Phone Nos. 033 – 2280 6692/93/94 Fax No. 033 – 2247 0263
Email: cbmsl1@cal.vsnl.net.in

FORM OF WITHDRAWAL

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to this offer any time upto three working days prior to the date of closure of offer i.e. on or before Monday, November 29, 2006. In case you wish to withdraw your acceptance please use this form.

OFFER SCHEDULE	
OFFER OPENS ON	: November 14, 2006
LAST DATE OF WITHDRAWAL	: November 29, 2006
OFFER CLOSES ON	: December 4, 2006

From:

Tel No. Fax No.: E-Mail:

To
M/s. Asutosh Enterprises Limited
CB Management Services Private Limited,
P—22, Bondel Road
Kolkata – 700 019

Dear Sirs,

Sub: Open offer to acquire upto 15,93,416 Equity Shares of Rs 10/- each representing 20% of its voting share capital of WPIL Limited by M/s. Asutosh Enterprises Limited ('AEL/Acquirer') in terms of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

I/We refer to the Letter of Offer dated November 7, 2006, for acquiring the Shares held by me/us in WPIL Limited. I/We hereby consent unconditionally and irrevocably to withdraw my/our Shares from the Offer and I/We further authorise the Acquirer to return to me/us, the tendered equity share certificate(s)/ share(s) at my/our sole risk. I/We note that upon withdrawal of my/our Shares from the Offer, no claim or liability shall lie against the Acquirer/Manager to the Offer/Registrar to the Offer. I/We note that this Form of Withdrawal should reach the Registrar to the Offer at any of the collection centers mentioned in the Letter of Offer or below as per the mode of delivery indicated therein on or before the last date of withdrawal i.e, no later than 1600 hours on November 29, 2006.

I/We note that the Acquirer/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit of the Shares held in physical form and also for the non-receipt of Shares held in the dematerialised form in the Depository account due to inaccurate/incomplete particulars/instructions. I/We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) and Shares only on completion of verification of the documents, signatures and beneficiary position as available from the Depository from time to time. The particulars of the tendered Share(s) that I/We wish to withdraw are detailed below:

Sr. No.	Certificate Nos.	Distinctive Nos.		No. of shares
		From	To	
Total no of equity shares				

(Please attach additional sheets, if require)
I/We held the following shares in dematerialized form and tendered the shares in the offer and had done an off-market transaction for crediting the shares to the "CBMSPL Escrow A/c – WPIL Ltd. Open Offer"(depository Escrow Account) as per the following particulars:

Depository Participant Name	**DP ID**	**Client ID**
IDBI Capital Market Services Limited	IN300079	10088169

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

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

I/We note that the shares will be credited back only to that Depository Account, from which the shares have been tendered and necessary standing instructions have been issued in this regard. I/We confirm that the particulars given above are true and correct.
In case of dematerialized shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per records maintained at their end and the same have also been duly attested by them under their seal.

Yours faithfully,

	FULL NAME (S)	SIGNATURE (S)
First/Sole Shareholder		
Second Shareholder		
Third Shareholder		
Address of First/Sole Shareholder		

Place: ___________ Date: ___________
Note: Incase of joint holdings, all holders must sign. A Corporation must affix its common seal.

- TEAR HERE -

Acknowledge Slip

M/s. Asutosh Enterprises Limited., C/o CB Management Services Private Limited
P – 22, Bondel Road, Kolkata - 700 019

Stamp of collection Centre Signature of Official

Folio No: ________________ Sr No: ________________

Received from Mr./Ms. ____
Address____
Form of withdrawal in respect of ______________Number of Share Certificates representing _________ number of shares.

INSTRUCTIONS

1. The Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the address mention in the Letter of offer as per the mode of delivery indicated therein on or before the last date of withdrawal.

2. Shareholders should enclose the following:
   i. For Equity Shares held in demat form:
   - Duly signed and completed form of Withdrawal.
   - Copy of form of acceptance-cum-Acknowledgement/Plain paper application submitted and the acknowledgement slip.
   - Photocopy of the delivery instruction in "Off-Market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the DP.

   ii. For Equity Shares held in physical form, duly signed and completed form of withdrawal.

3. The withdrawal of Share will be available only for the share Certificate/shares that have been received by the registrar to the Offer/Special Depository Escrow Account.

4. The intimation of refunded 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 along with enclosure should be sent only to the Registrar 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 the Target. The facility of partial withdrawal is only available to registered shareholders.

7. Shareholders holding shares in dematerialized form are required to issue the necessary standing instruction for receipt of the credit in their DP Account.

Note: All future correspondence, if any, should be addressed to the Registrars to the Offer at the following address:

CB Management Services Private Limited
(Unit: WPIL Limited)
P-22, Bondel Road, Kolkata—700 019
Phone Nos.033—22806692/93/94, Fax No. 033 – 2247 0263
Email: cbmsl1@cal.vsnl.net.in