

PUBLIC ANNOUNCEMENT

For the attention of the Equity Shareholders of

SHREE OM TRADES LIMITED

Registered Office : 347-A, Panchratna, M.P. Marg, Opera house, Mumbai 400 004 Ph. No. 022 40301000; Fax No. 022 23634554

CASH OFFER OF RS. 24.00 PER SHARE FOR ACQUISITION OF 49,800 EQUITY SHARES FROM SHAREHOLDERS ("OFFER")

This Public Announcement (the "PA") is being issued by the Manager to the Offer i.e. **Arihant Capital Markets Limited**, on behalf of the Acquirers, Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani, pursuant to and in compliance with Regulations 10 and 12 of Chapter III of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("SEBI (SAST) Regulations, 1997" or the "Regulations").

1. THE OFFER

- A. This open offer (the "Open Offer") is being made pursuant to Regulations 10 & 12 of the SEBI (SAST) Regulations, 1997 as aforesaid, to the public shareholders of Shree Om Trades Limited (hereinafter referred to as "SOTL", the "Target Company" or the "Company"), by Mr. Devendra Kumar Somani s/o Late Hari Krishna Somani and Mr. Tarun Kumar Somani s/o Mr. Devendra Kumar Somani, both residing at B-430, New Friends Colony, New Delhi-110065, Tel: no. 011 26328350; Fax No: 011 23782806, ("the Acquirers") to acquire up to 49,800 fully paid-up equity shares of Rs. 10 each representing 20% of the paid up equity share capital of SOTL, at a price of Rs. 24.00 (Rupees Twenty Four only) per Share ("**Offer Price**") payable in cash subject to the terms and conditions mentioned hereinafter. There are no other individuals or other entities/persons who are acting in concert with the Acquirers for the purpose of the Open Offer.
- B. As on the date of this 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.
- C. On December 30, 2009, the Acquirers have entered into a Share Purchase Agreement ("SPA") with the existing Promoters of the Target Company viz. (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, (hereinafter collectively referred to as the "Sellers") to acquire an aggregate of 1,00,400 (One Lakh Four Hundred) fully paid-up Equity Shares of face value Rs.10/- (Rupees Ten) each representing 40.32% of the current paid up and voting equity share capital of SOTL ("**Sale Shares**") at a price of Rs. 23.00 (Rupees Twenty Three Only) per fully paid up equity share payable in cash ("Negotiated Price") in the manner set forth herein below :

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

- D. 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).
- E. 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-complete fee or otherwise, or pursuant to any non-complete agreement for acquisition of the Shares of SOTL.
- F. 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.
- G. 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.
- H. 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.
- I. The SPA also provides that in case of non-compliance of any provisions of the Regulations pertaining to the Open Offer being triggered by the Share Purchase Agreement, the agreement shall not be acted upon by the Sellers or the Acquirer.
- J. As the aggregate equity stake of the Acquirers in the paid up equity share capital of SOTL, after the transfer of Sale Shares covered in the SPA will be more than the stipulated threshold of 15% in compliance with Regulations 10 and 12 of the SEBI (SAST) Regulations, 1997, the Acquirers are hereby making the Open Offer, to acquire up to 49,800 equity shares of Rs. 10 each representing 20% of the issued, subscribed and paid up equity share capital of SOTL from the public shareholders of SOTL at the Offer Price i.e. Rs. 24.00 per equity share, payable in cash, subject to the terms and conditions mentioned hereinafter. Equity shares that would be tendered in the valid form in terms of the Open Offer will be transferred in favour of the Acquirers upon completion of the Open Offer formalities. The Open Offer will be made to those shareholders whose names appear on the Register of members on the specified Date i.e. Friday, January 22, 2010.

- K. There are no outstanding partly paid equity shares or any other instrument convertible into equity shares at a future date, in the books of the Target Company on the date of the PA.
- L. The shares of the Target Company are listed on the Bombay Stock Exchange Limited, Mumbai (the "BSE"). The shares are not admitted as permitted security in any other Stock Exchange. The shares are infrequently traded as per the data available with the BSE (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the Regulations.
- M. The Acquirers have acquired 37100 equity shares as mentioned in paragraph B above.
- N. Neither the Acquirers nor the Target Company nor the Sellers have been prohibited by the Securities and Exchange Board of India (hereinafter referred to as "SEBI") from dealing in securities, in terms of direction under Section 11B of the Securities and Exchange Board of India Act, 1992 (hereinafter referred to as "SEBI Act") or under any of the Regulations made under the SEBI Act.
- O. The Acquirers do not have any representatives on the Board of the Target Company as on the date of this PA. However, the Acquirers propose to reconstitute the board of directors of the Target Company as per Regulation 22(7) of SEBI (SAST) Regulations, 1997 and/or upon completion of Open Offer formalities.
- P. The Offer is not as a result of global acquisition resulting in indirect acquisition of shares of the Target Company.
- Q. The Manager to the Open Offer i.e. **Arihant Capital Markets Limited** does not hold any shares in the Target Company as on the date of the PA. They declare and undertake that they shall not deal in the shares of the Target Company on their own account during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer.
- R. This is not a competitive bid.
- S. The Offer is not subject to any **minimum level** of acceptance from the shareholders i.e. it is not a conditional offer and the Acquirers will be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 49,800 equity shares that are tendered in the valid form in terms of the Offer subject to the terms and conditions mentioned in this PA and the Letter of Offer ("LOF") to be mailed to the shareholders of SOTL.
- T. The Acquirers have not entered into any inter-se agreement for the purpose of allocation of the shares received in the Offer.

2. THE OFFER PRICE

A. The shares of the Target Company are listed only on the BSE.

B. The shares are not admitted as permitted security in any other Stock Exchange.

C. The annualised trading turnover is less than 5% (by number of equity shares) of the total number of listed equity shares. Accordingly, the equity shares of the Target Company are deemed to be infrequently traded at the BSE. The Offer Price of Rs. 24.00 (Rupees Twenty Four only) per fully paid up equity share of SOTL is justified in terms of Regulation 20 (5) of the Regulations since the same has been determined after considering the following :

a. Negotiated price	Rs. 23/-
b. Highest Price paid by the Acquirers for acquisition, if any, including by way of allotment in a public or rights issue or a preferential issue during the period of 26 weeks prior to the date of PA.	Rs. 23/-
c. The highest and the average price paid by the Acquirers for acquisition of shares of the Company during the 2 weeks period prior to the date of PA	Not Applicable
d. Other Parameters	
Based on audited financials as on	March 31, 2009
1. Return on Net worth (%)	2.46
2. Book Value (Rs.)	21.90
3. Earning per share (Rs. per equity share of face value of Rs. 10/- each)	0.54
4. PE multiple	Not applicable since there are no business operations

- D. The Offer Price is justified as it is higher than the price being paid for acquisition of Sale Shares by the Acquirers through the SPA. The Equity Shares being infrequently traded, the Offer price is justified considering EPS, the Book Value, Return on Net worth etc. as on 31.03.2009.
- E. In the opinion of the Acquirers and Manager to the Offer, the Offer price of Rs.24.00 (Rupees Twenty four only) per fully paid Equity Share is justified.
- F. The Acquirers have not paid any other monetary consideration, whether by way of any non-complete fee or otherwise, or pursuant to any non-complete agreement for acquisition of the Shares of SOTL.
- G. The Offer Price is justified in terms of Regulation 20 (11) of the Regulations.
- H. In the event of any further acquisition of Equity Shares by the Acquirers upto 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, the Acquirers shall not be acquiring any Equity Shares of SOTL during the period of 7 working days, prior to the date of closure of the Offer.
- I. This PA is being released, as per Regulation 15(1) of the SEBI (SAST) Regulations, 1997 in Financial Express (English) all editions, Jansatta (Hindi) all editions and Navshakti (Marathi) Mumbai edition only - as the registered office of the Target Company is situated in Mumbai and the Equity Shares of the Target Company are listed on BSE.

3. INFORMATION ABOUT THE ACQUIRERS

- A. The Offer is being made by Mr. Devendra Kumar Somani and Mr. Tarun Kumar Somani.
- B. 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: ks@somaniorgroup.com). 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 the same year he also 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 cold 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. He is a promoter and director of Indol 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.
- C. 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: ks@somaniorgroup.com). 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. 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.

- D. Mr. Tarun Kumar Somani has complied with Regulation 7(1) of the Regulations for acquisition of 37,100 (14.9%) shares of SOTL.
- 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 certified vide certificate dated 30/12/2009 that 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.
- F. The Acquirers intend to seek a reconstitution of the Board of Directors of the Target Company in accordance with the provisions of the Regulations. For this purpose, the Acquirers have arranged to deposit in the escrow account one hundred percent of the total consideration payable in cash assuming full acceptance of the Offer with lien in favour of Manager to the Offer. As such the Acquirers are entitled to be appointed as directors on the Board of SOTL after a period of 21 days from the date of this PA.
- G. There is no other person/individual/entity acting in concert with the Acquirers for the purposes of the Offer.

4. INFORMATION ABOUT THE TARGET COMPANY

- A. The Company was incorporated as a public limited company under the Companies Act, 1956 on March 26, 1983 with the Registrar of Companies, Maharashtra at Mumbai in the name and style of Shree Om Trades Limited. 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: 022 23634554, email-id: tanayaagems@gmail.com).
- 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 acquired substantial shareholding and taken control over the Company from the aforesaid promoters /persons by entering into a Share Purchase Agreement dated 29/10/2008 with the then existing promoters Ms. Tasneem Lokhandwala and M/s Lokhandwala Estates and Development Company Private Limited and making an open offer to the public shareholders of the Company in compliance of the Regulations.
- D. SOTL did its maiden public issue of 1,50,000 equity shares in February, 1984.
- E. The present Directors of SOTL are Mr. Gautam Mehta (Promoter Director), Mr. Jaimin Mehta (Promoter Director) and Mr. Nikhil Merchant.
- F. 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 of SOTL are traded on BSE in the 'T' category.
- G. The authorized share capital of SOTL as on date is Rs.100 lacs divided into 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 divided into 2,49,000 fully paid up equity shares of Rs. 10/- each. There are no partly paid up shares in SOTL. Details of paid up shares are as follows :

Paid up share capital of the company	No. of shares	%
Fully paid up equity shares	2,49,000	100
Partly paid up equity shares	NIL	NA

- H. All the shares of SOTL are listed and permitted for trading on BSE. The shares of SOTL are not frequently traded on BSE as per available information.
- I. SOTL was incorporated for carrying on business of trading and to act as merchants, importers, buyers, sellers, of all kinds of materials, commodities, articles and goods.
- J. The Company has not carried on any business operations in the last three years.
- K. Brief Financials of SOTL based on the latest audited financial statements are as follows:

Particulars	(Rs. in Lacs)
For Year ended 31.03.2009	
Total Income (Interest income)	3.04
Total Expenditure	0.99
Profit Before Tax	2.04
Profit After Tax	1.34
Paid up Equity Share Capital	24.90
Reserves and Surplus (excluding revaluation reserves, if any)	29.62

5. REASON FOR THE OFFER 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.
- 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.

6. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

- A. No approval from any bank or financial institutions is required for the purpose of this Open Offer, to the best of the knowledge of the Acquirers.
- B. As on the date of PA, to the best of the Acquirers' knowledge, no other statutory approvals are required to be obtained for the purpose of this Open Offer.
- C. The Open Offer would be subject to all the statutory approvals that may become applicable at a later date before the completion of the Open Offer. The Acquirers will have the right not to proceed with the Offer in the event any of the approvals are refused, in terms of Regulation 27(1) (b) of the Regulations.
- D. In case of delay due to non-receipt of any statutory approval, Regulation 22(12) of the Regulations, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirers for payment of consideration to the shareholders subject to Acquirers agreeing to pay interest to the shareholders for delay beyond 15 days from the date of closing of the Offer as directed by SEBI. Further in case the delay occurs on account of willful default by the Acquirers in obtaining the approvals, Regulation 22(13) of SEBI (SAST) Regulations, 1997, will also become applicable.
- E. The Acquirers reserve the right to withdraw the Open Offer, in terms of Regulation 27 of the SEBI (SAST) Regulations, 1997 in the event the statutory approvals, if any, are refused. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which this original PA is being made.

7. DISCLOSURE UNDER 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.

8. FINANCIAL ARRANGEMENTS

- A. The Acquirers have adequate own resources to meet the financial requirements of the Open Offer. The Acquirers have made firm arrangement for the resources required to complete the Open Offer in accordance with the Regulations.
- B. Assuming full acceptance, the total requirement of funds for the acquisition of upto 49,800 equity shares, being 20% of the paid up equity capital of SOTL at Rs 24.00 per share would be Rs. 11,95,200/- (Rupees Eleven Lacs Ninety Five Thousand and Two hundred). The Acquirers have already made firm arrangement for the financial resources required to implement the Open Offer assuming full acceptance. As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirers have created an Escrow Account with HDFC Bank Ltd., Fort Branch, Manekji Wadia Building, Nanik Motwani Marg, Fort Mumbai - 400 001 and made a cash deposit in the Current Account No. 00600350080129 for Rs. 11,95,200/- (Rupees Eleven Lacs Ninety Five Thousand and Two hundred), being 100% of the amount required for the Open Offer.
- C. The Acquirers have confirmed that the funds lying in the above mentioned account will be utilized exclusively for the purpose of the Offer. The Manager to the Offer has been solely authorised by the Acquirers to operate and realise the value of Escrow Account (which also has a lien marked favouring the Manager to the Offer) in terms of the Regulations.
- D. The Acquirers have duly empowered the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the Regulations.
- E. The Manager to the Open Offer, hereby confirm that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations of the Acquirers.
- F. In case of a revision in the Offer price, the Acquirers would raise the amount in the Escrow account to ensure compliance with Regulation 28 of SEBI (SAST) Regulations, 1997.

9. OTHER TERMS OF THE OFFER

- A. The Offer is not subject to any minimum level of acceptance.
- B. The Letter of Offer (the "Letter of Offer" or "LOF"), specifying the detailed terms and conditions of the Offer, along with a Form of Acceptance-cum- Acknowledgement (the "Form of Acceptance" or "FOA") and Form of Withdrawal ("FOW"), will be mailed to all the shareholders of SOTL (other than the Acquirers and Sellers) whose names appear on the Register of Members of SOTL, at the close of business hours on Friday, January 22, 2010 (the "Specified Date").
- 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 and in the LOF that would be sent to the shareholders of SOTL as on the Specified Date.
- D. All the Shareholders registered or unregistered, (except the Acquirers, existing Promoters of SOTL and parties to the SPA) who own fully paid equity shares of SOTL, registered or unregistered, anytime before the closure of the Offer are eligible to participate in the Offer.
- E. The Acquirers have appointed Sharex Dynamic (India) Pvt. Ltd. as Registrar to the Offer. The shareholders who are holding fully paid equity shares and wish to tender their equity shares will be required to send the FOA, original Share Certificate(s) and blank transfer deed(s) duly filled and signed to **Sharex Dynamic (India) Pvt. Ltd.**, Unit-1, Luthra Ind. Premises, Safed Pool, Andheri-Kurla Road, Andheri (E), Mumbai 400 072, Registrar to the Offer (the Registrar to the Offer), either by Hand Delivery or by Registered Post/Courier so that the same are received on or before the closure of the Offer i.e. Wednesday, March 17, 2010, at the address given below in 9.F, in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance.
- F. All owners of fully paid equity shares of SOTL, registered or unregistered who wish to avail of and accept the Offer can hand deliver the FOA along with all the relevant documents on all working days i.e. from Monday to Friday between 11.00 a.m. and 4.00 p.m. and on Saturday from 11.00 a.m. to 2.00 p.m., at :

Name & Address	Contact Person & Contact Numbers	Mode of delivery
M/s Sharex Dynamic (India) Private Ltd. Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanji Marg, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai-400072	Mr. B S Baliga Tel No. 022-28515606 / 5644 Fax : 022-28512885 Email : sharexindia@vsnl.com	Registered Post / Hand Delivery

Neither the share certificate(s) nor transfer deed(s) nor the Form of Acceptance should be sent to the Sellers or the Acquirers or SOTL or the Manager to the Offer.

- G. Unregistered owners holding shares of SOTL who do not receive a copy of the Letter of Offer can send their application in writing on plain paper duly signed and stating the name, address, number of equity shares held, number of equity shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid transfer deeds and the original contract note issued by the broker of a recognized stock exchange, through whom they acquired their equity shares and / or such other documents as may be specified, so as to reach the Registrar to the Offer on or before the closure of the Offer.
- H. 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 acknowledgment of the lodgment of shares for transfer. Shareholders of SOTL who are attaching the acknowledgment are requested to direct SOTL in writing to transfer the share certificates for onward submission to the Registrar.
- I. Equity shares tendered by the shareholders of SOTL in the Offer shall be free from lien, charges and encumbrances of any kind whatsoever.
- J. 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.
- K. No indemnity is required from the unregistered owners whilst accepting the Offer.
- L. In case of non-receipt of the Letter of Offer, eligible persons may send their consent to the Registrar to the Offer, at the address given in 9.F on plain paper stating Name, Address, Number of equity shares held, Distinctive Nos., Folio No., Number of equity shares offered, along with documents as mentioned above, so as to reach the Registrars to the Offer on or before the closure of the Offer.
- M. The Registrars to the Offer will hold in trust the share certificates, FOA, if any, and the transfer form(s) on behalf of the shareholders of SOTL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted equity shares / share certificates are dispatched / returned.
- N. If the aggregate of the valid responses to the Offer exceeds 49,800 fully paid up equity shares, then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations in such a way that acquisition from a shareholder shall not be less than the market lot or the entire holding, if it is less than the market lot. The equity shares of SOTL are currently traded only in physical mode and the market lot of the shares is 50. SOTL has not issued shares in electronic/dematerialized form. In view of acceptance of minimum marketable lots, the total number of shares accepted may marginally exceed the offer size.
- O. Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post / Speed Post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.
- P. Securities transaction tax will not be applicable to the shares accepted in the Offer.
- Q. 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.
- R. On non acceptance or on acceptance on a proportionate basis, Share Certificates(s), transfer deed (s) and other documents, if any, will be returned by registered/speed post at the shareholders' /unregistered owner's sole risk, to the sole /first shareholder. The Acquirers are required to deduct tax at source, as may be applicable.
- S. The intimation regarding acceptance of applications and payment of consideration will be dispatched to the shareholders by registered/speed post at the shareholders' sole risk. In case of joint holder(s), the cheque/demand draft/pay order will be drawn in the name of the first holder and in case of unregistered owners of shares the consideration will be paid to the person whose name is stated in the contract note.
- T. 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.
- U. The Letter of Offer alongwith the Form of Acceptance cum acknowledgement / withdrawal would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such form from the website.
- V. Aschedule of some of the key events in respect of the Offer is given below :

Activity	Day and Date
Specified date (for the purpose of determining the names of shareholders to whom Letter of offer would be sent)	Friday, January 22, 2010
Letter of Offer to be posted 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 / Offer size	Monday, March 8, 2010
Last date for withdrawal of acceptance form	Friday, March 12, 2010
Date of Closing the Offer	Wednesday, March 17, 2010
Last date for a competitive bid	Saturday, January 23, 2010
Date of communicating rejection / acceptance and payment of consideration for the application accepted.	Wednesday, March 31, 2010

10. GENERAL

- A. Neither the Target Company nor the Sellers nor the Acquirers nor any company in which the Acquirers are promoter(s), have been prohibited by SEBI from dealing in securities, under directions issued pursuant to Section 11B of the SEBI Act, 1992.
- B. Pursuant to the Regulation 13 of SEBI (SAST) Regulations, 1997, the Acquirers have appointed M/s. Arihant Capital Markets Ltd., Krishna Bhavan, 67, Nehru Road, Vile Parle(East), Mumbai 400 057, (Tel No: 022 4225 4800/858, Fax No: 022 4225 4880, email: shsela.c@arihantcapital.com, Contact person: Ms. Sheela Chhatwani) as Manager to the Offer and M/s Sharex Dynamic (India) Private Ltd., Unit-1, Luthra Ind. Premises, M Vasanji Marg, Andheri-Kurla Rd., Safed Pool, Andheri(E), Mumbai 400072 (Tel No. 28515606/5644, Fax No.022 28512885, email: sharexindia@vsnl.com, Contact Person : Mr B S Baliga) as Registrar to the Offer.
- C. In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations 1997, the 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. The withdrawal option can be exercised by submitting the documents as per the instruction below and in the Letter of Offer, so as to reach the Registrar to the Offer at the collection centre as mentioned in 9.F above, as per the mode of delivery indicated therein on or before - Friday, March 12, 2010.
- The withdrawal option can be exercised by submitting the duly completed and signed Form of Withdrawal (which will be sent to the shareholders along with the Letter of Offer) to the Registrar's Office.
 - In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by submitting an application to the Registrar's Office on plain paper along with the following details: Name(s), Address, Distinctive Nos., Folio Number, Total number of shares held, Number of shares tendered, number of shares withdrawn.
 - Copy of the acknowledgement received from the Registrar to the Offer while tendering shares should be sent along with the Form of Withdrawal / plain paper application for withdrawal.
- D. The share certificate(s) in respect of shares withdrawn by the shareholders would be returned by the Registrars to the Offer by registered post.
- E. Should the Acquirers decide to revise the Offer Price 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 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 the 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 this PA appears.
- F. **If there is a competitive bid**

