LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Letter of Offer is sent to you as a shareholder(s) of Shree Om Trades Limited (SOTL). If you require any clarification(s) about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer/ Registrar to the Offer. In case you have sold your Shares in SOTL, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the purchaser of the Equity Shares or the Member of Stock Exchange through whom the sale was effected.

CASH OFFER

Pursuant to Regulations 10 and 12 and applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("the Regulations").

BY

Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani
(hereinafter collectively referred as "Acquirers")
(both residing at B-430, New Friends Colony, New Delhi – 110065 .
Tel no: 011 26328350; Fax No: 011 23782806)

TO THE EXISTING SHAREHOLDERS OF SHREE OM TRADES LIMITED
(hereinafter referred as "SOTL" or the "Company" or "Target Company")
(Registered Office: 347-A, Panchratna, M.P. Marg, Opera house, Mumbai – 400 004.
Ph. No: 022 40301000; Fax No: 022 23634554)

TO ACQUIRE

49,800 (Forty Nine Thousand and Eight Hundred only) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each, representing in aggregate 20% of the Issued, Subscribed, Paid up and Voting Equity Share Capital for cash, at a price of Rs.24 (Rupees Twenty Four only) per fully paid-up Equity Share.

Notes:

1. The Offer is being made by the Acquirers pursuant to Regulations 10 and 12 of the Regulations for the purpose of substantial acquisition of Shares and voting rights of the Target Company accompanied with change in control and management of Company consequent to the acquisition of total holding of the existing promoters by the Acquirers.
2. As on the date of this Letter of Offer, no approvals are required, to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.
3. **Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement /Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the Offer i.e. can withdraw on or before Friday, March 12, 2010.**
4. The Acquirers are permitted to revise the Offer Price of Equity Shares/ number of Equity Shares upward , such upward revision, will be made in accordance with Regulation 26 of the Regulations not later than Monday, March 8, 2010 i.e. 7 (seven) working days prior to the offer closing date. If the Offer Price is revised upward, such revised price will be payable to all the shareholders who have accepted this Offer and submitted their shares at any time during the period between the offer opening date and the offer closing date to the extent their shares have been verified and accepted by the Acquirers. Any such upward revision will be announced in the same newspapers in which the Public Announcement has appeared.
5. This Offer is not conditional to any minimum level of acceptance.
6. There has been no revision of Offer price, till the date of this Letter of Offer.
7. This is not a competitive bid.
8. **If there is a competitive bid :**
   - **The public offers under all the subsisting bids shall close on the same date.**
   - **As the offer price cannot be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**
9. **As the offer price cannot be revised during seven working days prior to the closing date of the Offer, 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.**
10. The Acquirers reserve the right to withdraw the Offer in terms of Regulation 27 of the Regulations. In the event of such withdrawal, the same would be notified by way of a Public Announcement in the same newspapers where the Public Announcement appeared. There has been no revision of Offer price, till the date of this Letter of Offer.
11. A copy of the Public Announcement and the Letter of Offer (including Form of Acceptance-cum- Acknowledgement and Form of Withdrawal) are also available on SEBI's website: www.sebi.gov.in. from the date of opening of the Offer i.e. Friday, February 26, 2010. All correspondences may be addressed to the Manager to the Offer/Registrar to the Offer at the address given below.
12. The Registration of all the Intermediaries associated with the Offer, viz. Arihant Capital Markets Limited, Manager to the Offer and M/s Sharex Dynamic (India) Private Limited, Registrar to the Offer are valid and no action has been initiated by SEBI or any other regulatory authority against them.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
ARIHANT CAPITAL MARKETS LIMITED **Merchant Banking Division** 3rd Floor, Krishna Bhavan, 67, Nehru Road, Vile Parle (East), Mumbai – 400 057 Tel No: 022 4225 4800/858 Fax No. 022 4225 4880 Email: sheela.c@arihantcapital.com Contact person: Ms. Sheela Chhatwani SEBI Registration No.: INM000011070	**SHAREX DYNAMIC (INDIA) PRIVATE LIMITED** Unit-1, Luthra Ind. Premises, M Vasanji Marg, Andheri-Kurla Rd., Safed Pool, Andheri (East), Mumbai 400072 Tel No.: 022 28515606/5644 Fax No.: 022 2851288 E mail: sharexindia@vsnl.com Contact Person : Mr. B S Baliga SEBI Registration No.: INR000002102

OFFER OPENS ON: FEBRUARY 26, 2010	OFFER CLOSES ON: MARCH 17, 2010

The Schedule of activities is as follows:

Activity	Day and Date
Public Announcement	Saturday, January 2, 2010
Specified date (for the purpose of determining the name of shareholders to whom Letter of Offer would be sent)	Friday, January 22, 2010
Last date for a competitive bid	Saturday, January 23, 2010
Last Date by which Letter of Offer will be dispatched to the Shareholders of SOTL	Tuesday, February 16, 2010
Date of Opening the Offer	Friday, February 26, 2010
Last date for revising the Offer Price / number of shares	Monday, March 8, 2010
Last date for withdrawal of acceptance form by the shareholders of SOTL	Friday, March 12, 2010
Date of Closing the offer	Wednesday, March 17, 2010
Date of communicating acceptance/ rejection and payment of consideration for accepted Shares and / or return of Share/ Share Certificate for applications rejected.	Wednesday, March 31, 2010

Note: Duly signed application and transfer deed(s) together with share certificate(s) should be dispatched by Registered Post / Courier or hand delivered to the Registrar to the Offer at above address to reach not later than 4.00 p.m. on Wednesday, March 17, 2010.

RISK FACTORS

Risk Factors relating to the transaction

1. The Acquirers propose to take control of the Target Company. The likely changes in the management/taking control by the Acquirers shall be subject to compliance of the provisions of the Regulations.
2. In the event that either (a) a statutory and regulatory approval, if any, is not received in a timely manner, (b) there is a litigation, if any, leading to a stay of the offer, or (c) SEBI instructing the Acquirers not to proceed with the Offer, the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of SOTL whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirers may be delayed. In case of delay, due to non receipt of statutory approvals, as per the Regulation 22(12) of the Regulations, SEBI may, if satisfied that the non – receipt of approvals was not due to willful default or negligence or failure to diligently pursue on the part of the Acquirers, grant an extension for the purpose of the completion of the Offer subject to the Acquirers paying interest to the shareholders, as may be specified by SEBI.
3. Further, shareholders should note that after the last date of withdrawal i.e. Friday, March 12, 2010, Shareholders who have lodged their acceptances would not be able to withdraw them even if the acceptance of shares under the Offer and dispatch of consideration gets delayed. The tendered Shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders, the payment of consideration and other Offer obligations are completed.
4. The Share Purchase Agreement ("SPA") dated December 30, 2009 contains a clause to the effect that the SPA is subject to the provisions of the Regulations and in case of non-compliance of any provisions of the Regulations by the Acquirers or the Sellers, the SPA shall not be acted upon by the parties.
5. The transaction is subject to completion risks as would be applicable to similar transactions.

Risk Factors relating to the proposed Offer

1. If the aggregate of valid responses exceeds the Offer size, then the Acquirers will accept the valid applications on a proportionate basis in accordance with Regulation 21(6) of the Regulations, in such a way that the acquisition from a Shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company's share is 50 shares.
2. Assuming full acceptance of this Offer, the post Offer holding of the Acquirers shall be 75.22% of the paid up and voting Capital.
3. The 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 Shares. During such period there may

be fluctuations in the market price of the Shares. The Acquirers make no assurance with respect to the market price of the Shares both during the Offer period and after completion of the Offer and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

Probable risks involved in associating with the Acquirers

1. Association of the Acquirers with SOTL/taking control of SOTL by the Acquirers does not warrant any assurance with respect to the future financial performance of SOTL.
2. Among the companies/ventures promoted by the Acquirers the following have incurred losses in the last three years and/or subsequent periods (as certified by the Statutory Auditors).

Sr. No	Name of Company	Losses for the year/period
1.	Somani Kuttner India Private Limited	Year ended 31/3/2008
2.	Meena Properties Private Limited	Year ended 31/3/2007, 31/3/2008 & period ended 30/09/2009
3.	Indo Russian International Private Limited	Year ended 31/3/2007
4.	Indo Education Private Limited	Year ended 31/3/2007 & period ended 30/09/2009
5.	Indo Mercuria International Private Limited	Period ended 31/3/2009
6.	Indo Powertech Limited	Period ended 31/3/2007 & Year ended 31/3/2008 & 31/3/2009
7.	Northern Realtors Private Limited	Year ended 31/3/2007, 31/3/2008 & 31/3/2009 & period ended 30/09/2009
8.	Saatvik Housing Private Limited	Year ended 31/3/2007, 31/3/2008 & 31/3/2009 & period ended 30/09/2009

3. Post this Offer the Acquirers will have significant equity ownership and control over the Target Company pursuant to Regulations 10 and 12 of Regulations. The Acquirers have no prior experience in business areas of SOTL.
4. The Acquirers also make no assurances with respect to its investment/ divestment decisions relating to its proposed shareholding in the Target Company.

The indicative risk factors set forth above are in relation to the Offer and not in relation to the present or future business or operations of SOTL or any 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 or in associating with the Acquirers. The Shareholders of SOTL are advised to consult their stock broker or investment consultant or tax advisor, if any, for further risks with respect to their participation in the Offer.

TABLE OF CONTENTS

DEFINITIONS/ABBREVIATIONS

The following definitions apply through this document, unless the context requires otherwise:

1.	Acquirers	Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani together, who are offering to acquire Shares through this Offer
2.	Book Value	Book Value of each Equity Share as on the date referred to calculated as follows: [Share Capital + Reserves (Net of revaluation reserves)-(Miscellaneous expenses to the extent not written off-Accumulated losses)]/Number of shares
3.	BSE	The Bombay Stock Exchange Limited , Mumbai
4.	Eligible Person(s) for the Offer	All owners (registered or unregistered) of Shares of Target Company (other than the Acquirers and the Sellers) anytime before the closure of the Offer
5.	EPS	Earnings per Equity Share
6.	FIIs	Foreign Institutional Investors
7.	FIs	Financial Institutions
8.	FOA/Form of Acceptance	Form Of Acceptance Cum Acknowledgement
9.	Form of Withdrawal / FOW	Form of Withdrawal accompanying this Letter of Offer
10.	Letter of Offer / LOO/LOF	This Letter of Offer dated February 8, 2010
11.	Maximum Consideration	Total consideration payable by the Acquirers under this Offer assuming full acceptance by Eligible Person(s) for the Offer, amounting to Rs.11,95,200/-
12.	Merchant Banker/ Manager to the Offer	Arihant Capital Markets Limited
13.	NAV	Net Asset Value per Equity Share
14.	NRI(s)	Non Resident Indians and persons of Indian origin residing abroad
15.	Offer	Open Offer being made by the Acquirers for acquisition of 49,800 (Forty Nine Thousand Eight hundred) Equity Shares to the public shareholders, representing 20% of the voting capital of the Target Company at the Offer Price payable in cash. Cash offer being made by the Acquirers to the Shareholders of the Target Company
16.	PA/ Public Announcement	Announcement of this Offer made on behalf of the Acquirers to the Shareholders of the Target Company published on Saturday, January 2, 2010 which appeared in all editions of Financial Express, all editions of Jansatta, Mumbai edition of Navshakti
17.	PACs	Persons Acting in Concert with the Acquirers; in this case none
18.	PAT	Profit after Tax

19.	Persons eligible to participate in the Offer	All Equity Shareholders of the Target Company, other than the Acquirers & sellers.
20.	Persons not eligible to participate in the Offer	Parties to the Share Purchase Agreement
21.	RBI	Reserve Bank of India
22.	Registrar to the Offer	Sharex Dynamic (India) Private Limited the Registrar appointed by the Acquirers, having its registered office at 17/B, Dena Bank Building, 2nd Floor, Horniman Circle Fort, Mumbai – 400 001
23.	Regulations/Takeover Regulations/ SEBI(SAST) Regulations	SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 as amended till date
24.	RNW	Return on Net Worth
25.	RoC	Registrar of Companies
26.	SEBI	Securities and Exchange Board of India
27.	"Sellers"	The existing Promoters of the Target Company viz. Mr. Gautam Mehta and Mr. Jaimin Mehta
28.	Shareholders	Shareholders of the Target Company
29.	SPA	The Share Purchase Agreement dated December 30, 2009, entered into by the Acquirers with the Sellers, for purchase of 1,00,400 Shares of the Target Company from the Sellers
30.	Total paid-up Capital / Equity Capital of the Target Company / SOTL	Consisting of 2,49,000 (Two Lacs Forty Nine Thousand) fully paid up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Target Company as on the date of Public Announcement.
31.	SOTL/Target Company/ the Company/Shree Om	Company whose Equity Shares are proposed to be acquired viz. Shree Om Trades Limited.

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the SEBI Takeover Regulations.

1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA (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 SHREE OM TRADES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S), PACs OR THE COMPANY 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 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 THE ACQUIRER(S) DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER M/S. ARIHANT CAPITAL MARKETS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 11, 2010 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND

SUBSEQUENT AMENDMENT (S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

2. DETAILS OF THE OFFER

2.1 Background of the Offer

A. This offer, to acquire 49,800 fully paid-up equity shares of Rs.10 each representing 20% of the fully paid-up equity share capital of SOTL, is being made in terms of Regulation 10 and 12 of Regulations for the purpose of substantial acquisition of Equity Shares and voting rights of SOTL accompanied with the change in control and management as the aggregate equity stake of the Acquirers in the paid up equity share capital of SOTL will be more than the stipulated threshold of 15% consequent to the acquisition.

B. Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani both residing at B-430, New Friends Colony, New Delhi – 110065 (Tel no: 011 26328350; Fax No: 011 23782806) (hereinafter collectively referred to as "the Acquirers") are the Acquirers.

C. As on the date of the PA, Mr. Tarun Kumar Somani, one of the Acquirers holds 37100 equity shares / voting rights in the Target Company, constituting 14.90% of the paid up and voting share capital. These shares have been acquired on 10/12/2009 on a spot delivery contract basis at a price of Rs.23/- per share in cash from Mr. Jaimin Mehta, one of the Promoters of the Target Company. The Acquirer has complied with reporting requirements of Regulation 7(1) of the Regulations for the acquisition made.

D. The Acquirers have entered into an SPA on December 30, 2009, with the existing promoters of SOTL, (1) Mr. Gautam Mehta, s/o Mr. Gordhandas Mehta, aged 58 years and (2) Mr. Jaimin Mehta s/o Mr. Gautam Mehta, aged 28 years, both residing at 52, Marble Arch, Peddar Road, Mumbai – 400 026 ("Sellers") to acquire the promoters total existing holding aggregating to 1,00,400 (One Lakh Four Hundred) Equity Shares of face value Rs.10/- (Rupees Ten) each fully paid-up representing 40.32% of the current paid up and voting equity share capital of Shree Om Trades Limited having its registered office at 347-A, Panchratna, M.P. Marg, Opera house, Mumbai – 400 004 at a price of Rs.23.00 (Rupees Twenty Three Only) per fully paid up equity share payable in cash ("Negotiated Price"). The total consideration payable in cash for the shares being acquired under the SPA is Rs.23,09,200/- (Rupees Twenty Three Lacs Nine Thousand Two Hundred only). By virtue of the above mentioned acquisition by the Acquirers, the Promoters have divested their entire shareholding in the Target Company in favour of the Acquirers.

E. The salient features of the SPA are:

1. The total consideration payable in cash for the shares being acquired under the SPA is Rs. 23,09,200 (Rupees Twenty Three Lacs Nine Thousand Two Hundred only).
2. The Negotiated Price per Sale Share shall be paid in the form of cash. The Acquirers have not paid any other monetary consideration, whether by way of any non-compete fee or otherwise, or pursuant to any non-compete agreement for acquisition of the Shares of SOTL.
3. The SPA governs the rights and obligations, inter-se, of each of the parties to the SPA and in accordance with the terms of SPA, upon the execution of the SPA, the parties have agreed that:
   (i) the Acquirers shall deposit with the Sellers an aggregate amount of Rs.20,00,000 (Rupees Twenty Lacs Only) by way of demand drafts, as interest-free earnest money or deposit, which would be finally adjusted against the purchase consideration;
   (ii) the Sellers shall deliver to the Acquirers:
      - Transfer Deeds, duly executed, and Original Share Certificates to be retained by the Acquirers as security for the deposit placed with the Sellers;
      - Undated letters of resignation of all the Directors of the Company, containing a confirmation that the retiring directors have no claim whatsoever against the Company.
4. The balance amount for purchase of the shares, being Rs. 3,09,200/- (Three Lakhs Nine Thousand Two Hundred Only), shall be deposited by the Acquirers by way of a valid Demand Draft in favour of Mr.

Gautam Mehta with M/s. Arihant Capital Markets Limited, Merchant Banking Division, Mumbai.

5. The purchase and sale of shares under this SPA shall be completed within 5 working days of the completion of the Open Offer (Closing Date or Closing). The completion of the Open Offer is defined as the act of submission of the 45-day final report by the Merchant Banker to the Offer, in terms of Regulation 24(7) of the Regulations.
6. The SPA also provides that in case of non-compliance of any provisions of the Regulations pertaining to the Open Offer being triggered by this Share Purchase Agreement, this agreement shall not be acted upon by the Sellers or the Acquirer.
7. The shares under the SPA will be acquired as follows:

Sellers			**Acquirers**		
Name of the Shareholders	**No. of Equity shares**	**% w.r.t to the total paid up capital**	**Name of the Shareholders**	**No. of Equity shares**	**% w.r.t to the total paid up capital**
Mr. Gautam Mehta	55,050	22.11	Mr. D.K Somani	55,050	22.11
Mr. Jaimin Mehta	45,350	18.21	Mr. Tarun Kumar Somani	45,350	18.21
Total	**1,00,400**	**40.32**	**Total**	**1,00,400**	**40.32**

F. No compensation either directly or indirectly is being paid to the Sellers apart from the consideration as mentioned above.

G. The Acquirers have not entered into any inter-se agreement for the purpose of allocation of shares received in this offer.

H. As on the date of the PA, the Acquirers do not hold any shares in SOTL and they have not acquired any shares of SOTL in the period of 12 months prior to the date of the PA, except 37100 equity shares acquired by Mr. Tarun Kumar Somani, as mentioned in para 2.1.C above.

I. The Target Company, the Sellers, the Acquirers and the companies in which the Acquirers are promoters have not been prohibited by SEBI from dealing in securities, in terms of directions issued pursuant to Section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act.

J. As on the date, there is no person in the Board of the Target Company, representing the Acquirers. However, the Acquirers, having provided escrow for 100% of the amount required for fulfilling the open offer, are entitled to be appointed on the Board of SOTL after a period of 21 days from the date of the PA.

K. No approval is required from any lenders of SOTL with respect to the Open Offer.

L. The offer is not as a result of global acquisition resulting in indirect acquisition of SOTL.

2.2 Details of the proposed Offer

A. A Public Announcement, as per Regulation 15 (1) of the Regulations, was made in the following Newspapers, on Saturday, January 2, 2010. A copy of the Public Announcement is also available at SEBI's Website : www.sebi.gov.in

Newspaper	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Navshakti	Marathi	Mumbai (place where the Equity shares of the Company are listed and traded)*

* shares of SOTL are listed on BSE.

B. The Offer is being made to all the persons eligible to participate in the offer to tender 49,800 Equity Shares representing 20% of paid up and voting share capital of SOTL.

C. The Offer price is Rs.24.00 (Rupees Twenty Four Only) per fully paid up equity share. There are no partly paid up shares.

D. The consideration will be paid in cash. There is no differential price since entire consideration is payable in cash.

E. The contents of the PA cover the disclosures to be made in the PA as required in terms of the SEBI (SAST) Regulations. The PA has been sent to BSE where the shares are listed, and also to SOTL, the Target Company in compliance with Regulation 15(2) of Regulations.

F. As on the date of this Offer, the paid up equity share capital of SOTL is Rs. 24,90,000/- comprising of 2,49,000 equity shares of Rs. 10/- each. Therefore, while determining 20% of the paid up equity share capital for the purpose of minimum public offer, paid up equity share capital of Rs. 24,90,000/- comprising 2,49,000 equity shares of Rs. 10/- each is considered in terms of Regulation 21(5) of SEBI Takeover Regulations which provides that for the purpose of determining minimum 20% of the voting capital of the Company, voting rights as at the expiration of 15 days after the closure of the proposed public offer shall be reckoned.

G. There are no outstanding partly paid up equity shares or any other instrument convertible into equity shares at a future date, in the books of the Target Company.

H. The Acquirers may purchase additional shares of SOTL from the Open Market or through negotiation or otherwise, after the date of the PA in accordance with Regulation 20(7) of SEBI (SAST) Regulations and the details of such acquisition, if any, will be disclosed by the Acquirers within 24 hours of such acquisition to the BSE where the equity shares of SOTL are listed and to the Manager to the Offer in terms of Regulation 22(17) of the SEBI (SAST) Regulations.

I. The Equity Shares acquired by the Acquirers, pursuant to the Offer, will be free from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividend, bonus and rights declared after all the formalities relating to this Offer are completed.

J. This is not a competitive bid.

K. This Offer is not conditional as to any minimum level of acceptance.

L. The Acquirers have not made any further acquisition of Shares in the open market or through negotiation or otherwise, from the date of Public Announcement to the date of Letter of Offer

M. Arihant Capital Markets Limited, Manager to the Offer, does not hold any shares of SOTL as on the date of the Public Announcement and this Offer. They declare and undertake that they shall not deal in the Equity Shares of SOTL during the period commencing from the date of appointment as Manager to the offer till the expiry of fifteen days from the date of closure of the Offer.

N. This Offer is being made to all Shareholders of SOTL except the parties to SPA namely (i) the Acquirers viz. Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani and (ii) the Sellers viz. Mr. Gautam Mehta and Mr. Jaimin Mehta promoters of SOTL.

O. There is no competitive bid to this offer**.**

2.3 OBJECT AND PURPOSE OF ACQUISITION AND FUTURE PLANS

A. The Acquirers are interested in taking over the management and control of SOTL as strategic investment is the object and purpose of this Acquisition. The reason for the Acquisition is substantial acquisition of Shares and voting rights of SOTL, accompanied by change in control and management. Therefore, the Offer is being made in accordance with Regulation 10 and 12 of the Regulations.

B. The Offer to the public shareholders of SOTL is for acquiring 20% of the total paid up capital / voting rights. After the proposed Offer, the Acquirers will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

C. The Acquirers intend to expand the activity base of the Target Company in order to enter into the new area of business. The Acquirers would cause the Company to amend the object clause to commence business relating to thermal power and renewable energy. Subject to necessary approvals, they intend to have the company set up Solar Power Plants at locations such as Rajasthan, Gujarat and Haryana and Hydro Power Plants at Himachal Pradesh, Uttarakhand and Arunachal Pradesh. The Acquirers intend to have the Company tie-up with technical and foreign collaborators for this purpose.

D. Subject to necessary approvals, the Acquirers also intend to diversify the business activities of the Company into the field of Higher Education. They intend to have the Company set up educational institutions on pan-India basis in collaboration with various well renowned international universities.

E. Further, the Acquirers would cause the Company to increase its share capital, in one or more tranches, immediately after the closure of the Offer and/or from time to time.

F. Subject to satisfaction of the provisions under the Companies Act, 1956 and /or any other Regulation(s), the Acquirers intend to seek a reconstitution of the Board of Directors of SOTL in accordance with the provisions of the Regulations. Since the Acquirers have deposited, in the escrow account, one hundred percent of the total consideration payable in cash, in terms of second proviso to Regulation 22(7) of the Regulations, the Acquirers are entitled to be appointed on the Board of Directors of the Target Company after a period of twenty one days from the date of PA.

G. SOTL does not have any fixed assets. The Acquirers do not currently have any plans to dispose off or otherwise encumber any assets of SOTL in the succeeding two years from the date of closure of the Offer, except as required for the purpose of restructuring and/or rationalization of assets, operations, investments, liabilities, or otherwise of the Target Company for commercial reasons and operational efficiencies. The Acquirers undertake that they shall not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the Shareholders. The Acquirers would take appropriate decisions in the aforesaid matters, as per the requirements of business and in line with opportunities or changes in the economic scenario, from time to time.

3.1 BACKGROUND OF THE ACQUIRERS (INCLUDING PACs, IF ANY)

A. **Mr. Devendra Kumar Somani**

1. Mr. Devendra Kumar Somani , aged 78 years, is the son of Late Hari Krishna Somani and resides at B-430, New Friends Colony, New Delhi – 110065 (Tel no: 011 26328350; Fax No: 011 23782806, email: somanigp@ndf.vsnl.net.in).
2. He is the father of Mr. Tarun Kumar Somani.
3. He has not entered into any agreement with any other person/entity with regard to the Acquisition/Offer.
4. He has done M.A. in Economics from Agra University. In 1947, he joined family business, which was operating in the manufacturing and trading of steel, as Management Trainee immediately after completing his schooling and simultaneously pursued college education at Agra. Thereafter he initiated therein, trading of other goods such as textile, grains, bullion, spices and metals. In 1987 he floated Northern Exim Pvt. Ltd which was formed for undertaking trading activities. It is currently engaged in the marketing of SGL products of Carbon & Graphite Electrodes in India, for which it has a business arrangement with SGL Carbon GMBH, Germany. In 1994, he entered into a joint venture with Thyssen Krupp (Germany) and promoted 'Indo German International Private Ltd' which is engaged in export & import of Iron & Steel Material. In 1996, he promoted 'Somani Kuttner (India) Pvt. Ltd' (as joint venture with 'Kuttner GMBH

Germany') which is engaged in engineering, technology, equipment & consultancy for steel industry including coal injection, Cupola furnaces, High Lines of Blast furnace & charging system of steel melting shop. In 1995, he floated Indo Russian International Pvt Ltd, for export and import of Iron & Steel, leather goods, consumer goods, electronic goods and agricultural products from C.I.S countries including Russia by entering into a joint venture with Tyazhpromexport, Moscow. He has cumulative experience of over 60 years in various industries such as Steel, Power, Engineering & Technology, Oil & Energy.

5. He is a promoter and director of Indoit Real Estates Ltd., Indo German International Pvt. Ltd., Indo Investment Pvt. Ltd., Indo Macquarie Education Services Ltd., Indo Mercuria International Pvt. Ltd., Indo Powertech Ltd., Indo Russian International Pvt. Ltd., Meena Properties Pvt. Ltd., Northern Exim Pvt. Ltd., Northern Trading Pvt. Ltd., Saatvik Housing Pvt. Ltd., Somani Housing Pvt. Ltd., Somani Kuttner (India) Pvt. Ltd. and Uni-Coke Pvt. Ltd. He is also a director of Amber Developers Pvt. Ltd.
6. Mr. Rajendra K. Goel, partner of M/s Rajendra K. Goel & Co., Chartered Accountants, having their office at J – 288, Ground Floor, Saket, New Delhi - 110017 (Membership No. 6154), Tel No: 011 29551642; fax No. 011 29555036, email: rajendrakgoelco@gmail.com, has certified vide certificate dated 30/12/2009 that the net worth of Mr. Devendra Kumar Somani as on November 30, 2009 is Rs. 4,93,24,310 (Rupees Four Crores Ninety Three Lacs Twenty Four Thousand Three Hundred Ten only) and that he has sufficient resources to fulfill the obligation under this Open Offer and under the Share Purchase Agreement entered into with the promoters of Shree Om Trades Limited.
7. Chapter II of the Regulations are not applicable to Mr. Devendra Kumar Somani as he does not hold any shares in SOTL.
8. He has not made any acquisition of shares in SOTL either through open offer or in any other manner.
9. He is not on the Board of any listed company.

B. **Mr. Tarun Kumar Somani**

1. Mr. Tarun Kumar Somani, aged 49 years is the son of Mr. Devendra Kumar Somani and resides at B-430, New Friends Colony, New Delhi – 110065 (Tel no: 011 26328350; Fax No: 011 23782806; email: tks@somanigroup.com).
2. He is the son of Mr. Devendra Kumar Somani.
3. He has done Masters in Commerce from Kanpur University. Mr. Tarun Kumar Somani has started his career in the family owned steel units at the age of 18 years. He is also a co-promoter of the above mentioned Northern Exim Pvt. Ltd, Indo German International Pvt. Ltd and Somani Kuttner (India) Pvt. Ltd. Mr. Tarun Kumar Somani has further diversified the business activities of the Somani group by venturing in the field of designing and engineering of Coke Oven Plant. For this purpose he floated a company called 'Uni-Coke Pvt. Ltd.' which has a business arrangement with UHDE, Germany. He also diversified the business of the Somani group by venturing in the field of oil and carbon trading by entering into a joint venture with Mercuria Energy, Switzerland and promoted a company Indo Mercuria International Pvt. Ltd. He is currently also involved in setting up renewable power projects, i.e., Solar PV Power Plants and Hydro Projects and educational institutions. He has cumulative experience of about 30 years in various industries such as steel, power & engineering, technology and oil and energy.
4. He is a promoter and director of Indo Education Pvt. Ltd., Indo German International Pvt. Ltd., Indo Investments Pvt. Ltd., Indo Mercuria International Pvt. Ltd., Indo Macquarie Education Services Ltd., Indo Powertech Ltd., Indo Russian International Pvt. Ltd., Northern Exim Pvt. Ltd., Northern Realtors Pvt. Ltd, Prudent Apartments Pvt. Ltd., Somani Housing Pvt. Ltd., Somani Kuttner (India) Pvt. Ltd. and Uni-Coke Pvt. Ltd. He is also the Managing Director of Indo German International Pvt. Ltd.
5. Mr. Rajendra K. Goel, partner of M/s Rajendra K. Goel & Co., Chartered Accountants, having their office at J – 288, Ground Floor, Saket, New Delhi - 110017 (Membership No. 6154), Tel No: 011 29551642; fax No. 011 29555036, email: rajendrakgoelco@gmail.com, has certified vide certificate dated 30/12/2009 that the net worth of Mr. Tarun Kumar Somani as on November 30, 2009 is Rs. 3,87,29,068 (Rupees Three Crores Eighty Seven Lakhs Twenty Nine Thousand Sixty Eight only) and that he has sufficient resources to fulfill the obligation under this Open Offer and under the Share Purchase Agreement entered into with the promoters of Shree Om Trades Limited.
6. Mr. Tarun Kumar Somani had acquired 37100 (Thirty Seven Thousand One Hundred) shares of Rs. 10/- each constituting 14.90% of the paid up capital of the Target company on December 10, 2009. These shares were acquired on a spot delivery contract basis at a price of Rs. 23/- per share. The provisions of

Regulation 7 of chapter II of SEBI Takeover Regulations have been complied with, by Acquirer, within the time specified in the Regulations as follows:

Date of acquisition	Due Date of Compliance	Actual Date for compliance
10/12/2009	14/12/2009	14/12/2009

7. He is not on the Board of any listed company.

C. There are no persons acting in concert with the Acquirers. The Acquirers have not entered into any inter-se agreement between them with regard to the offer / acquisition of shares.

D. Presently the Acquirers do not have any representative on the Board of Directors of SOTL.

E. None of the Companies promoted by the Acquirers is listed. None of the Acquirers is on the Board of any listed Company. None of the Acquirers, either individually or together with other Acquirer holds controlling interest in any listed company.

3.2 BRIEF DETAILS OF OTHER VENTURES /UNLISTED COMPANIES PROMOTED BY THE ACQUIRERS

Name of Company	Date of Incorpor-ation	Nature Of Business	Equity capital Reserves (excl revaluation reserves) (Rs. in lakh)	Total income (Rs. in lakh)	Profit after tax (Rs. in lakh)	Earnings per share (in Rs.)	Net Asset Value Per Share (in Rs.)	Whether any company is a sick industrial company
Indo German International Pvt. Ltd.	21.12.1994	International Trading of Iron, Steel and Ferro Alloys						No
Year ended Mar-31,2007			1009.71	13381.25	122.27	31.37	259.07	
Year ended Mar-31, 2008			1042.42	15140.31	90.23	23.15	267.46	
Year ended Mar-31, 2009			1063.66	13357.15	66.84	17.15	272.91	
Period ended Sep-30, 2009			1100.17	1214.22	36.82	9.45	282.28	
Face Value Rs.100/- per share								
Somani Kuttner India Pvt. Ltd.	07.08.1996	Engineering Procurement & Commissioning, Turnkey Projects						No
Year ended Mar-31,2007			110.31	547.86	39.80	132.57	367.46	
Year ended Mar-31, 2008			212.40	222.22	-4.89	-3.57	155.04	
Year ended Mar-31, 2009			342.44	1741.06	130.04	94.92	249.96	
Period ended Sep-30, 2009			392.83	712.25	50.39	36.78	286.74	
Face Value Rs.100/- per share								

Northern Exim Pvt. Ltd.	10.12.1987	Agency Commission on Sale						No
Year ended Mar-31,2007			920.93	162.38	79.13	13.25	154.21	
Year ended Mar-31, 2008			935.01	236.95	32.48	5.44	156.57	
Year ended Mar-31, 2009			1018.73	299.81	83.71	14.02	170.58	
Period ended Sep-30, 2009			1109.57	220.52	90.84	15.21	185.80	
Face Value Rs.10/- per share								
Somani Housing Pvt. Ltd.	02.12.2004	Real Estate						No
Year ended Mar-31,2007			288.39	52.61	33.28	1.44	12.48	
Year ended Mar-31, 2008			341.88	71.69	53.43	2.31	14.80	
Year ended Mar-31, 2009			444.85	86.28	64.91	2.72	18.64	
Period ended Sep-30, 2009			432.74	45.29	18.26	0.77	18.14	
Face Value Rs.10/- per share								
Northern Trading Pvt. Ltd.	05.09.2000	Real Estate & Trading						No
Year ended Mar-31,2007			74.45	12.95	5.21	1.3	18.61	
Year ended Mar-31, 2008			79.77	12.66	5.30	1.32	19.94	
Year ended Mar-31, 2009			86.79	15.39	7.03	1.76	21.70	
Period ended Sep-30, 2009			91.85	7.92	5.05	1.26	22.96	
Face Value Rs.10/- per share								
Indoit Real Estates Ltd. (Formerly Indoit Technologies Ltd	21.11.2000	Real Estate						No
Year ended Mar-31,2007			145.14	15.20	2.94	0.21	10.22	
Year ended Mar-31, 2008			147.31	15.25	2.00	0.14	10.37	
Year ended Mar-31, 2009			148.97	18.69	1.49	0.08	10.49	
Period ended Sep-30, 2009			151.80	9.50	2.74	0.19	10.69	
Face Value Rs.10/- per share								
Indo Investment Pvt. Ltd.	26.11.1999	Real Estate						No
Year ended Mar-31,2007			137.64	31.08	23.81	47.59	275.11	
Year ended Mar-31, 2008			146.91	16.89	9.24	18.48	293.64	
Year ended Mar-31, 2009			202.37	24.32	14.82	25.98	354.85	
Period ended Sep-30, 2009			175.87	12.19	7.10	12.45	308.38	
Face Value Rs.100/- per share								

Prudent Apartments Pvt. Ltd.(Formerly Prudent Risk Management Pvt. Ltd)	28.01.2002	Real Estate						No
Year ended Mar-31,2007			126.85	15.19	3.90	0.32	10.57	
Year ended Mar-31, 2008			132.34	16.47	5.32	0.44	11.03	
Year ended Mar-31, 2009			136.34	19.72	4.89	0.41	11.36	
Period ended Sep-30, 2009			138.09	9.74	0.93	0.08	11.51	
Face Value Rs.10/- per share								
Meena Properties Pvt. Ltd.	08.01.2004	Real Estate						No
Year ended Mar-31,2007			22.88	1.26	-1.08	-0.40	8.47	
Year ended Mar-31, 2008			22.69	1.99	-0.20	-0.07	8.40	
Year ended Mar-31, 2009			22.73	2.14	0.04	0.02	8.42	
Period ended Sep-30, 2009			22.54	0.73	-0.19	-0.07	8.35	
Face Value Rs.10/- per share								
Indo Russian International Pvt. Ltd.	09.08.1995	International Trading of Iron & Steel						No
Year ended Mar-31,2007			24.16	0.17	-0.10	-0.32	80.45	
Year ended Mar-31, 2008			24.64	0.85	0.49	1.61	82.05	
Year ended Mar-31, 2009			25.43	1.03	0.79	2.64	84.68	
Period ended Sep-30, 2009			26.02	0.71	0.58	1.93	86.65	
Face Value Rs.100/- per share								
Uni-Coke Pvt. Ltd.	15.01.2008	Designing & Engineering of Coke Oven Plant						No
Year ended Mar-31,2007			N.A.	N.A.	N.A.	N.A.	N.A.	
Year ended Mar-31, 2008			N.A.	N.A.	N.A.	N.A.	N.A.	
Period ending From Jan-15, 2008 to Mar-31, 2009			3.37	47.92	2.37	23.67	33.70	
Period ended Nov-30, 2009			1304.04	83.56	0.58	0.03	69.84	
Face Value Rs.10/- per share *N.A .-Not Applicable*								

Indo Education Pvt. Ltd. (Incorporated as Saatvik Risk Management Pvt. Ltd, the name was subsequently changed to Saatvik Apartments Pvt. Ltd.)	12.02.2002	Education						No
Year ended Mar-31, 2007			22.79	1.27	-1.08	-0.39	8.29	
Year ended Mar-31, 2008			41.71	24.54	18.89	6.87	15.17	
Year ended Mar-31, 2009			26.64	2.23	0.58	0.21	9.69	
Period ended Sep-30, 2009			22.40	0.20	-4.25	-1.54	8.14	
Face Value Rs.10/- per share								
Indo Mercuria International Pvt. Ltd.	04.02.2009	Trading & Consultants of Oil, Gas & Coal						No
Year ended Mar-31,2007			N.A.	N.A.	N.A.	N.A.	N.A.	
Year ended Mar-31, 2008			N.A.	N.A.	N.A.	N.A.	N.A.	
Period ended Mar-31, 2009			-0.79	Nil	-1.79	N.A.	-7.90	
Period ended Sep-30, 2009			110.21	30.26	12.00	1.20	11.02	
Face Value Rs.10/- per share *N.A .-Not Applicable*								
Indo Powertech Limited	06.07.2006	Power Generation, transmission and distribution						No
Year ended Mar-31,2007			-5.67	0.08	-10.67	-21.34	-11.34	
Year ended Mar-31, 2008			1.73	0.86	-7.60	-3.79	0.87	
Year ended Mar-31, 2009			0.97	-	-0.76	-0.38	0.48	
Period ended Nov-30, 2009			1204.14	121.69	73.05	20.95	345.32	
Face Value Rs.10/- per share								
Indo Macquarie Education Services Ltd.(please see note 3 below)	20.03.2006	Education						No
Year ended Mar-31,2007			-7.77	-	-	-	-15.54	
Year ended Mar-31, 2008			0.03	-	-	-	0.02	
Year ended Mar-31, 2009			0.93	-	-	-	0.55	
Period ended Sep-30, 2009			0.98	-	-	-	0.58	
Face Value Rs.10/- per share								

Northern Realtors Pvt. Ltd.	08.01.2004	Real Estate						No
Year ended Mar-31,2007			22.86	1.25	-1.09	-0.4	8.47	
Year ended Mar-31, 2008			22.72	2.02	-0.14	-0.053	8.41	
Year ended Mar-31, 2009			22.71	2.13	-0.01	-0.003	8.41	
Period ended Sep-30, 2009			22.46	0.70	-0.25	-0.09	8.32	
Face Value Rs.10/- per share								
Saatvik Housing Pvt. Ltd.	08.01.2004	Real Estate						No
Year ended Mar-31,2007			73.92	0.13	-2.95	-0.45	11.37	
Year ended Mar-31, 2008			77.77	4.64	-1.15	-0.16	11.11	
Year ended Mar-31, 2009			74.56	0.82	-3.21	-0.46	10.65	
Period ended Sep-30, 2009			72.93	0.33	-1.62	-0.23	10.42	
Face Value Rs.10/- per share								

Notes:

1. Misc. expenses, accumulated losses & intangible assets, if any, have been set off from Reserves & Surplus.
2. Earning Per Share is not annualized for the period ended September 30, 2009 and/or November 30, 2009 as may be applicable
3. The expenses in relation to Indo Macquarie Education Services Ltd. have been capitalized as these are classified as preoperative expenses.
4. The financials for the period ended September 30, 2009 or November 30, 2009, as applicable, are certified by the statutory auditors of the respective companies.

3.3 DISCLOSURE IN TERMS OF REGULATION 16 (ix) AND FUTURE PLANS

A. The Acquirers have entered into an SPA to acquire 1,00,400 (One Lakh Four Hundred) equity shares of Rs. 10 each of SOTL, representing 40.32% of the issued, subscribed and paid up share capital of SOTL. This acquisition is thus a substantial acquisition of shares along with the voting rights in SOTL which will enable the Acquirers to gain control of the Company. As a result of this acquisition, provisions of Regulations 10 & 12 of the Regulations have been attracted. The Acquirers are making an offer to acquire 49,800 fully paid equity shares of Rs. 10 each being 20% of the paid up and voting equity share capital of SOTL in order to comply with the provisions of the Regulations.

B. SOTL is currently not carrying on any business operations. Upon acquiring substantial shares and taking over control of SOTL, the Acquirers would cause the Company to amend the object clause to commence business and activities of thermal power, renewable energy and set up educational institutions, subject to obtaining the necessary approvals. The Acquirers intend to have the Company tie-up with technical and foreign collaborators for this purpose.

C. SOTL does not have any fixed assets. The Acquirers do not plan to dispose off or otherwise encumber any asset of SOTL in the next 2 years except in the ordinary course of business of the Company. The Acquirers undertake not to sell / dispose off or otherwise encumber any substantial assets of SOTL except with the prior approval of the shareholders of the Company.

4. OPTION IN TERMS OF REGULATION 21 (2)

Upon completion of the Offer, assuming full acceptances in the Offer and acquisition of shares under the SPA, the Acquirers will hold 1,87,300 shares constituting 75.22% of the equity share capital of the Target Company.

As per Clause 40A of the Listing Agreement with the BSE, the Target Company is required to maintain at least 25% public shareholding on a continuous basis. In the event that the acquisition made in pursuance to the Offer results in the public shareholding of the Target Company falling below such minimum level, the Acquirers undertake to take necessary steps to facilitate compliance of the Target Company with the relevant provisions of the Listing Agreement and other applicable laws, within the time period mentioned therein or in accordance with such other directions as may be provided by BSE. The Acquirers presently do not have any intention to delist the Target Company from the BSE.

5. BACKGROUND OF THE TARGET COMPANY

A. The Company was incorporated under the Companies Act, 1956 as Shree Om Trades Limited on March 26, 1983 with the Registrar of Companies, Maharashtra at Mumbai. It obtained the Certificate for Commencement of Business on April 12, 1983.

B. The Registered Office of the Company is located at 347-A, Panchratna, M.P. Marg, Opera house, Mumbai – 400 004 (Phone No.022 40301000, Fax No. 022 23634554, email-id: tanaayagems@gmail.com). The Company has no other offices or place of business.

C. SOTL was originally promoted by Mr. Raj Kumar Bothra, Mr. Shyamal Ghosh and Ms Sulochna Devi Agrawal. They also constituted the Board of Directors and Management of the Company. Mr. Siraj Lokhandwala and Ms. Tasneem Lokhandwala alongwith the entities controlled by them acquired control over the Company in 1984, by being appointed on the Board of Directors of SOTL on September 10, 1984 and by acquiring controlling stake in the shares of SOTL on October 31, 1984. During the year 2008-2009, Mr. Gautam Mehta and Mr. Jaimin Mehta have taken over the Company from Ms. Tasneem Lokhandwala and M/s Lokhandwala Estates and Development Company Private Limited, the then existing promoters /persons in control of the Company by entering into a Share Purchase Agreement dated 29/10/2008 and making an open offer to the shareholders of the Company in compliance of the Regulations. As on the date of the PA, Mr. Gautam Mehta and Mr. Jaimin Mehta are the promoters of the Target Company.

D. Mr. Gautam Mehta and Mr. Jaimin Mehta, who are the sellers, are in diamond and jewellery business. The global meltdown and the economic recession world-over severely affected exports of diamonds and jewellery from India. Hence, the Sellers's existing business activities have been adversely affected leading to liquidity strain. While acquiring the Target Company, Mr. Gautam Mehta and Mr. Jaimin Mehta were planning to undertake similar activities of diamond and jewellery business in SOTL as well. However in the light of the adverse business conditions faced by them, they do not consider it prudent to conduct this business in Shree Om Trades Limited as well and as such consider it appropriate to exit from the said target company in the interest of all shareholders.

E. SOTL made its maiden public issue of 1,50,000 equity shares in February 1984.

F. As on the date of the Public Announcement Mr. Gautam Mehta and Mr. Jaimin Mehta are the promoters/persons in control of the Company. Mr. Gautam Mehta has experience of about 36 years in the manufacture, exports and trading of gems, jewellery and diamonds. Mr. Jamin Mehta has experience of about four years in the business of cut and polished diamonds, gems and jewellery.

G. The present Directors of SOTL are Mr. Gautam Mehta (Promoter Director), Mr. Jaimin Mehta (Promoter Director) and Mr. Nikhil Merchant (Director).

H. The Marketable lot for the Shares of SOTL is 50. The shares of the Company are held and traded in the physical form only and have not been dematerialized. The equity shares are traded in the `T' category.

The authorized share capital of SOTL as on date is Rs.100 lacs comprising 10,00,000 (Ten lacs) equity shares of Rs. 10/- (Rupees Ten) each. The issued, subscribed and paid up capital of the Company is Rs. 24.90 Lacs comprising 2,49,000 equity shares of Rs. 10/- each. There are no partly paid up shares in SOTL.

I. All the shares of SOTL are listed and permitted for trading on BSE. The shares were suspended for trading on one occasion on the BSE. There are no outstanding warrants, options or other instruments convertible into Equity Shares on a later date. None of the Equity Shares are subject to lock in. As per data available, the equity shares of the Company are infrequently traded at the BSE.

J. SOTL was incorporated for carrying on business of trading and to act as merchant, importers and buyers, sellers, of all kinds of materials, commodities, articles and goods.

K. SOTL is presently not carrying on business operations.

L. As on date of the PA, SOTL has no subsidiaries.

M. SOTL has not declared any dividend in the last 5 years.

N. None of the Directors of SOTL represent the Acquirers.

O. The Company has delayed compliances with the provisions of the Listing Agreement. BSE has taken action against SOTL vide its letter dated February 20, 1998, ref no: MOD/SUSP/SC-NC/96-97, for non compliance of provisions of clause 16 of the Listing Agreement whereby the trading in the securities of the Company was suspended with effect from September 2, 1996. The Company paid reinstatement fees to the BSE of Rs.2250/- in April 1998. Subsequently the trading in shares of the Company was resumed in April 1998. Except for this, the Company has not received any show cause notice from the BSE and no punitive action has been taken by the BSE.

P. SOTL is not a sick company.

Q. There has not been any merger or demerger or spin off of activity in the preceding 3 years.

R. There are no pending litigations against the Company.

S. As per Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated October 29, 2004, issued by SEBI, the provisions relating to corporate governance under Clause 49 of the Listing Agreement is not applicable to the Target Company since the Paid up Capital is less than Rs. 300 Lacs and Net Worth has been less than Rs. 2500 Lacs at all times in the history of the Target Company.

T. The Compliance Officer of the Target Company is Mr. Jaimin Mehta, Director, who will be available at the registered office of the Company (Tel No: +91 22 40301000 ; Fax No. +91 22 23634554). He resides at 52, Marble Arch, Peddar Road, Mumbai – 400 026. The Acquirers have certified and confirmed that they will appoint independent person as Compliance Officer of the SOTL immediately on acquisition of control of the company.

5.2.1 Share Capital structure of the Target Company

Paid up Equity Shares of Target Company	No. of Shares/ voting rights	% of shares/voting rights
Fully paid up equity shares	2,49,000	100
Partly paid up equity shares	Nil	NA
Total paid up equity shares	**2,49,000**	**100**
Total voting rights in Target Company	**2,49,000**	**100**

5.2.2 Build Up of Current Capital

A. Build up of Authorized capital

As certified by SOTL, the details regarding the build up of the authorized capital of SOTL are as follows (Records of the forms filed with the RoC in this regard are not available with the company):

(In Rs.)

Date/Year	From	To	Authorized Capital after enhancement
On Incorporation	0	5,00,000	5,00,000
25/04/1983	5,00,000	25,00,000	25,00,000
09/03/1995	25,00,000	1,00,00,000	1,00,00,000

B. Build up of Current paid up Capital

As certified by SOTL, the details regarding the build up of the paid up share capital of SOTL are as follows (Records of the forms filed with the RoC in this regard are not available with the company)):

Date of allotment	No. and % of Shares Issued		Cumulative paid up capital (Rs.)	Mode of allotment	Identity of allottees (promoters/others)	Status of compliance with the Regulations
	No	% of current capital				
On Incorporati-on	70	0.03	700	Signatories to the Memorandum	Signatories to the Memorandum	Provisions of Companies Act, complied with
07/02/1984	98,930	39.73	9,90,000	Private Placement	Friends, Relative & others of Ex-promoters	Provisions of Companies Act, complied with
14/03/1984	1,50,000	60.24	24,90,000	Public Issue through prospectus	Public	Provisions of Companies Act, complied with
Total	**2,49,000**	**100**	**24,90,000**			

C. **Change in Shareholding of promoters and position of Compliance (with respect to the Current Promoters, Mr. Gautam Mehta & Mr. Jaimin Mehta)**

Details of Shareholding of Promoters	**Shares**		**Cumulative**	**Status of Compliances**
	No.	**%**		
Purchase of Shares vide Share Purchase Agreement 29/10/2008	1,37,450	55.20	1,37,450	The Acquirers have complied with provisions of Regulation 10 and 12 of SEBI (SAST) Regulations by making an open offer to acquire 20% shares from the public. The Share Purchase Agreement was dated 29/10/2008, PA was made on 03.11.2008 and Letter of Offer was dated 16.12.2009. However, there has been marginal delay with compliance of Regulation 7(1) of Chapter II of the Regulations, in respect of this acquisition
Shares acquired under the open offer to public	50	0.02	1,37,500	
Sale of Shares on 10/12/2009	37100	14.90	1,00,400	Regulation 7(1A) complied with

D. As stated above, there has been a marginal delay of one day by the Promoters, who are also Sellers and major shareholders of SOTL in compliance with the provisions of Regulations 7(1) of Chapter II of the Regulations, in respect of the shares acquired as per the Share Purchase Agreement dated 29/10/2008, for which an open offer as aforesaid was made.

E. Compliances by the Company of Regulations 6(2) and 6(4) of Chapter II of the Regulations and with Regulation 8(3) of Chapter II of the Regulations for the years ended 31st March, 1998, 1999, 2000, 2001 and 2002 were done under the SEBI Regularization Scheme, 2002. However as per records available with the Company the penalty imposed by SEBI was not paid, but the Company represented to SEBI for waiver of penalty pleading that neither the promoters nor the Company have gained by such non-compliances nor have the investors suffered any losses. Disclosure under regulation 8(3) for the year ended 31st March 2003, could not be verified. There was no delay in compliance with Regulation 8(3) for the years ended 31st March, 2004, 2005, 2006, 2007, 2008 and 2009. During the control by the Lokhandwala group, the earlier promoters of the Company, it had inadvertently classified its independent non-executive non-promoter directors as promoters/ persons in control of the Company in its disclosures under the Regulations. Consequently their shareholding was also disclosed in the disclosures filed with SEBI under regulation 8(3) of the Regulations as holding of promoters/persons in control. The Company has also not complied with Regulation 7(3) of the Regulations in respect of disclosures made by the Promoters for their acquisition consequent to the shares acquired by them under the share purchase agreement dated 29/10/2008. SOTL has delayed in complying with Regulation 6(2), 6(4) and 8(3) of the Regulations. This may attract penal action in terms of SEBI Takeover Regulations and SEBI Act.

F. The above delays/erroneous filings by the Promoters and the Company under the said Regulations may attract action by SEBI.

5.3 Board of Directors of SOTL

A. Board of Directors of SOTL as on January 2, 2010, the date of PA:

Name	Date of appointment	Residential Address	Designation
Mr. Gautam Mehta	05-02-2009	52, Marble Arch, Peddar Road, Mumbai – 400 026	Promoter Director
Mr. Jaimin Mehta	05-02-2009	52, Marble Arch, Peddar Road, Mumbai – 400 026	Promoter Director
Mr. Nikhil Merchant	07-02-2009	Marble Arch, 2nd Floor, Dr. G. Deshmukh Marg, Peddar Road, Mumbai – 400 026	Director

There has been no change in the Board of Directors since the date of the PA.

B. There have been the following changes in Directors in the last three years.

Name	Date of change	Nature of change
Mr. Gautam Mehta	05-02-2009	Appointed as Director
Mr. Jaimin Mehta	05-02-2009	Appointed as Director
Mr. Nikhil Merchant	07-02-2009	Appointed as Director
Mr. Shivrao U Prabhu	30-06-2009	Resigned as Director
Mr. Homi R. Sukheswala	30-06-2009	Resigned as Director
Mr. Dhitendra P. Badani	30-06-2009	Resigned as Director
Mrs. Tasneem Lokhandwala	07-02-2009	Resigned as Director
Mr. Zohar S. Lokhandwala	07-02-2009	Resigned as Director
Mrs. Yasmin L Sarma	07-02-2009	Resigned as Director
Mrs. Tasneem Lokhandwala	18-02-2008	Appointed as Director
Mr. Zohar S. Lokhandwala	18-02-2008	Appointed as Director
Mrs. Yasmin L Sarma	18-02-2008	Appointed as Director

C. Experience, Qualification and date of appointment of the Board of Directors

Name	Date of appointment	Age and Qualification	Experience in brief
Mr. Gautam Mehta	05-02-2009	58 years GCD , Siddharth College, Mumbai	About 36 years experience in the manufacture, exports and trading of gems, jewellery and diamonds
Mr. Jaimin Mehta	05-02-2009	B. Com and diploma from the Gemological Institute of America	About 4 years experience in the business of cut and polished diamonds, gems and jewellery
Mr. Nikhil Merchant	07-02-2009	BS (Textile Engineering), Diploma in man-made textile chemistry & MET from IIM , Ahmedabad	About 20 years of cumulative experience in the business of construction and oil & gas exploration

5.4 Brief published Audited Financial data for the last three years are given hereunder:

(Rs. In Lacs)

Profit & Loss Statement	For the Period ended 30th September 2009 (certified)	2008-09	2007-08	2006-07
Interest Income	0	3.04	3.17	2.52
Other Income	0	0	0.02	0
Total Income	**0**	**3.04**	**3.19**	**2.52**
Total Expenditure	0.28	0.99	0.68	0.49
Loss on sale of investments	0	0	3.40	0
Profit / (Loss) Before Depreciation Interest and Tax	(0.28)	2.04	(0.89)	2.03
Depreciation	0	0	0	0
Profit/ (Loss) Before Tax	(0.28)	2.04	(0.89)	2.03
Provision for Taxes	0	0.70	0.90	0.70
Profit /(Loss)After Tax	(0.28)	1.34	(1.79)	1.33
Share of Profit/(Loss) from firm	0	0	(1.25)	0
Prior period adjustments	0	0	0.02	0.54
Adjusted Profit After Tax /(Loss)	**(0.28)**	**1.34**	**(3.02)**	**1.87**
Profit Brought Forward	29.59	28.25	31.27	29.40
Balance carried to Balance Sheet	29.31	29.59	28.25	31.27

Balance Sheet Statement	30.09.09 (certified)	31.03.09	31.03.08	31.03.07
Sources of funds				
Paid up Equity Share Capital	24.90	24.90	24.90	24.90
Reserves and Surplus (excluding Revaluation reserves, if any)	29.33	29.62	28.27	31.29
Less: Misc Exp. Not written off	0	0	0	0
Net Worth	**54.23**	**54.52**	**53.17**	**56.19**
Total Source of funds				

Uses of funds				
Net Fixed Assets	0	0	0	0
Investments	0	0	0	4.86
Net Current Assets	54.23	54.52	53.17	51.33
Total	**54.23**	**54.52**	**53.17**	**56.19**
Other Financial Data				
Dividend (%)	Nil	Nil	Nil	Nil
Earnings per Share(Rs.) (Fully diluted)	Not Applicable	0.54	(1.21)	0.75
Return on Net Worth (%)	Not Applicable	2.46	(5.68)	3.33
Book Value Per Share (Rs.)	21.78	21.90	21.35	22.57

Notes:

- There has been no business activity in the Company in the last three years. Income earned is basically interest income.
- The reason for fall/rise in the interest income is fluctuation in the interest rates on Fixed Deposits of Banks. For the period ended 30/09/2009, there was no interest income as the Company had no fixed deposits.
- The Company has sold whole of its investments during the year ended 31st March 2008, which resulted in losses for the year ended as on that date.
- The Company was a partner of a partnership firm but has ceased to be so with effect from July 31, 2008.

5.5. Pre and Post - Offer Share holding pattern of SOTL shall be as follows:

Share holders category	Shareholding prior to the acquisition and offer (A)		Shares agreed to be acquired which triggered off the Regulation (B)		Shares to be acquired in open offer (Assuming full Acceptance) (C)		Shareholding after the acquisition and offer i.e. (A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group a. Parties to agreement: i Mr. Gautam Mehta	55,050	22.11	(55,050)	(22.11)	Nil	-	Nil	-
ii. Mr. Jaimin Mehta	45,350	18.21	(45,350)	(18.21)	Nil	-	Nil	-
b. Promoter other than (a) above: None	-	-	-	-	-		-	-
Total 1(a+b)	**1,00,400**	**40.32**	**(1,00,400)**	**(40.32)**	**--**	**--**	0	0
(2) Acquirers a. Main Acquirers i] Mr. Devendra Kumar Somani	-	-	55,050	22.11	49,800	20	1,87,300	75.22
ii] Mr. Tarun Kumar Somani	37,100	14.90	45,350	18.21				
Total 2(a)	**37,100**	**14.90**	**1,00,400**	**40.32**	**49,800**	**20**	**1,87,300**	**75.22**

(3) Parties to agreement other than 1(a) and 2	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
(4) Public (other than parties to agreement & Acquirers) a. FIS /MFs/Flls/ Banks b. Others: **(No. of shareholders = 94)**	Nil 1,11,500	Nil 44.78	Nil Nil	Nil Nil	(49800)	(20)	61,700	24.78
Total (4) (a+b)	**1,11,500**	**44.78**	Nil	Nil	**(49800)**	**(20)**	**61,700**	**24.78**
Grand Total (1+2+3+4)	**2,49,000**	**100**	Nil	Nil	Nil	Nil	**2,49,000**	**100**

Notes:

a) The Acquirers have not yet decided on the ratio in which the shares tendered in the Open Offer will be accepted by them, inter se. The shares under the SPA have been agreed to be acquired by the Acquirers as follows:

Name	Number of shares	Percentage of total paid up and voting capital
Mr. Devendra Kumar Somani	55,050	22.11
Mr. Tarun Kumar Somani	45,350	18.21
Total	**1,00,400**	**40.32**

b) There are no Shares, which are subject to lock in.

c) There are no partly paid up shares in the Target Company.

d) The actual Post-Offer Shareholding of Public would depend on the response and acceptance of the shareholders in this Open Offer.

e) The Acquirers have not acquired any Shares from the date of the Public Announcement, till date of this Letter of Offer.

f) The number of Shareholders under Public Category, i.e. under 4 above, is 94 as on September 30, 2009**.**

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer price

A. The equity shares of SOTL are listed on the BSE. SOTL has not issued shares in electronic/dematerialised form. The equity shares of SOTL are held and traded in physical mode only in the 'T' category. The Shares are not admitted as permitted security on any other Stock Exchange other than BSE.

B. Based on the information given below, the equity shares of the Company are deemed to be infrequently traded in terms of explanation (i) to Regulation 20 (5) of the Regulations during the six calendar months prior to the month in which the PA is made (source: www.bseindia.com), i.e. from July, 2009 to December, 2009, and hence the offer price is determined in accordance with the requirement of Regulation 20 (5) of the Regulations. The details of trading are as follows:

Name of stock Exchange	Total no. of shares traded during the 6 calendar months prior to the month in which PA was made.	Total No. of listed Shares	Annualized Trading turnover (in terms of % to total listed shares)
BSE	100	2,49,000	0.08%

(Source: Website of BSE: www.bseindia.com)

C. The offer price of Rs.24/- per fully paid up equity share of SOTL has been determined after considering the following:

a.	Negotiated price		Rs. 23/-	
b.	Highest Price paid by the Acquirers for acquisition including public or right or a preferential issue during the period of 26 weeks prior to PA.		Rs. 23/-	
c.	Price paid under preferential allotment made to the Acquirers any time during 12 months period up to date of closure of the Offer		Not applicable	
d.	The highest and the average price paid by the Acquirers for acquisition of shares of the Company during the 12 months period prior to the date of Public Announcement		Rs. 23/-	
e.	**Other parameters**			
	Based on audited financials as on		**March 31, 2009**	**September 30, 2009 (certified)**
	1	Return on Net worth (%)	2.46	NA (since the Company is loss making)
	2	Book Value (Rs. per share)	21.90	21.78
	3	Earning per share of face value of Rs.10/- each (Rs.)	0.54	NA (since the Company is loss making)
	4	PE multiple	Not applicable since there are no business operations	

D. In view of the parameters considered and presented in paragraphs B and C above, in the opinion of the Acquirers and the Managers to the Offer, the Offer Price of Rs.24/- per fully paid equity share, being higher than the values mentioned above is justified in terms of Regulation 20(5) of the Regulations.

E. Mr. Rajendra K. Goel, partner of M/s Rajendra K. Goel & Co., Chartered Accountants, having their office at J – 288, Ground Floor, Saket, New Delhi - 110017 (Membership No. 6154), Tel No: 011 29551642; fax No. 011 29555036, email: rajendrakgoelco@gmail.com, has also issued a certificate justifying the offer price of Rs.24/- per equity share .

F. Non-compete Fee:
The Acquirers have not entered into any agreement for payment of non-compete fee and hence, have not made any payment towards non-compete fees.

G. The Acquirers shall not acquire any shares in SOTL during the Offer period except in compliance with the Regulations and the details of such acquisitions shall be disclosed to the BSE and to the Manager to the Offer within 24 hours thereof in terms of Regulation 22(17) of the Regulations.

H. This is not an indirect acquisition/control.

I. If the Acquirers acquire Shares after the date of the Public Announcement upto seven 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.

6.2 Financial arrangements:

A. Assuming full acceptance, the total fund requirements to meet this Offer is Rs.11,95,200/- (Rupees Eleven Lacs Ninety Five Thousand and Two Hundred only).

B. In accordance with Regulation 28 of the SEBI (SAST) Regulations, 1997, Acquirers have created an Escrow Account with HDFC Bank Limited, Fort Branch, Maneckji Wadia Building, Nanik Motwani Marg, Fort, Mumbai-400 001 and made a cash deposit in the Current Account No. 00600350063985 for Rs. 11,95,200/- (Rupees Eleven Lacs Ninety Five Thousand and Two Hundred only), being 100% of the amount required for the Open Offer.

C. A tripartite Escrow Agreement dated December 30, 2009 has been entered into between HDFC Bank Ltd., the Acquirers and Arihant Capital Markets Limited governing the operation of the Escrow Account.

D. By this Escrow Agreement, the Acquirers have authorized Arihant Capital Markets Limited, Manager to the Offer to realize the value of the Escrow Account, in terms of Regulation 28(5) of the Regulations. HDFC Bank Limited, Fort Branch, Mumbai has also confirmed vide its letter dated December 31, 2009 that a lien has been marked on the said account for a sum of Rs. 11,95,200/- (Rupees Eleven Lacs Ninety Five Thousand and Two Hundred only) in favour of the Manager to the Offer.

E. The Acquirers have adequate resources to meet the financial requirements of the Offer. The funds requirements will be met from own sources/Net Worth and no borrowings from Banks / FIs or Foreign sources such as NRIs or otherwise is envisaged by the Acquirers. The Acquirers hereby declare and confirm that they have adequate and firm financial resources to fulfill the obligations under the Offer.

F. As per certificate dated December 30, 2009 from Mr. Rajendra K. Goel, partner of M/s Rajendra K. Goel & Co., Chartered Accountants, having their office at J – 288, Ground Floor, Saket, New Delhi - 110017 (Membership No.6154), Tel No: 011 29551642; fax No. 011 29555036, email: rajendrakgoelco@gmail.com, the net worth of Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani as on November 30, 2009 is Rs. 4,93,24,310 (Rupees Four Crores Ninety Three Lacs Twenty Four Thousand Three Hundred Ten only) and Rs. 3,87,29,068 (Rupees Three Crores Eighty Seven Lakhs Twenty Nine Thousand Sixty Eight only) respectively and that the Acquirers have sufficient resources to fulfill the obligation under this Open Offer and under the Share Purchase Agreement entered into with the promoters of Shree Om Trades Limited.

G. Arihant Capital Markets Limited, Manager to the Offer certifies and confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the total financial obligation, i.e., under the SPA & the Offer.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions:

A. The Offer is being made in compliance with the provisions of Regulations 10 and 12 and other applicable provisions of the Regulations for the purpose of substantial acquisition of equity shares accompanied with change in control and management of SOTL.

B. The acceptance of the Offer is entirely at the discretion of the equity shareholders of SOTL and each shareholder (except Acquirers and Sellers) of SOTL, holding equity shares to whom this Offer is being made, is free to offer his shareholding in SOTL, in whole or in part while accepting the Offer.

C. Accidental omission to dispatch the LOF to any member entitled to the Open Offer or non-receipt of the LOF by any member entitled to the Open Offer shall not invalidate the Open Offer in any manner whatsoever. The Offer is subject to the terms and conditions set out herein. The LOF that would be sent to the shareholders of SOTL as on the Specified Date.

D. 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.

E. The acceptance of the Offer must be unconditional and should be sent in the attached Form of Acceptance alongwith the other documents duly filled in and signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at the collection centre mentioned in para 8.1 under "Procedure for Acceptance and Settlement" on or before Wednesday, March 17, 2010. If any change or modification is made in the Form of Acceptance, the same is liable to be rejected.

F. The Offer is not subject to any minimum level of acceptance. The Acquirers will acquire all the equity shares of SOTL that are validly tendered and accepted in terms of this Offer upto 49,800 equity shares of Rs. 10 each representing 20% of the share capital of the Company. The Acquirers will proceed with the Offer even if they are unable to obtain acceptance to the extent of the equity shares of SOTL for which this Offer is made.

G. All shares tendered under this Offer should be free from any charge, lien or encumbrances of any kind whatsoever.

H. The Acquirers will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The equity shareholders of SOTL are advised to adequately safeguard their interest in this regard.

I. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement/ Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the Offer i.e. upto Friday, March 12, 2010.

J. If the aggregate of the valid responses to the Offer exceeds the number of shares for which the open offer is made , then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21 (6) of the Regulations.

K. The Acquirers reserve the right to withdraw the Offer pursuant to Regulation 27 of the Regulations. Any such withdrawal will be notified in the form of an Announcement in the same newspapers in which the Public Announcement had appeared.

7.2 Locked in Shares: There are no Shares, which are subject to lock in as per SEBI guidelines /Regulations.

7.3. Eligibility for accepting the Offer

A. The Letter of Offer shall be mailed to all Equity Shareholders (except the present Directors of SOTL who are parties to the agreement and the Acquirers) whose names appear in the Register of Members of Target Company as on Friday, January 22, 2010, the Specified Date.

B. This Offer is also open to persons who own Equity Shares in SOTL but are not registered Shareholders as on the "Specified date".

C. All Equity Shareholders (except parties to the Agreement and the Acquirers) who own Equity Shares of Target Company anytime before the closure of the Offer are eligible to participate in the Offer.

D. The Form of acceptance cum Acknowledgement and other documents required to be submitted herewith, will be accepted by the Registrar to the Offer, M/s Sharex Dynamic (India) Private Limited, at the centre as mentioned in para 8.1, either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 11AM and 4 PM and on Saturday between 11 AM and 2 PM, on or before the date of Closure of the Offer i.e. Wednesday, March 17, 2010**.**

E. The Public Announcement, Letter of Offer, the Form of Acceptance and Form of Withdrawal will also be available at SEBI's website: www.sebi.gov.in. In case of non-receipt of Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance cum Acknowledgement or Form of Withdrawal from the SEBI website for applying in the Offer or to withdraw from the Offer.

F. Unregistered Equity Shareholders who have sent the Share Certificates for transfer to SOTL/its Share Transfer Agent, and not received them back or hold Shares of SOTL without being submitted for transfer or those who hold in Street Name shall also be eligible to participate in this Offer.

G. Unregistered Equity Shareholders and those who apply in plain paper will not be required to provide any Indemnity.

H. Unregistered Shareholders may follow the same procedure mentioned above for registered Shareholders.

I. The acceptance of this Offer by the Equity Shareholders of SOTL must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

J. The acceptance of this Offer is entirely at the discretion of the Equity Shareholders of SOTL.

K. The Acquirers, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms etc. during transit and the Equity Shareholders of SOTL are advised to adequately safeguard their interest in this regard.

L. The acceptance of Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager to the Offer.

M. The instructions, authorizations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute part of the terms of the Offer.

N. The Manager to the Offer shall submit a final report to SEBI within 45 days of closure of the Offer in accordance with Regulation 24 (7) of the Regulations.

O. For any assistance please contact Arihant Capital Markets Limited, Manager to the Offer or the Registrar to the Offer.

7.4 Statutory Approvals:

A. Arihant Capital Markets Limited, Manager to the Offer certifies and confirms that as on the date of this Letter of Offer, no approvals are required by the Acquirers to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

B. Barring unforeseen circumstances, the Acquirers would endeavor to obtain all approvals within 15 days from the date of closure of the Offer. In terms of Regulation 22(12) of the Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirers agreeing to pay interest to the Shareholders for delay beyond 15 days, as may be specified by the Board.

C. In case the Acquirers fail to obtain requisite statutory approval in time, on account of any willful default or neglect or inaction or no-action, then action in terms of Regulation 22(13) will be initiated by SEBI.

D. No approval is required to be obtained from Banks/Financial Institutions for the offer.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 Shareholders who are holding fully paid-up equity shares and wish to tender their equity shares will be required to send their Form of Acceptance-cum-Acknowledgement, original Share Certificate(s) and blank transfer deed(s) duly signed to **Sharex Dynamic (India) Private Limited**, the Registrar to the Offer at the applicants sole risk so that the same are received on or before the Offer closing date, at the address given below, in accordance with the procedures as specified in this Letter of Offer and the Form of Acceptance cum Acknowledgement, on all working days i.e. from Monday to Friday between 11.00 am and 4.00 p.m. and on Saturday from 11.00 am to 2.00 p.m. **The relevant documents should NOT be sent to the Sellers, Acquirers, SOTL or the Managers to the Offer.**

Name & Address	Contact Person & Contact Numbers	Mode of delivery
M/s Sharex Dynamic (India) Private Limited Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanji Marg, Andheri-Kurla Road., Safed Pool, Andheri(E), Mumbai 400 072	Mr. B S Baliga Tel No.:022 28515606/5644 Fax No.: 022 28512885 Email:sharexindia@vsnl.com	Registered Post/ Hand Delivery

Delivery made by Registered Post would be received on all days except Sundays and Public Holidays.

8.2 Shareholders should send all the relevant documents mentioned below:

A. Form of acceptance duly completed (in English) and signed (by all the shareholders in the same order in which shares are held as per the Register of Members of SOTL in case the shares are in joint names) as per the specimen signature(s) lodged with SOTL and witnessed.

B. Original share Certificate(s)

C. Valid Share Transfer Deed(s) duly signed as transferors (by all shareholders in the same order in which shares are held as per the Register of Members of SOTL in case the shares are in joint names) as per the specimen signature(s) lodged with SOTL and duly witnessed at the appropriate place. The Transfer Deed should be left blank, excepting the signature as mentioned above. Attestation, where required (thumb impression, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public office and authorised to use the seal of his office or a member of a recognised Stock Exchange under their seal of office and membership number or manager of the transferor’s bank.

D. In case the shares stand in the name of a sole shareholder, who is deceased, then the Form of Acceptance must be signed by the legal representative(s) of the deceased and submitted alongwith the probate /letter of administration/ succession certificate in original or a certified or attested true copy, while accepting this Offer. The original will be returned on scrutiny.

E. In case of registered shareholder, non-receipt of the aforesaid documents, but receipt of the share certificates and the duly completed transfer deed, the Offer shall be deemed to be accepted. Notwithstanding that the signature(s) of the transferor(s) has /have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with SOTL or are not in the same order, such shares are liable to be rejected under this Offer even if the Offer has been accepted by a bona fide owner of such shares.

F. Duly attested power of attorney, if any person other than the shareholder has signed the acceptance form and transfer deed(s).

G. In case of companies, the necessary corporate authorisations including the following:

- Board resolution authorising such acceptance/power to sell the shares.
- Board resolution authorising execution of transfer documents.
- Signature(s) of the Authorised Signatories duly attested.

8.3 Unregistered shareholders should enclose:

A. Their application in writing on a plain paper stating their name, address, number of shares held, number of shares tendered, distinctive nos., folio number together with:

- Original share certificate(s)
- Valid transfer deed(s). The details of buyer should be left blank failing which the same will be considered invalid under the Offer.
- Original contract note issued by the broker of a recognised stock exchange, through whom the shares were acquired.

B. No indemnity is required from unregistered owners.

8.4 Unregistered owners who have tendered their Shares for registration should enclose:

- Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by the person accepting the Offer.
- Share transfer deed(s) duly executed by the unregistered shareholder.
- Shareholders who have lodged their shares for transfer with SOTL must also send the acknowledgement, if any, received from SOTL towards such lodging of shares.

8.5 Unregistered owners, if they so desire, may also apply on the Form of Acceptance downloaded from SEBI's website (www.sebi.gov.in).

8.6 The Company's shares are not yet dematerialised and are held and traded in physical form. The equity shares are traded in the `T' category. The equity shares of SOTL are currently traded only in physical mode and the trading lot of the shares is 50.

8.7 The above documents should not be sent to the Sellers or to the Acquirers or to SOTL or to the Manager to the Offer. The same should be sent to the Registrar to the Offer only at collection center given above in 8.1.

8.8 Procedure for acceptance of the Offer by Shareholders who do not receive the Letter of Offer:

A. In case of non-receipt of the Letter of Offer, shareholders may obtain a copy of the same by writing to the Registrar to the Offer at the collection centre mentioned at 8.1 marking the envelope "SOTL-Open Offer". Alternatively, eligible shareholders may send their acceptance to the Registrar to the Offer, on a plain paper stating their name, address, folio nos., distinctive nos. no. of Shares held, No. of Shares tendered, alongwith documents as mentioned at para 8.2 so as to reach the Registrar to the Offer on or before the closure of the Offer i.e. Wednesday, March 17, 2010.

B. Shareholders whose names do not appear on the Register of Members of the Company on the specified date are also eligible to participate in the Offer. Your attention is also invited to para nos. 8.3 and 8.4 above.

8.9 The Registrar to the Offer will hold in trust the share certificates, Form of Acceptance duly filled in and the transfer deed(s) on behalf of shareholders of SOTL who have accepted the Offer, till the cheques /drafts for the consideration and /or the share certificates are posted.

8.10 Barring un-forseen circumstances and factors beyond their control, the Acquirers intend to complete all formalities pertaining to the Offer, including despatch of consideration to the shareholders who have accepted the Offer, by Wednesday, March 31, 2010.

8.11 To the extent the equity shares are not accepted under the Offer, the rejected Share Certificates, transfer deed(s) and other documents, if any, will be returned by Registered Post by the Registrar to the Offer to the shareholders /unregistered owners at their sole risk by Wednesday, March 31, 2010. For the shares accepted under the Offer, the Registrar to the Offer shall take action for transferring the shares to the Acquirers after the consideration cheques are released to the shareholders concerned.

8.12 Payment of Consideration:

A. The payment of consideration for equity shares accepted under the Offer may be made through a crossed account payee cheque/demand draft/pay order or through Direct Credit ('DC'), National Electronic Funds Transfer ('NEFT'), Real Time Gross Settlement ('RTGS'), Electronic Clearing Services (ECS), at specified centers where clearing houses are managed by the Reserve Bank of India, within 15 days from the date of closure of Offer. Shareholders who opt for receiving consideration through DC/NEFT/RTGS/ECS are requested to give the authorization for the same in the FOA and enclose a photocopy of cheque along with the FOA. Shareholders who opt for receiving consideration by way of crossed account payee cheque/demand draft/pay order are requested to provide bank account details in the FOA for incorporation in the cheque / demand draft. Despatches involving payment of a value in excess of Rs. 1500/- will be made by registered post/speed post at the shareholder's sole risk. Rejected documents will be sent by registered post/speed post. All other despatches will be made by ordinary post at the shareholder's sole risk. All cheques / demand drafts will be crossed Account Payee and will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note.

8.13 In case any person has lodged Shares of SOTL for transfer and the transfer has not yet been effected, the concerned person may either download the LOF and FOA from the SEBI's site (www.sebi.gov.in) or request for the FOA from the Registrar. The FOA, duly completed and signed in accordance with the instructions contained therein or an application in writing on a plain paper, duly signed and stating the name, address, number of Shares held, number of equity shares offered, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the acknowledgement of the lodgment of shares for transfer. Shareholders of SOTL who are attaching the acknowledgment are requested to direct SOTL in writing to retain the share certificates for onward submission to the Registrar.

8.14 Applications in respect of shares that are the subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case of directions/orders from competent authority regarding these shares are not received together with the shares tendered under the Offer. The LOF, in such cases, would be forwarded to the concerned competent authority for further action at their end.

8.15 Securities transaction tax will not be applicable to the shares accepted in the Offer.

8.16 Shareholders who have offered their equity shares under the Offer would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment of consideration to those shareholders whose Shares or share certificates and / or other documents are found complete, valid and in order will be made by way of a crossed account payee cheque, demand draft or pay order only in favour of the first holder of equity shares. Such consideration or unaccepted Share Certificates(s), transfer deed (s) and other documents, if any, will be returned by registered post at the shareholders/ unregistered owner's sole risk. The Acquirers are required to deduct tax on source, as may be applicable.

8.17 In case of resident shareholders of SOTL, the Acquirers will deduct the tax on the interest component exceeding Rs. 5,000 at the current prevailing rates, as applicable, if applicable. If the resident shareholder of SOTL requires that no tax is to be deducted or tax is to be deducted at a lower rate than the prescribed rate, he will be required to submit No Objection Certificate from the income tax authorities or a self declaration in Form 15H as may be applicable indicating the rate at which tax is to be deducted by the Acquirers. Shareholders of SOTL eligible to receive interest component exceeding Rs. 5,000 would be required to submit their Permanent Account Number for income tax purposes. Clauses relating to payment of Interest will become applicable only in the event of the Acquirers becoming liable to pay interest for delay in release of purchase consideration.

8.18 The Offer is not subject to any minimum level of acceptance. The Acquirers will acquire all the equity shares of SOTL that are validly tendered and accepted in terms of this Offer upto 49,800 equity shares of Rs. 10 each representing 20% of the share capital of the Company. The Acquirers will proceed with the Offer even if they are unable to obtain acceptance to the extent of the equity shares of SOTL for which this Offer is made.

8.19 It may be noted that in case of non-receipt of statutory approvals within a reasonable time, SEBI, if satisfied that the non receipt of the statutory approvals was not due to wilful default or negligence on part of the Acquirers, has a power to grant an extension of time to the Acquirers for payment of consideration to shareholders and the Acquirers shall pay interest for the delay, to the shareholders who have accepted the Offer, at such rates as may be specified by SEBI under Regulation 22(12) of the SEBI Takeover Code. Further, if the delay occurs due to willful default of the Acquirers in obtaining the requisite statutory approvals, Regulation 22(13) of the SEBI Takeover Code shall be applicable. The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the Offer Closing Date.

8.20 In terms of Regulation 22(5A) of the Regulations, the shareholders desirous of withdrawing their acceptance tendered in the Offer, can do so up to three working days prior to the date of Closure of Offer. The withdrawal option can be exercised by submitting the document as per the instructions below, so as to reach the Registrars to the Offer at the collection centre mentioned in para 8.1 above as per the mode of delivery indicated therein on or before Friday, March 12, 2010.

A. The withdrawal option can be exercised by submitting the Form of Withdrawal duly completed and signed along with the requisite documents as enclosed herewith.

B. The Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer at para 8.1 as per the mode of delivery indicated therein on or before the last date of withdrawal.

C. Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal
- Copy of the Form of Acceptance-cum-Acknowledgement /Plain Paper application submitted and the Acknowledgement slip in original.
- 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 SOTL and duly witnessed at the appropriate place.

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

D. The withdrawal of equity shares will be available only for the Share Certificates/Shares that have been received by the Registrar to the Offer.

E. The intimation of returned shares to the Shareholders will be sent at the address as per the records of SOTL.

F. The Form of Withdrawal alongwith enclosures should be sent to the Registrar to the Offer at the collection centre mentioned in 8.1 only.

G. In case of partial withdrawal of equity shares tendered, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from SOTL. The facility of partial withdrawal is available only to Registered Shareholders. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

H. In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper alongwith the following details:

Name, Address, Distinctive Nos., Certificate Nos., Folio Number, Number of Shares tendered and withdrawn.

I. The shares withdrawn by the shareholders would be returned by registered post.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents are regarded as material documents and are available for inspection at 3rd Floor, Krishna Bhavan, 67, Nehru Road, Vile Parle(East), Mumbai – 400 057, the Corporate Office of Arihant Capital Markets Limited, the Manager to the Offer. The documents can be inspected during normal business hours (11.00 A.M. to 3.00 P.M.) on all working days (except Saturdays and Sundays and Public/Bank Holidays) from the date of opening of the Offer up till the date of closure of the Offer.

a) Copy of Share Purchase Agreement dated December 30, 2009 between the Acquirers & the promoters of SOTL (Sellers) for acquisition of 40.32% of shares of SOTL and subsequent change in control.

b) Copy of certificate dated December 30, 2009 from Mr. Rajendra K. Goel, partner of M/s Rajendra K. Goel & Co., Chartered Accountants, certifying the net worth of Mr. Devendra Kumar Somani as on November 30, 2009.

c) Copy of certificate dated December 30, 2009 from Mr. Rajendra K. Goel, partner of M/s Rajendra K. Goel & Co., Chartered Accountants, certifying the net worth of Mr. Tarun Kumar Somani as on November 30, 2009.

d) Copy of certificate of Incorporation, Memorandum and Articles of Association of the Target Company.

e) Annual Reports of SOTL for the years 2006-07, 2007–08, 2008-09 and certified financials for six months period ended 30.09.2009.

f) Published Copies of the Public Announcement made in newspapers on January 2, 2010

g) Due Diligence Certificate dated January 11, 2010 submitted to SEBI by Arihant Capital Markets Limited, Manager to the Offer.

h) Copy of MOU dated December 30, 2009 between the Acquirers and the Manager to the Offer.

i) Copy of Agreement dated December 30, 2009 between the Acquirers and the Registrar to the Offer.

j) Copy of Escrow Agreement dated December 30, 2009 between Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani, M/s HDFC Limited and M/s Arihant Capital Markets Limited.

k) Undertakings and certificates dated December 30, 2009 received from the Acquirers regarding the open offer.

l) SEBI Observation Letter dated February 5, 2010 bearing reference number CFD/DCR/TO/SS/193931/2010.

10. DECLARATION

1. In terms of Regulation 22(6) of the Regulations, the Acquirers accept full responsibility for the information contained in the Letter of Offer, Form of Acceptance & Form of Withdrawal and also for the respective obligations of Acquirers as laid down in the Regulations.

2. Acquirers are severally and jointly responsible for ensuring compliance with the Regulations. All information contained in this document is as on date of the Public Announcement, unless stated otherwise.

3. The Manager to the Offer hereby states that the persons signing this Letter of Offer are Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani, the Acquirers.

Signed by

The Acquirers

1. Mr. Devendra Kumar Somani

2. Mr. Tarun Kumar Somani

Place: New Delhi
Date: February 8, 2010

Encl.:

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

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to the Registrar to the Offer at the collection centre mentioned in the Letter of Offer)

From:

OPEN OFFER	
Offer opens on	Friday, February 26, 2010
Last Date for Withdrawal of Application:	Friday, March 12, 2010
Offer closes on	Wednesday, March 17, 2010

To,

M/s Sharex Dynamic (India) Private Limited.
Unit-1, Luthra Ind. Premises, 1st Floor,
44-E, M. Vasanji Marg, Andheri-Kurla Road,
Safed Pool, Andheri (E), Mumbai 400072
Tel No.:022 28515606/5644 Fax: 022 28512885
Contact Person: Mr. B S Baliga
E-mail: sharexindia@vsnl.com

Dear Sir,

Sub: Open Offer to the shareholders of Shree Om Trades Limited ("SOTL") for acquisition of 49,800 fully paid-up equity shares of Rs. 10/- each representing 20% of issued, subscribed, paid up and voting equity share capital of SOTL, for cash at a price of Rs. 24.00 per share by Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani (hereinafter referred as "Acquirers").

I/We refer to the Letter of Offer dated February 8, 2010 for acquiring the equity shares held by me/us in SOTL. I/We the undersigned have read and understood the contents of the Letter of Offer and accept unconditionally its contents including the terms and conditions and procedures mentioned therein.

I/We accept the Offer and enclose the original Share Certificate(s) and duly signed transfer Deed(s) in respect of my/our Shares as detailed below:

Ledger Folio No. ____________________ No. of Share Certificate(s) ________ No. of Equity Shares ____________

Sr. No.	Certificate No(s)	Distinctive No(s)		No. of Equity Shares
		From	To	
1				
2				
3				
4				
5				
(In case of insufficient space, please use additional sheet and authenticate the same) Total Number of Equity Shares				

I/We note and understand that the original share certificate(s) and valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the Acquirers give the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirers will remit purchase consideration only after verification of the documents and signatures. I/We confirm that the equity shares of SOTL which are being tendered herewith by me/us under this offer are free from liens, charges, and encumbrances of any kind whatsoever.

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

— — — — — — — — — — — — — — — TEAR ALONG THIS LINE — — — — — — — — — — — — — — —

ACKNOWLEDGEMENT RECEIPT FOR THE ACQUIRERS

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanji Marg, Andheri-Kurla Road, Safed Pool, Andheri(E),
Tel No.:022 28515606/5644, Fax: 022 28512885

Contact Person: Mr. B S Baliga; e-mail: sharexindia@vsnl.com

Received from Mr. /Ms. ____

Form of Acceptance cum Acknowledgement, as per details below:

Folio No: ______________________ Number of Certificates enclosed: ______________________

Certificate No: ______________________ Total No. of Shares enclosed: ______________________

Stamp of collection centre, signature of Official, Date of Receipt:

I/We authorise the Acquirers:

1. 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
2. To return to me/us, the equity share(s) that are found invalid/not accepted, specifying the reason thereof.

I/We authorise the Registrar to the Offer to send by Registered Post or Under Postal Certificate the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned below.

Yours faithfully,
Signed & Delivered:

	1st Shareholder	2nd Shareholder	3rd Shareholder
Full Name & Address			
PAN/GIR No. allotted under the Income Tax Act 1961			
Signature			

Note: In case of joint holdings all must sign. Corporations must affix its common seal and attach herewith the necessary Board Resolution.

Place: Date: __________________

So as to avoid fraudulent encashment in transit, the shareholder(s) 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 /Address	Account No.	Savings /Current/ NRE/NRO Other

I/We want to receive the payment through ECS ☐ RTGS ☐ NEFT ☐

In case of ECS, 9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank

In the case of RTGS/NEFT, 8 digit code number issued by the Bank

Address	Phone / Fax Nos.	Contact Person /E-mail ID
M/s Sharex Dynamic (India) Private Limited. Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanji Marg, Andheri-Kurla Road, Safed Pool, Andheri(E), Mumbai 400072.	Tel No.:022 28515606/5644 Fax No: 022 28512885	Mr. B S Baliga e-mail:sharexindia@vsnl.com

— — — — — — — — — — — — — — — — TEAR ALONG THIS LINE - — — — — — — — — — — — — — — — — —

All future correspondence if any should be addressed to Registrar to the Offer at the following address:

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED
Unit-1, Luthra Ind. Premises, 1st Floor,
44-E, M Vasanji Marg,
Andheri-Kurla Road, Safed Pool,
Andheri(E), Mumbai 400072
Tel No.:022 28515606/5644
Fax: 022 28512885
Contact Person: Mr. B S Baliga
E-mail: sharexindia@vsnl.com

PLEASE USE THIS FORM ONLY IF YOU HAVE TENDERED THE SHARES AND WISH TO WITHDRAW YOUR APPLICATION

FORM OF WITHDRAWAL

YOU HAVE AN OPTION TO WITHDRAW THE ACCEPTANCE TENDERED IN RESPONSE TO THE OFFER ANY TIME UPTO THREE WORKING DAYS PRIOR TO THE DATE OF CLOSURE OF THE OFFER i.e. ON OR BEFORE FRIDAY, MARCH 12, 2010. IN CASE YOU WISH TO WITHDRAW YOUR ACCEPTANCE, PLEASE USE THIS FORM.

OFFER SCHEDULE:	
OFFER OPENS ON	Friday, February 26, 2010
LAST DATE OF WITHDRAWAL	Friday, March 12, 2010

From:

Name:

Address:

Tel No.: ______________ Fax No.: ______________ e-mail: ______________

To,

Sharex Dynamic (India) Private Limited
Unit-1, Luthra Ind. Premises, 1st Floor,
44-E, M Vasanji Marg, Andheri-Kurla Road,
Safed Pool, Andheri (E), Mumbai 400072
Tel No.:022 28515606/5644 Fax: 022 28512885
Contact Person: Mr. B S Baliga
E-mail: sharexindia@vsnl.com

Dear Sir,

Sub: Open Offer to the shareholders of Shree Om Trades Limited ("SOTL") for acquisition of 49,800 fully paid-up equity shares of Rs. 10/- each representing 20% of issued, subscribed, paid up and voting equity share capital of SOTL, for cash at a price of Rs. 24.00 per share by Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani (hereinafter referred as "Acquirers").

I/We refer to the Letter of Offer dated February 8, 2010 for acquiring the above-mentioned shares.

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

I/We have read the procedure for withdrawal of equity shares tendered by me/us in the Offer as mentioned in para 8.20 of the Letter of Offer & unconditionally agree to the terms and conditions mentioned herein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our shares from the Offer and I/We further authorise the Acquirers 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 Acquirers /Manager to the Offer/ Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer on or before the last date of withdrawal (i.e. Friday, March 12, 2010)

I/We note that the Acquirers/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit for the equity shares held by them.

I/We also note and understand that the Acquirers will return the original share certificate(s) and share transfer deed(s) only on completion of verification of the documents, signatures etc.

— — — — — — — — — — — — — — — — TEAR ALONG THIS LINE — — — — — — — — — — — — — — — —

ACKNOWLEDGEMENT RECEIPT FOR THE ACQUIRERS
SHAREX DYNAMIC (INDIA) PRIVATE LIMITED
Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanji Marg, Andheri-Kurla Road, Safed Pool, Andheri(E),
Tel No.:022 28515606/5644, Fax: 022 28512885

Folio No: ______________

Received from Mr. /Ms. ______________

Form of Withdrawal dated ______________ Number of Certificates __________ representing __________ Equity Shares.

Stamp of collection centre, signature of Official, Date of Receipt:

The particulars of the tendered share(s) that I/We wish to withdraw are detailed below:

Ledger Folio No. ____________________ No. of Share Certificate(s) ____________________

Sr. No.	Certificated Nos. Tendered	Distinctive Nos. From	Distinctive Nos. To	No. of Equity shares
1				
2				
3				
			Total shares Tendered	
	Withdrawn			
1				
2				
3				
			Total share withdrawn	

(Incase of insufficient space, please use additional sheet and authenticate the same.)

I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed & Delivered by

	Full Name(s) & Address	Signature	Verified and Attested by Bank
First / Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holdings all must sign. Corporations must affix its common seal and attach herewith the necessary Board Resolution.

— — — — — — — — — — — — — — — **TEAR ALONG THIS LINE** — — — — — — — — — — — — — — —

All future correspondence if any should be addressed to Registrar to the Offer at the following address:

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED
Unit-1, Luthra Ind. Premises, 1st Floor,
44-E, M Vasanji Marg, Andheri-Kurla Road,
Safed Pool, Andheri (E), Mumbai 400072
Tel No.:022 28515606/5644;
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Contact Person: Mr. B S Baliga
E-mail: sharexindia@vsnl.com