

LETTER OF OFFER

" This Document is important and requires your immediate attention"

This Letter of Offer is sent to you as a shareholder of Marda Commercial & Holdings Limited (MCHL). If you require any clarification about the action to be taken, you may consult your Stockbroker or Investment Consultant or Merchant Banker/ Manager to the offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

Cash Offer at Rs.11.00/- (Rupees Eleven only) per fully paid up equity share

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

To Acquire

20,00,120 equity shares of Rs. 10/- each representing 20% of the paid up share capital of Marda Commercial & Holdings Limited, having its Registered Office at 18, Armenian Street, Kolkata – 700007 , Tel (033) 22358074, 22358827, Fax (033) 22343070

By

Mr. Lalit Agarwal, M/s Lalit Agarwal (H.U.F.), M/s Devraj Agarwal (H.U.F.), Ms. Shashi Agarwal, Ms. Kannu Priya Agarwal, Ms. Himani Agarwal and Mr. Sadanand Agarwal, -Tel: (011) (22504018) Fax : (011) (22145978) (Acquirers) along with Mr. Daulat Ram Agarwal, Mrs. Laxmi Devi Agarwal, Mr. Romil Agarwal, Mrs. Shalini Agarwal, M/s D.N. Agarwal (HUF), Ms. Meenu Agarwal, Ms. Sneha Agarwal, Mr. Sanmukh Agarwal all residents of B-16, Swasthya Vihar, Delhi-110092, Tel: (011) (22504018) Fax: (011) (22145978) and M/S. Advance Ispat (India) Limited having its registered office at 15/1, Asaf Ali Road, 3rd floor, New Delhi - 110 002, Tel: (011) (22145760 - 65) Fax: (011) (22145978) (Person(s) acting in concert),

- The offer is not subject to any minimum level of acceptance.
- To the best of Acquirer's knowledge, there are no statutory approval (s) required as on date to acquire the shares tendered pursuant to this offer. The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of offer.
- If there is any upward revision in the Offer by the Acquirer till the last date of revision i.e.20.05.2004, the same would be informed by way of Public Announcement in all the editions of "Financial Express (English)" and "Jansatta (Hindi) and Kalantar (Bengali)" i.e. the newspapers where the original Public Announcement had appeared. Such revised Offer Price would be payable by the Acquirer for all the shares tendered any time during the offer.

- Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public announcement / Letter of offer, can withdraw the same upto three working days prior to the date of the closure of the offer i.e. 26-05-2004.
- **If there is any Competitive bid:**
 - **The Public offers under all the subsisting bids shall close on the same date.**
 - **As the offer price can not be revised during 7 working days prior to the closing date of the letter of offer/ bids, it would, therefore be in the interest of the shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**
- A copy of the Public Announcement and this Letter of Offer (including Form of acceptance cum acknowledgement and Form of Withdrawal) is also available on SEBI's website www.sebi.gov.in.

Manager To The Offer

Chartered Capital And Investment Limited

13, Community Centre,
East of Kailash,
New Delhi-110 065
Tel:(011)26218274, 26419079
Fax: (011) 26219491
Email :ccapdelhi@indiatimes.com
Contact Person: Mr. M.K. Doogar

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER:

Activity	Revised Date	Original Date
Date of Public Announcement	31.10.2003 (Friday)	31.10.2003 (Friday)
Last date for a Competitive Bid	21.11.2003 (Friday)	21.11.2003 (Friday)
Specified Date (for the purpose of determining the names of those shareholders to whom the Letter of Offer would be sent)	28.11.2003 (Friday)	28.11.2003 (Friday)
Date by which Letter of Offer will be dispatched	29.04.2004 (Thursday)	12.12.03 (Friday)
Date of opening of the Offer	03.05.2004 (Monday)	25.12.2003 (Thursday)
Date for revising the offer price/no. of shares	20.05.2004 (Thursday)	14.01.2004 (Wednesday)
Last date for withdrawal of Acceptance	26.05.2004 (Wednesday)	20.01.2004 (Tuesday)

Date of closing of the Offer	01.06.2004 (Tuesday)	23.01.2004 (Friday)
Date by which the acceptance/rejection under the Offer would be intimated and the corresponding payment for the acquired shares and /or the unaccepted shares/share certificates will be dispatched	15.06.2004 (Tuesday)	19.02.2004 (Tuesday)

- Since the offer schedule has got delayed due to the offer not being in compliance with the regulations , the acquirer will be liable to pay interest @10% p.a. for the delay in payment beyond 19.02.04.

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DEFINITIONS

"Acquirers"	Mr. Lalit Agarwal, M/s Lalit Agarwal (H.U.F.), M/s Devraj Agarwal (H.U.F.), Ms. Shashi Agarwal, Ms. Kannu Priya Agarwal, Ms. Himani Agarwal and Mr. Sadanand Agarwal
"Agreement"	Acquisition Agreement dated 30-10-2003 ("The Agreement") with Promoters /Persons having control over the Company and other Sellers including their Heirs, Executors, Successors, Associates, Associate Companies, Administrators, Nominees and Legal Representatives, collectively referred to as "Sellers", (which expression shall mean and include their heirs, executors, successors, associates, associate companies, administrators, nominees, legal representatives and assigns) to acquire 34,12,300 fully paid up equity shares of Rs. 10/- each of MCHL representing 34.12% of paid up and issued/ voting capital at a price of Rs. 2/- (Rupees two only) per fully paid up equity share of MCHL.
"CSE"	The Calcutta Stock Exchange Association Limited.
"Eligible Persons for the Offer"	Registered shareholders of MHCL as on the Specified Date i.e. 28-11-2003 and unregistered persons who own shares of MCHL at any time before the closure of the Offer excluding parties to the Acquisition Agreement dated 30-10-2003.
"Form of Acceptance"	Form of Acceptance-cum-Acknowledgement

Acceptance”	
“Letter of Offer”	This Offer document
“Manager to the Offer/ CCIL”	Chartered Capital And Investment Limited
“Offer”	Offer for acquisition of 20,00,120 fully paid up equity shares of Rs. 10/- each of MCHL representing 20% of the paid up Share Capital of MCHL at a price of Rs.11/- (Rupees eleven only) per fully paid up equity share for cash.
“Offer Price”	Rs.11/- (Rupees Eleven Only) per fully paid up equity share payable in cash.
“Persons Acting in Concert” or PACs”	Mr. Daulat Ram Agarwal, Mr. Romil Agarwal, Mrs. Shalini Agarwal, M/s D.N. Agarwal (HUF), Mrs. Laxmi Devi Agarwal, Ms. Meenu Agarwal, Ms. Sneha Agarwal, Mr. Sanmukh Agarwal and M/S. Advance Ispat (India) Limited.
“Public Announcement”	Announcement of the Offer by the Acquirers on 31-10-2003 in “Financial Express (English)” and “Jansatta (Hindi) and Kalantar (Bengali)”
“Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Take-Overs) Regulations, 1997 and subsequent amendments thereof.
“SEBI”	Securities and Exchange Board of India
“Shares”	Fully paid up equity shares of MCHL of face value of Rs.10/- each.
“Specified Date”	28-11-2003
"Sellers"	Promoters /persons having control over the company and other sellers including their heirs, executors, successors, associates, associate companies, administrators, nominees and legal representatives. These includes Dautum Securities Limited, Ginni Finance Private Limited, Goyal Commercial Private Limited, Scintilla Commercial Private Limited, Weckon Commerce Private Limited, Stick Synthetics Private Limited, Bhansali Vincom Private Limited, Tekmin Trading Private Limited, J. M. Textiles Private Limited, Kutumb Vyapaar Private Limited, Lepid Securities Private Limited.
“Target company or MCHL”	Marda Commercial & Holdings Limited

I. 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 MARDA COMMERCIAL & HOLDINGS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR MARDA COMMERCIAL & HOLDINGS LIMITED, WHOSE SHARES/CONTROL IS

PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER - CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 12-11-2003, TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

II. DETAILS OF THE OFFER

2.1. Background of the offer

- 2.1.1 The Offer is made in accordance with Regulation 10 and 12 of the Regulations.
- 2.1.2 The pre acquisition holding of the Promoters/ persons having control over the company including their heirs, executors, successors, associates, associate companies, administrators, nominees, legal representatives and assigns is 34,12,300 fully paid up equity shares of Rs. 10/- each representing 34.12% of paid up share capital/voting capital.

With a view to acquire control and management of MCHL, Acquirer has entered into an Acquisition Agreement ("Acquisition Agreement") dated 30-10-2003 with persons having controlling shares in the Company i.e. Promoters /Persons having control over the company and other sellers including their heirs, executors, successors, associates, associate companies, administrators, nominees and legal representatives, collectively referred to as "Sellers", to acquire the above mentioned 34,12,300 fully paid up equity shares of Rs. 10/- each of MCHL representing 34.12% of paid up and issued/ voting capital at a price of Rs. 2/- (Rupees two only) per fully paid up equity share. The mode of payment of consideration for shares being acquired through this Acquisition Agreement is to be as per mutually agreed terms and conditions between the Acquires and the sellers. There is no relationship between the sellers.

	Name of the Seller	No. of shares	% of share
1	Datum Securities Limited Mercantile Building, 9/12, Lal Bazar Street, E Block, 2 nd Floor, Kolkata-700001, Tel: (033) (22485664) Fax : (033) (22430637)	4,35,000	4.35%
2	Ginni Finance Pvt. Ltd.	4,12,500	4.12%

	Mercantile Building, 9/12, Lal Bazar Street, E Block, 2 nd Floor, Kolkata-700001, Tel: (033) (22485664) Fax : (033) (22430637)		
3	Goyal commercial Pvt. Ltd. Mercantile Building, 9/12, Lal Bazar Street, E Block, 2 nd Floor, Kolkata-700001, Tel: (033) (22485664) Fax : (033) (22430637)	9,35,500	9.36%
4	Scintilla Commercial & Credit Ltd. 12, Park Street, 9, Queens Mansion, Suit No.: 412, Kolkata-700016 Tel.: (033) (22485664) Fax: (033) (22430637)	4,58,800	4.59%
5	Weckon commerce Pvt. Ltd. 91, N.S. Road, 3 rd Floor, Kolkata- 700 001 Tel.: (033) (22432221) Fax.: (033) (22432221)	3,25,000	3.25%
6	Stick Synthetics Pvt. Ltd. 71, Canning Street, 1 st Floor, Kolkata-700001 Tel.: (033) (22352782) Fax.: (033) (22352782)	50,000	0.50%
7	Bhansali Vincom Pvt. Limited. 2, Lalbazar Street, 1 st Floor, Kolkata-700 001 Tel.: (033) (22432221) Fax.: (033) (22432221)	1,20,000	1.2%
8	Tekmin Trading Pvt. Ltd. 91, N.S. Road, 3 rd Floor, Kolkata-700 001 Tel.: (033) (22432221) Fax.: (033) (22432221)	1,30,000	1.3%
9	J.M. Textiles Private. Limited. 7, Swallow Lane, 3 rd Floor, Kolkata-700001 Tel.: (033) (22434076) Fax.: (033) (22434076)	30,000	0.30%
10	Kutumb Vyapaar Pvt. Limited. 2, Lalbazar Street, 1 st Floor, Kolkata-700 001 Tel.: (033) (22432221) Fax.: (033) (22432221)	50,000	0.5%
11	Lepid Securities Private. Ltd. Mercantile Building, 9/12, Lal Bazar Street, E Block, 2 nd Floor,	4,65,500	4.65%

	Kolkata-700001, Tel: (033) (22485664) Fax : (033) (22430637)		
	TOTAL	34,12,300	34.12%

- 2.1.3 As on date of this Public Announcement, the PACs are holding 14,80,000 equity shares of Rs.10/- each, representing 14.80% of the paid up/ voting capital of MCHL. However the Acquirers do not hold any shares in MCHL.
- 2.1.4 Assuming full acceptance of the offer, the post acquisition holding of the Acquirer in MCHL would be 68,92,420 Equity Shares representing 68.92 % of paid up and issued / voting capital of MCHL.
- 2.1.5 The Acquirers, PACs, sellers and the target company have not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the Securities and Exchange Board of India Act, 1992 or under any other regulations made under the Securities and Exchange Board of India Act, 1992.
- 2.1.6 Mr. Lalit Agarwal and Mr. Daulat Ram Aggarwal are already on the Board of Directors of MCHL. Through this acquisition, the Acquires along with PACs will control the management of the company and thereby will control the composition of the Board of Directors of MCHL.

2.2 Details of the proposed offer

- 2.2.1 The Public Announcement was made in the following newspapers, on 31-10-2003 in accordance with Regulation 15 of the Regulations:

Newspapers	Edition	Language
Financial Express	All	English
Jansatta	All	Hindi
Kalantar	All	Bengali

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

- 2.2.2 The Acquirers are making an offer to acquire 20,00,120 equity shares of Rs. 10/- each representing 20% of the paid up/ voting share capital of "MARDIA COMMERCIAL & HOLDINGS LIMITED" at a price of Rs. 11.00/- (Rupees Eleven only) per fully paid up equity share. The consideration against the shares accepted through this offer will be paid by Demand Drafts/Pay Orders only.
- 2.2.3 The Acquirer has not acquired any share of MCHL after the date of Public Announcement and upto the date of this Letter of Offer.

2.3 Object of the offer

- 2.3.1 The offer to the shareholders of MCHL is made in accordance with Regulation 10 & 12 of the Regulations.

2.3.2 The prime object of the offer is to acquire control and management of MCHL.

III. (i) Information on the Acquirers

(a) Mr. Lalit Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092, a Graduate in commerce has extensive experience of over 20 years in the field of finance, development of business plans and strategic planning. He started his career in 1983 by promoting Badopalnia Industries, manufacturer of LPG cylinders. Mr. Agarwal, presently heads finance and administration department of various companies namely Advance Steel Tubes Limited, Tirupati Structural Limited, Advance Steel Strips Private Limited and Advance Enterprises Private Limited. He is also acting as an advisor in Vishal Equity Services Private Limited, Advance Ispat India Limited and Advance High Tech Agro Products Private Limited. His net worth is Rs. 60,31,245/- (Rupees Sixty Lacs Thirty One Thousand Two Hundred and Forty Five only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s. Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.

Mr. Lalit Agarwal is the promoter and Whole-Time-Director of Advance Steel Tubes Limited, a company listed on CSE, Delhi Stock Exchange and Uttar Pradesh Stock Exchange. Besides, he is also the Promoter/Director of the following Companies:

- Advance Enterprises (P) Limited
- Advance High-Tech Agro Products (P) Limited
- Advance Ispat (India) Limited
- Advance Steel Strips (P) Limited
- Tirupati Structural Limited
- Vishal Equity Services (P) Limited

Mr. Lalit Agarwal is also a Director on the Board of MCHL, the Target Company.

(b) M/s Lalit Agarwal (H.U.F.) situated at B-16, Swasthya Vihar, Delhi- 110 092 was formed in 1998. The Karta of the H.U.F. is Mr. Lalit Agarwal. The main areas of operation of the H.U.F. include investment in shares and loan advancement. The Net Worth of the H.U.F. is Rs.19, 78,505/- (Rupees Nineteen Lacs Seventy Eight Thousand Five Hundred and Five only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.

(c) M/s Devraj Agarwal (H.U.F.) situated at B-16, Swasthya Vihar, Delhi- 110 092 was formed in 1976. The karta of the H.U.F. is Mr. Lalit Agarwal. The main areas of operation of the H.U.F. include investment in shares and loan advancement. The net worth of this H.U.F. is Rs.21,59,790/- (Rupees Twenty One Lacs Fifty Nine Thousand Seven Hundred Ninety only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.

- (d) Mrs. Shashi Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092 is a Graduate in Commerce. She is the Promoter/Director of Tirupati Structurals Limited. She is also engaged in the business of investment in shares and loan advancement. Her personal net worth is Rs.47,30,975/- (Rupees Forty Seven Lacs Thirty Thousand Nine Hundred Seventy Five only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (e) Ms. Kannu Priya Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092 is currently pursuing her Graduation from Delhi University. She is also engaged in investment business and advancement of loans. Her Personal Net Worth is Rs. 20,39,425/- (Rupees Twenty Lacs Thirty Nine Thousand Four Hundred Twenty Five only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (f) Ms. Himani Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092 is currently studying in 12th Standard. She through her guardian is engaged in investment business. Her Personal Net Worth is Rs.12,78,850/- (Rupees Twelve Lacs Seventy Eight Thousand Eight Hundred Fifty only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (g) Mr. Sadanand Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092 is currently studying in 7th Standard. Apart from above he through his guardian is also engaged in investment business. His personal net worth is Rs. 12,46,200/- (Rupees Twelve Lacs Forty Six Thousand Two Hundred only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (h) Among the Acquirers Mr. Lalit Kumar Agarwal is karta of M/s Lalit Agarwal (H.U.F.) and Devraj Agarwal (H.U.F.). Mrs. Shashi Agarwal is the wife of Mr. Lalit Agarwal and Mr. Lalit Agarwal is the father of Ms. Kannu Priya Agarwal, Ms. Himani Agarwal and Mr. Sadanand Agarwal.
- (i) The individual acquirers and PACs are part of the same family.

III. (ii) Information on Deemed Person(s) acting in concert (PACs)

- (a) Mr. Daulat Ram Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092, a graduate in commerce is managing a proprietorship concern named M/s Dhaniram Devraj & Sons for the last 30 years. Besides, he is a director in Advance Steel Tubes Ltd. and is acting in the advisory capacity. His personal net worth is Rs. 28,37,445/- (Rupees Twenty Eight Lacs Thirty Seven Thousand Four Hundred Forty Five Only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants,

Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.

Mr. Daulat Ram Agarwal is also on the board of MCHL, the Target Company and is heading the functions of strategic planning, finance functions and overall business plans.

- (b) Mrs. Laxmi Devi Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092, a house wife is also engaged in the business of investment in shares and loan advancement. Her personal net worth is Rs. 44,75,730/- (Rupees Forty Four Lacs Seventy Five Thousand Seven Hundred and Thirty Only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (c) Mr. Romil Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092, a graduate in Commerce is a whole time director and head of administration department in Advance Steel Strips (P) Limited, engaged in the business of manufacture and marketing of PVC pipes. Besides, he is also a Director in Vishal Equity Services (P) Limited and Sophia Exports Limited. His personal net worth is Rs. 31,16,595/- (Rupees Thirty One sixteen Thousand Five Hundred and Ninety Five Only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (d) Mrs. Shalini Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092, a house wife is also engaged in the business of investment in shares and loan advancement Her personal net worth is Rs. 43,14,930/- (Rupees Forty Three Lacs Fourteen Thousand Nine Hundred and Thirty Only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (e) M/s D.N. Agarwal (H.U.F.) situated at B-16, Swasthya Vihar, Delhi- 110 092 was formed in 1976. The karta of the H.U.F. is Mr. Lalit Agarwal. The main areas of operation of the H.U.F. include investment in shares and loan advancement. The net worth of this H.U.F. is Rs.26,68,380/- (Rupees Twenty Six Lacs Sixty Eight Thousand Three Hundred Eighty Only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (f) Ms. Meenu Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092, is engaged in the business of investment in shares and loan advancement. Her personal net worth is Rs. 38,79,035/- (Rupees Thirty Eight Lacs Seventy Nine Thousand Thirty Five Only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh, New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.

- (g) Ms. Sneha Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092, is a student and through her guardian is also engaged in the business of investment in shares and loan advancement. Her personal net worth is Rs. 17,30,175/- (Rupees Seventeen Lacs Thirty Thousand One Hundred Seventy Five Only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (h) Mr. Sanmukh Agarwal, R/o B-16, Swasthya Vihar, Delhi- 110 092 is currently studying in 8th Standard. He through his guardian is also engaged in investment business. His personal net worth is Rs. 30,36,910/- (Rupees Thirty Lacs Thirty Six Thousand Nine Hundred Ten Only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.
- (i) M/s Advance Ispat (India) Limited, having its registered office at 15/1, Asaf Ali Road, 3rd floor, New Delhi - 110 002 was incorporated on April 5, 1990 with the Registrar of Companies, Delhi & Haryana. The Company was promoted by Mr. D.N. Agarwal, Mr. Lalit Agarwal, Mr Devraj Agarwal, Mr S.C.Jain, Mr Ram Kishore Gupta, Mr Sunil Agarwal, and Mr Satya Prakash Goyal with the main object to carry on the business of manufacturing, dealing, exporting, importing of all varieties of steel, special steel, Carbon steel etc and these promoters are in control of the company as on date. There is no agreement entered into by Advance Ispat (India) Limited with other Acquires/PACs with regard to the offer/acquisition of shares in the Target Company.

The total paid up equity share capital of Advance Ispat (India) Limited as on the date of the Public Announcement is Rs. 2,45,70,000/- comprising 24,57,000 fully paid up equity shares of Rs. 10/- each.

The net worth of the company is Rs. 11,44,95,415/- (Rupees Eleven Crore Forty Four Lacs Ninety Five Thousand Four Hundred Fifteen Only) as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 03.09.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003.

Audited Financial Details-

Profit & Loss Statement-

(in Lacs)

Particulars	Year Ended 31.03. 2003	Year Ended 31.03.2002	Year Ended 31.03.2001
Income from Operations	1894.96	1329.50	1278.90
Other Income	148.17	116.11	24.76
Total Income	2043.14	1445.62	1303.66
Total Expenditure	1847.00	1274.80	1220.21

Profit Before Depreciation interest and Tax	196.14	168.05	83.44
Depreciation	4.75	2.59	2.77
Interest	13.16	0.76	5.92
Profit before Tax	178.22	164.70	74.76
Provision for Tax	.03	31.37	7.35
Profit After Tax	178.19	133.33	67.41
Balance Sheet Statement			
Particulars	Year Ended 31.03. 2003	Year Ended 31.03.2002	Year Ended 31.03.2001
Sources Of Funds			
Paid Up share Capital	245.70	245.70	245.70
Reserves and Surplus	845.17	674.50	541.19
Net Worth	1090.87	920.20	786.89
Secured Loans	10.25	62.53	92.93
Unsecured Loans	-	-	-
Total	1101.12	982.73	879.82
Uses Of Funds			
Net Fixed Assets	14.54	14.14	8.59
Investments	219.22	215.46	5.22
Net Current Assets	867.36	753.13	865.99
Total Misc Expenditure not Written Off	-	-	-
Total	1101.12	982.73	879.82
Dividend %	-	-	5%
EPS	7.25	5.43	2.74
Return on net Worth	16.34%	14.49%	8.56%
Book Value Per Share	44.40	37.45	32.03

*The certified Financial data from 1st April 2003 to the date of Public Announcement is not available.

Directors Of The Company-

Mr D.N.Agarwal: B-16 Swasthya Vihar Delhi-92
Mr Lalit Agarwal: B-16 Swasthya Vihar Delhi-92
Mr Ashish Agarwal: B-16 Swasthya Vihar Delhi-92

- (j) There has not been any formal agreement entered into by the Acquirer and PACs and the PACs do not directly form a part of this offer.
- (k) The Acquirers and PACs have complied with the provisions of Chapter II of the Regulations to the extent applicable.

IV. Information about the Target Company

- (a) MCHL having its Registered Office at 18 Armenian Street, Kolkata -700 007 was incorporated on 29.01.1990 with the Registrar of Companies, West Bengal as a private limited company. The same was converted into a public limited company vide a resolution passed in the General Meeting on 29.08.1994 and the fresh certificate of incorporation was received on 31.10.1994. MCHL was promoted by Mr. Virendra Kr. Goyal and Mrs. Saroj Devi Marda with the main object to carry on the business of investors, guarantors, under writers, lenders, financing industrial enterprises etc. The company was registered with the Calcutta Regional Office of RBI as a NBFC company on May 16, 1998. The company is presently engaged in capital market operations which means it is engaged in the activity of investment in shares and securities.
- (b) The company passed a resolution in an Extra-Ordinary General Meeting of the company on 21.02.2000 for preferential allotment of 70,00,000 equity shares of Rs. 10/- each pursuant to the provisions of Section 81(1A) of the Companies Act, 1956. As per documents related to said preferential issue:-
- "Preferential issue of 70,00,000 equity shares of Rs. 10/- each was made to a selected group of bodies corporate and individuals. These companies and individuals were strategic investors and in no way were connected with the existing promoters / persons having control over the company. The purpose of the issue was to augment the net worth of the company and to part finance the long term working capital requirements."
- (c) The total paid up equity share capital of MCHL as on the date of this Public Announcement is Rs.10, 00,06,000/- comprising 1,00,00,600 fully paid-up equity shares of Rs. 10/- each. None of the shares of the company are partly paid up.
- (d) The shares of MCHL are listed on CSE.
- (e) Based on the last available audited accounts, the total income (excluding loss from capital market operations and decrease in stock of units) and profit for the year ended on 31.03.2003 are Rs. 412.63lacs and Rs. 24.78 lacs respectively. As per the audited results for the year ended 31.03.2003, the paid up share capital is Rs. 1000.06 lacs and the net worth is Rs. 1106.25lacs. For the year ended 31.03.2003, the return on net worth is 2.24 %, book value per share is Rs. 11.05 and Earning per share is Rs. 0.248.

- 4.1 There are no convertible instruments (warrants/FCDs/PCDs), etc. in the MCHL.
- 4.2 Pursuant to the Notification of Reserve Bank of India No. DNBS. 133/CGM(OPA) -99 Dated November 15 , 1999, a public notice has been released on 31.10.2003.
- 4.2.1 There has been no default for non-payment of amount raised and there are no investors compliant against the Target Company.
- 4.3 The applicable provisions of Chapter II of the Regulations have not been timely complied with by MCHL and the sellers at stock exchanges as most of the compliance required to be made under Chapter II of the Regulations were filed under the SEBI Regularisation Scheme, 2000 only. However, no punitive actions has been taken by any of the Stock

Exchanges against any of them. MCHL has partially complied with the requirements under the Listing Agreement with the Stock Exchanges.

4.4 The Share Capital structure of “MCHL” is as under:

Fully paid up equity shares	1,00,00,600	100.00%
Partly paid up equity shares	Nil	NA
Total paid up equity shares	1,00,00,600	100.00%
Total voting rights in MCHL	1,00,00,600	100.00%

4.5 The composition of the Board of Directors of MCHL as on 30-09-2003 is as under:

Name	Date of appointment	Designation
Mr. V.K. Goyal	Since Incorporation	Director
Mr. Sarad Khatore	08.01.1999	Director
Mr. Vishnu Maskara	08.01.1999	Director
Mr. Lalit Agarwal	05.04.2000	Director
Mr. Daulat Ram Agarwal	16.09.2002	Managing Director

None of these directors will participate in this offer.

4.6 There has been no merger, de-merger or spin off in the MCHL in the last 3 years.

4.7 The Financial information of MCHL is as under:

Profit and Loss Statement	(Rs. in lacs)			
	31.03.2001 (Audited)	31.03.2002 (Audited)	31.03.2003 (Audited)	9 months ending 31.12.2003 (Unaudited)
Income from Investment in Shares and Securities	(33.26)	(3.83)	(27.82)	(.48)
Income From Sale of Investments				46.68
Interest(Gross)	50.39	60.09	64.08	46.95
Sale of Units	19.39	461.39	328.11	109.99
Increase in Stock of Units	-	318.51	(267.34)	334.50
Dividend	3.03	84.61	20.44	53.81
Total Income	39.55	920.77	117.47	591.45
Total Expenditure	30.93	835.83	84.88	495.95
Profit/Loss before depreciation, interest and tax	8.62	84.94	32.59	95.5
Depreciation	-	-	-	-
Interest	-	-	-	-
Profit/Loss before Tax	8.62	84.94	32.59	95.5
Provision for Tax	2.21	0.15	7.50	4.27
Adjustment of tax for earlier years	-	-	0.31	-
Profit /Loss After tax	6.41	84.79	24.78	91.23

Balance Sheet Statement as on	31.03.2001 (Audited)	31.03.2002 (Audited)	31.03.2003 (Audited)	9 months ending 31.12.2003 (Unaudited)
Sources of Funds				
Equity share capital	973.13	973.13	1000.06*	1000.06*
Reserve and surplus (excluding revaluation reserves)	6.96	91.75	109.88	201.12
Capital Reserve	NIL	NIL	NIL	NIL
Secured loans	NIL	NIL	NIL	NIL
Unsecured Loans	NIL	NIL	NIL	NIL
Total	980.09	1064.88	1109.94	1201.18
Uses of Funds				
Net fixed assets	NIL	NIL	NIL	NIL
Investments	NIL	NIL	315.00	NIL
Net Current assets	974.61	1060.30	791.25	1198.17
Miscellaneous expenditure not written off	5.48	4.58	3.68	3.01
P&L A/C (Debit balance)	NIL	NIL	NIL	NIL
Total	980.09	1064.88	1109.94	1201.18
Net Worth	974.61	1060.30	1106.26	1198.17

*The Increase in Share Capital as compared to the Previous year is due to realization of Calls-in arrears.

Other Financial Data	31.03.2001	31.03.2002	31.03.2003	9 months ending 31.12.2003 (Unaudited)
Dividend (%)	NIL	NIL	NIL	Nil
Earning per share (Rs.)	0.064	0.85	0.25	.91
Return on net worth (%)	0.66	7.99	2.24	7.59
Book value per share (Rs.)	9.75	10.60	11.06	11.98

4.8 Pre and Post Offer shareholding (assuming full acceptance of the offer) pattern of MCHL as on the date of the Public Announcement is detailed in the following table.

4.9 Pre and Post Offer shareholding pattern of the Target company is detailed in the following table.

Shareholders Category	Shareholding and Voting	Shares/Voting Rights	Shares/Voting rights to	Shareholding/ Voting Rights after

	Rights prior to agreement/acquisition and offer		agreed to be acquired which triggered off the regulations		be Acquired in open offer(assuming full acceptances)		the acquisition and offer	
	(A)		(B)		(C)		(A)+(B)+(C)	
	No.	%	No.	%	No.	%	No.	%
(1)Promoters Group								
(a)Parties To Agreement	13,94,300	13.94	(1394300)	(13.94)			Nil	Nil
b)Promoters other than (a) above	8,700	0.087					Nil	Nil
Total 1 (a+b)	14,03,000	14.03					Nil	Nil
(2)Acquirers and PACs								
(a)Main Acquirers								
i)Mr. Lalit Agarwal	0	0	4,87,472	4.87	2,85,732	2.86	7,73,204	7.73
ii)M/s Devraj Agarwal (HUF)	0	0	4,87,472	4.87	2,85,732	2.86	7,73,204	7.73
iii)M/s Lalit Agarwal (HUF)	0	0	4,87,472	4.87	2,85,732	2.86	7,73,204	7.73
iv)Ms Shashi Agarwal	0	0	4,87,471	4.87	2,85,731	2.86	7,73,202	7.73
v)Ms Kannu Priya Agarwal	0	0	4,87,471	4.87	2,85,731	2.86	7,73,202	7.73
vi)Ms Himani Agarwal	0	0	4,87,471	4.87	2,85,731	2.86	7,73,202	7.73
vii) Master Sadanand Agarwal	0	0	4,87,471	4.87	2,85,731	2.86	7,73,202	7.73
Total (a)	0	0	34,12,300	34.12	20,00,120	20.00	54,12,420	54.12

(b)PACs									
i) Mr Daulat Ram Agarwal	1,00,000	1.00	0	0	0	0	1,00,000	1.00	
ii)Mr Romil Agarwal	2,00,000	2.00	0	0	0	0	2,00,000	2.00	
iii)Ms Shalini Agarwal	1,50,000	1.50	0	0	0	0	1,50,000	1.50	
iv)Mrs Laxmi Devi Agarwal	75,000	.75	0	0	0	0	75,000	.75	
v)Ms Meenu Agarwal	50,000	.50	0	0	0	0	50,000	.50	
vi)Ms Sneha Agarwal	1,25,000	1.25	0	0	0	0	1,25,000	1.25	
vii)M/S D.N.Agarwal (HUF)	1,25,000	1.25	0	0	0	0	1,25,000	1.25	
viii)Master Sanmukh Agarwal	1,50,000	1.50	0	0	0	0	1,50,000	1.50	
ix)M/S Advance Ispat Limited	5,05,000	5.05	0	0	0	0	5,05,000	5.05	
Total (b)	14,80,000	14.80	0	0	0	0	14,80,000	14.80	
Total (a)+ (b)	14,80,000	14.80	34,12,300	34.12	20,00,120	20.00	6892420	68.92	
(3)Parties to the agreement other than (1)(a)&(2)	20,18,000	20.18	(2018000)	(20.18)			Nil	Nil	
(4) Public (other than parties to Agreement & Acquirer)									
(a) FIs/MFs/FiIs/Banks, SFIs									
Total(a)	Nil	Nil					Nil	Nil	

(b) Others (Private Corporate Bodies, Indian Public,NR Is/OCBs) Total(b)	50,99,600	50.99					31,08,180	31.08
Total 4 (a)+ (b)	50,99,600	50.99					31,08,180	31.08
Grand Total (1+2+3+4)	10000600	100	3412300	34.12	2000120	20	1,00,00,600	100

*** Post Acquisition, the 8,700 shares have been considered as part of Public Category.**

Total number of shareholders in the public category are 406.

The Acquirer has not acquired any share of MCHL after the date of Public Announcement and upto the date of this Letter of Offer.

V. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 Justification of offer price

5.1.1 The shares of MCHL are listed / permitted to trade on CSE.

5.1.2 The annualised trading turnover of the shares of the Target Company on the Stock Exchanges is as under:

5.1.3

Name of the Stock Exchange	Total no. of shares traded during the 6 calendar months prior to the month in which Public Announcement is made	Total no. of listed shares	Annualised trading turnover (in terms of % to total listed shares)
Calcutta Stock Exchange	1,60,000	1,00,00,600	3.2%

5.1.4 Since the shares of the MCHL are infrequently traded in terms of Regulation 20(5) of the regulations on all the stock exchanges, the offer price under Regulation 20(5) can be determined as under:

a) The negotiated price under the Agreement in Regulation 14 (i) Rs. 2/-

b) Highest price paid by the Acquirer for acquisition, if any, Rs. 2/-

including by way of allotment in a public issue or rights or preferential issue during the 26 weeks prior to the public announcement,

- c) Other parameters including the return on net worth, book value, earning per share etc. of the shares of the Target Company

Return on net worth as on 31-03-2003	2.24%
Book value per share as on 31-03-2003	Rs. 11.06/-
Earning per share as on 31-03-2003	Rs.0.25
PE Ratio - 31-03-2003	Nil

The highest of the prices under Regulation 20(5) comes out to be Rs.11 /- only.

5.1.5 Since the highest price in terms of the Regulations on the basis of realisable book value comes out to be Rs. 11.06/-, the offer price of Rs. 11/- for every fully paid share is justified in terms of Regulation 20(11) of the Regulations.

5.1.6 The acquirer has not entered into any non-compete agreement.

5.1.7 If the Acquirer acquires shares of MCHL from the date of Public Announcement upto seven working days prior to the closure of the offer i.e 20.05.2004 at a price higher than the offer price, then the Acquirer shall pay highest price paid by them for such acquisition for all the shares tendered any time during the offer period and accepted under the offer.

5.2 Financial arrangements

5.2.1 The Acquirers have made firm financial arrangements from own resources to meet the obligation under the offer in full. As per the Net Worth Certificates of Acquirers and PAC's as on 30.10.2003, duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003, there are adequate liquid funds to finance the purchase of all the shares for which the present offer is being made.

5.2.2 The total fund requirements for the acquisition of 20,00,120 equity shares at the offer price of Rs. 11.00/- is Rs. 2,20,01,320/- (Rupees two crores twenty lacs one thousand three hundred and twenty only). In accordance with Regulation 28 of the Regulations, the Acquirers have opened an escrow account by way of cash deposit in Bank of Baroda, East of Kailash Branch, New Delhi-110 065 of Rs. 55,10,000/- (Rupees fifty five lacs ten thousand only) being more than 25% of the total consideration payable to shareholders under the offer. Further, the Acquirers have given cheques worth Rs. 1,44,91,200 (Rs. one crore forty four lacs ninety one thousand and two hundred only) favoring "**CCAP-MCHL Acquisition Escrow A/c**" being balance money payable under the offer besides Rs. 55,10,000/- as has been deposited with the Escrow Account.

- 5.2.3 The Acquirers have authorized CCIL, Manager to the Offer to operate and realize the value of the Escrow Account in terms of the Regulations.
- 5.2.4 The Manager to the Offer has satisfied itself about the Acquirer's (alongwith PAC's) ability to implement the offer in accordance with the Regulations.

VI. TERMS AND CONDITIONS OF THE OFFER

6.1 Applications which are complete in all respect and which reach the Manager to the Offer on or before the date of closure of offer i.e. 1-06-2004 would be approved and the shares so offered would be accepted by the Acquirer free from all lien, charges, encumbrances along with all the rights attached to the shares like the right to all dividends, bonus and right shares and all other rights as are attached to such acquired shares.

6.2 Eligibility for accepting the offer:

6.2.1 The offer is open to all the shareholders (except the Acquirers, PACs and parties to Acquisition Agreement dated 30-10-2003) whose names appear in the register of shareholders, at the close of business hours as on 28-11-2003 'the specified date' and also to those persons (except the Acquirer and parties to Acquisition Agreement dated 31-10-2003) who own the shares any time prior to the closure of the offer, but are not registered shareholder(s).

6.2.2 To the best of Acquirer's knowledge there are no other statutory approvals required as on date hereof, to acquire the shares tendered pursuant to this offer. The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of offer.

6.2.3 In case of inability of the Acquirer to make payment within 30days from the closure of the offer in respect of the acquisition of shares tendered in the offer by the Non-resident shareholders due to the non-receipt of approval from RBI under FEMA, 1999, SEBI has a power to grant extension of time to Acquirer for payment of consideration to shareholders subject to Acquirer agreeing to pay interest as directed by SEBI.

6.2.4 In case the Acquirer fails to obtain the requisite statutory approval in time on account of wilful default or neglect or inaction or non-actions, then actions in terms of regulation 22(13) will be initiated.

6.2.5 The shares of MCHL are not subject to lock in.

VII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

7.1 The shareholders/ beneficial owners/ unregistered owners of shares of MCHL are eligible to participate in the offer by sending the documents mentioned below either by Registered Post, Courier or Hand Delivery to the Manager to the Offer viz.: Chartered Capital And Investment Limited 13, Community Centre, East of Kailash, New Delhi-110 065 Tel: (011) 26218274, 26419079 Fax: (011) 26219491 Email: ccapdelhi@indiatimes.com (between 10:00 a.m. to 5:00 p.m. on all working days), on or before the date of closure of the Offer

i.e. 01.06.2004 in accordance with the instructions specified in the Letter of Offer & Application Form. The Contact person is Mr. Debasis Panigrahi & Mr. Akshat V. Pande.

7.2 Eligible persons to the offer may also download a copy of Form of Acceptance cum Acknowledgement, which is available on SEBI's website at <http://www.sebi.gov.in> and can apply for the offer in such downloaded form.

7.3 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by the Acquirer, such shares shall be accepted on a proportional basis. The acquirer, in consultation with the merchant banker, will take care to ensure that the basis of acceptance is decided on a fair and equitable basis.

7.4 The marketable lot will be 1 share.

7.5 Documents to be enclosed:

In case of Registered shareholders:

- Form of Acceptance duly signed and complete in all respect in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- Original Share Certificate(s)
- Shares transfer deed(s), complete in all respect and duly signed by all the registered Shareholders. In case of joint shareholding, the deed is to be signed in the same order and as per the specimen signature registered with MCHL, duly witnessed at the appropriate place. Find enclosed along with this Letter of Offer a blank share transfer deed to be utilised for this purpose.

In case of Unregistered Owners

- Plain paper stating the Name, Address, No. of shares held, No. of shares offered, Distinctive Nos., Folio No.
- Original Share Certificate(s).
- Valid Share Transfer form(s) as received from market. The details of buyer should be left blank, if the details of buyer are filled in, the tender will not be valid under the Offer. All other requirements for valid transfer will be a precondition for valid acceptance.
- Original contract note issued by the broker through whom they have acquired their shares.

7.6 Note that the unregistered shareholders, if they so desire, may apply on the Form of Acceptances obtained from SEBI's website www.sebi.gov.in.

7.7 Also note that no indemnity is required from unregistered shareholders.

- 7.8 All the documents mentioned above should be sent only to the Manager to the Offer and not to be sent to the Acquirers or MCHL.
- 7.9 Eligible persons to the offer may also download a copy of Form of Acceptance, which is available on SEBI's website at www.sebi.gov.in and can apply for the offer in such downloaded form.
- 7.10 In the event of non-receipt of Letter of Offer, the shareholders may send application on plain paper stating the Name, Address, No. of shares held, No. of shares offered under the offer, Distinctive Nos., Folio No. along with all documents as mentioned above, so as to reach the Manager to the Offer on or before the date of closure of the offer i.e. 01.06.2004.
- 7.11 In case of beneficial owners (those shareholders who hold shares in dematerialised form) may send the application in writing to the Manager to the Offer on a plain paper stating the Name, Address, No. of shares held, No. of shares offered under the offer so as reach the Manager to the Offer on or before the closure of the Offer i.e. 01-06-2004.
- 7.12 The Manager to the Offer will hold in trust the share certificate(s), shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, delivery instruction slip(s) and the transfer deed(s), till the Acquirer completes his offer obligations in terms of the Regulations.
- 7.13 Applications which are complete in all respect and which reach the Manager to the Offer on or before the date of closure of the Offer i.e. 01.06.2004 would be approved and accepted by the Acquirer. The payment of consideration for the applications so accepted will be made by crossed account payee cheque /demand draft/ pay order. The intimation regarding acceptance of applications and payment of consideration will be dispatched to the shareholders by registered post at the shareholders' sole risk. In case of joint holder(s), the cheques / demand draft will be drawn in the name of the first holder and in case of unregistered owners of shares the consideration will be paid to the person whose name is stated in the contract note.
- 7.14 The Acquirer shall complete all procedures relating to the Offer latest by 15.06.2004 Where the Acquirer is unable to make the payment to the shareholders who have accepted the offer before the period of 30 days due to non receipt of requisite statutory approvals, SEBI may, if satisfied that the non receipt of statutory approvals was not due to any wilful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders for delay beyond 30 days, as may be specified by SEBI from time to time.
- 7.15 In the event of non-acceptance of any application, all the documents as forwarded to the Manager to the Offer will be sent back to the shareholder by Registered post at shareholders' sole risk. In case of shares held in dematerialised form, to the extent not accepted will be credited back to the beneficiary account with the respective DP as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

- 7.16 Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement / Letter of offer, can withdraw the same upto three working days prior to the date of the closure of the offer.
- 7.17 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosed with the letter of offer so as to reach Manager to the Offer on or before the last date for withdrawal of application i.e.26-05-2004.
- 7.18 In case of non-receipt of withdrawal form for physical shares, the withdrawal option can be exercised by making an application on plain paper stating name, address, folio no., distinctive no., no. of shares tendered in the offer and no. of shares withdrawn and the date of the transaction so as to reach Manager to the Offer on or before the last date for withdrawal of application i.e. 26-05-2004.
- 7.19 In case of withdrawal of application, all the documents forwarded to Manager to the Offer will be sent back to the shareholder by Registered post at shareholders' sole risk.

VIII. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the Registered office of the " MCHL " from 10.30 a.m. to 5.00 p.m. on any working day, except Sundays and Holidays until the closure of the Offer.

- Certificate of incorporation, Memorandum of Association and Articles of Association of all Acquirer/PACs companies **of MCHL**
- Copy of Net worth certificates as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003 certifying net worth of Acquirers and PAC's.
- Certificate as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003 certifying the adequacy of financial resources with Acquirer to fulfil the obligations arising pursuant to the offer.
- Annual Reports of MCHL for the Financial Years ended on 31.03.2001, 31.03.2002, and 31.03.2003 and Certified Accounts of 31.12.2003.
- Certificate issued by as on 31.10.2003 duly certified by Ms. Praveen Gupta (Membership No. 93403) of M/s Mamraj & Co., Chartered Accountants, Apartment No. 301 & 302, 10159, Padam Singh Road, Karol Bagh New Delhi-05, Tel: (011) (25748441) vide her certificate dated 10.12.2003 certifying the realisable book value as on 10.12.2003 of the share of the target company, MCHL.
- Letter of The Bank of Baroda, East of Kailash, New Delhi confirming that the amount kept in Escrow Account marked in favour of Manager to offer viz. Chartered Capital and Investment Limited and has been empowered to operate it.

- Copy of Share purchase Agreement dated 30-10-2003.
- Copy of Public Announcement dated 31-10-2003.
- A copy of letter from Securities and Exchange Board of India in terms of proviso to regulation 18(2) dated 19th April ,2004.

IX. DECLARATION BY THE ACQUIRERS

The Acquirers accept full responsibility for the information contained in this Letter of Offer.

Each of the Acquirers would be severally and jointly responsible for ensuring compliance with the Regulations.

Chartered Capital and Investment Limited ensures that Mr. Lalit Aggarwal is duly and legally authorised by the Acquirers to sign this Letter of Offer.

For and on behalf of all Acquirers

**Sd/-
Lalit Aggarwal**

Place: New Delhi

Date: 27.04.2004

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form with enclosures to the Manager to the offer at their Address given overleaf)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,
Chartered Capital And Investment Limited
13, Community Centre,
East of Kailash,
New Delhi-110 065

Dear Sir,

Sub: Open offer by the Acquirer to acquire 20,00,120 fully paid up Equity Shares of MARDA COMMERCIAL & HOLDINGS LIMITED representing 20% of its paid up / voting share capital at an offer price of Rs. 11.00/- (Rupees eleven only) per fully paid up equity share payable in cash.

I/We refer to the Letter of Offer dated 29.04.2004 for acquiring the equity shares held by me/us in MARDA COMMERCIAL & HOLDINGS LIMITED.

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

For shares held in Physical Form

I/We, hold the following shares and accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares:

Total No. of shares offered_____ No. of share certificate(s) attached _____ Ledger Folio No. _____

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

Note: An additional Sheet duly signed and authenticated may be used in case of insufficient space above.

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by Chartered Capital And Investment Limited, until the time the Acquirer pay the purchase consideration as mentioned in the Letter of Offer.

I/We note and understand that the shares would lie in the said special depository account until the Acquirer make payment of the purchase consideration as mentioned in the Letter of Offer.

I/We confirm that the equity shares of MARDA COMMERCIAL & HOLDINGS 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 also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

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, equity share certificate(s) in respect of which the offer is not found valid/not accepted, specifying the reasons thereof.

I/We authorize the Manager to the Offer, to send by registered post the draft/ cheque, in settlement of the amount to the sole/first holder at the address mentioned below.

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

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

Yours faithfully,

	Full name (s) of the holder	Signature
First/Sole Shareholder		
Joint Shareholder 2		
Joint Shareholder 3		

Address: _____

Note: In case of joint holdings all must sign. In case of a body corporate, stamp of the Company and its common seal must be affixed and necessary Board/General Meeting resolution and specimen signatures duly attested should also be attached.

Place :

Date:

So as to avoid fraudulent encashment in transit, the shareholder(s) are requested to provide details of bank account of the first/sole shareholder and the consideration cheque / demand draft will be drawn accordingly.

Name of the Bank (specify Branch) _____ Account Number _____
Savings/Current/Others (please specify) _____.

-----Tear along this line -----
Acknowledgement slip for equity shares of MARDA COMMERCIAL & HOLDINGS LIMITED in terms of Letter of Offer dated _____.

Received from Mr./Ms/M/s. _____ the Form of Acceptance cum Acknowledgement

-Physical Shares _____ Number of Certificates enclosed ____ Folio No _____.

Certificate Numbers _____ Total number of shares enclosed _____

Stamp of Manager to the Offer

Signature of Official

Date of Receipt _____

Note: All future correspondence, if any, should be addressed to: Chartered Capital And Investment Limited, 13, Community Centre, East of Kailash, New Delhi-110 065 Tel: (011) 26218274, 26419079 Fax: (011) 26219491 Email: ccapdelhi@indiatimes.com Contact Person: Mr. M.K. Doogar

FORM OF WITHDRAWAL

(Please send this Form to the Manager to the offer at their Address given overleaf)

Chartered Capital And Investment Limited

13, Community Centre,
East of Kailash,
New Delhi-110 065
Tel:(011) 26218274, 26419079
Fax: (011) 26219491
Email: ccapdelhi@indiatimes.com

Dear Sir,

Sub: Open offer by the Acquirer to acquire 20,00,120 fully paid up Equity Shares of MARDA COMMERCIAL & HOLDINGS LIMITED representing 20% of its paid up /

voting share capital at an offer price of Rs. 11.00/- (Rupees eleven only) per fully paid up equity share payable in cash.

I/We refer to the Letter of Offer dated 12-11-2003 for acquiring the equity shares held by me/us in MARDA COMMERCIAL & HOLDINGS LIMITED.

I/We, the undersigned have read the Letter of Offer and understood its contents and the terms and conditions (including the option to withdraw acceptance tendered upto three working days prior to the date of closure of the offer) as mentioned therein.

For shares held in Physical Form

I/We, had tendered the following shares held by me/us in MARDA COMMERCIAL & HOLDINGS LIMITED, vide the Form of Acceptance cum Acknowledgement dated _____ under the offer alongwith all the necessary enclosures:

Total No. of shares offered _____ No. of share certificate(s) attached with the application _____
 Ledger Folio No. _____

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

Note: An additional Sheet duly signed and authenticated may be used in case of insufficient space above.

I/We hereby in terms of the option given to me/us wish to withdraw _____ shares as tendered by me/us under the Offer and hereby request you to return the original share certificate(s) and share transfer deed(s) held by you in trust for me/us for the said number of shares withdrawn by me.

I/We further authorise you to return to me/us original share certificate(s) and share transfer deed(s)/ delivery instruction slip by registered post at my/ our risk.

I/We also note and understand that the Acquirer will not pay the purchase consideration for the said number of shares withdrawn by me/ us.

Yours faithfully,

	Full name (s) of the holder	Signature
First/Sole Shareholder		
Joint Shareholder 2		

Joint Shareholder 3		
---------------------	--	--

Address: _____

Note: In case of joint holdings all must sign. In case of a body corporate, stamp of the Company and its common seal must be affixed and necessary Board/General Meeting resolution and specimen signatures duly attested should also be attached.

Place:

Date:

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

Acknowledgement slip for equity shares of MARDA COMMERCIAL & HOLDINGS LIMITED in terms of Letter of Offer dated _____.

Received from Mr./Ms/M/s. _____ the Form of Acceptance cum Acknowledgement

-*Physical Shares _____ Number of Certificates enclosed ____ Folio No _____.

Certificate Numbers _____ Total number of shares enclosed _____

Stamp of Manager to the Offer

Signature of Official

Date of Receipt _____

Note: All future correspondence, if any, should be addressed to: Chartered Capital And Investment Limited, 13, Community Centre, East of Kailash, New Delhi-110 065 Tel: (011) 26218274, 26419079 Fax: (011) 26219491 Email: ccapdelhi@indiatimes.com Contact Person: Mr. M.K. Doogar