

LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE
ATTENTION

This Letter of Offer (LO) is sent to you as shareholder(s) of SAMPARK TRADING & FINANCE COMPANY LIMITED. If you require any clarification about the action to be taken, you may consult your stock broker or investment consultant or SYSTEMATIX CORPORATE SERVICES LTD.(Manager to the Offer) or CAMEO CORPORATE SERVICES LIMITED (Registrar to the Offer). In case you have sold your shares in the Company, please hand over this LO and the accompanying Form of Acceptance cum acknowledgment and Transfer Deed to the Member of Stock Exchange through whom the said sale was affected

CASH OFFER AT Rs. 12/- (Rupees Twelve Only) PER EQUITY SHARE

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

TO ACQUIRE

from existing shareholders upto 49800 equity shares of face value Rs. 10/- each
representing 20% of the voting share capital of

SAMPARK TRADING & FINANCE COMPANY LIMITED

having its registered office at 193, Abdul Rehman Street, Mumbai-400 003.

Tel: (022) 3414835 Fax: (022) 3414834

By

MR. SURESH CHAND AGARWAL AND MRS ANJU AGARWAL

Both residing at Kunwar Palace, Ring Road, Surat-395002, Tel: 0261-8311777

THE ACQUIRERS.

As on date no approvals, statutory or otherwise are required under the Companies Act 1956, Monopolies and Restrictive Trade Practices Act 1969, The Foreign Exchange Management Act, 1999 and / or any other applicable laws and from any bank and / or financial institution for the said acquisition.

Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, cannot withdraw the same.

In case of any upward revision/withdrawal of the offer, the Public Announcement for the same would be made in the same newspapers where the original Public Announcement has appeared. The last date for such upward revision, if any, is June 1, 2002. Acquirer will pay the same price for all shares tendered any time during the offer period.

Shareholders may note that if there is a competitive bid,

1.The public offers under all the subsisting bids shall close on the same date.

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

A copy of this Letter of Offer (including form of acceptance cum acknowledgement) is also available at the website of SEBI www.sebi.gov.in

If the aggregate of the valid responses exceed equity shares, then the Acquirer shall accept the offers received from the shareholders on a proportionate basis, in consultation with the Manager to the offer, in accordance with the Regulations.

For procedure for acceptance please refer " **PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER** ". The form of Acceptance cum acknowledgement is enclosed with this offer document.

Manager to the Offer

Systematix Corporate Services Limited

Ega trade Centre, 4th floor,
809, Poonamallee High road, Kilpauk, Chennai- 600 010
Tel: 044 – 6612181-7 Fax: 044- 6612190
e-mail: scslch @ vsnl.com
SEBI Regn: INM000004224
Name of the Contact Person: Mr. C.P. Khandelwal

Registrar to the Offer

Cameo Corporate Services Limited

Subramanian Building ,
#1, Club House Road, Chennai-600 002
Tel No. (044) 8460390-94 Fax. No. (044) 8460129
e-mail: cameogm@satyam.net.in
Sebi Regn No. : INR 00000 3753
Name of the Contact Person: Mr. R.D. Ramaswamy

Offer opens on	May 10th 2002	(Friday)
Offer closes on	June 8th 2002	(Saturday)

Public Announcement (PA) Date	March 30th 2002	(Saturday)
Specified Date	March 30th 2002	(Saturday)
Date by which Letter of Offer will be despatched to the shareholders	May 6th 2002	(Monday)
Offer Opening Date	May 10th 2002	(Friday)
Offer Closing Date	June 8th 2002	(Saturday)
Last date for revising the offer price/ number of shares	June 1, 2002	(Saturday)
Last date for a competitive Bid	April 19, 2002	(Friday)
Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and/or the share certificate for the rejected shares will be dispatched.	July 1, 2002	(Monday)

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DEFINITIONS

Acquirers	Mr. Suresh Chand Agarwal and Mrs. Anju Agarwal
Sellers	Mr. Mukesh Nishar and promoter -shareholder of ST&FL who agreed to sell 1,15, 730 fully paid shares of the ST&FL to the acquirers
MOU	The Memorandum of Understanding entered between the acquirer and the sellers on 26 th March 2002.
Target Company or ST&FL	M/s Sampark Trading & Finance Company Limited
Offer/LO	Offer being made by Acquirers to the Shareholders of ST&FL
Specified Date	.30 th March 2002- Date for the purpose of determining the names of shareholders, as appearing in the Register of Members of ST&FL
PA	Public announcement dated 30 th March 2002.
RBI	Reserve Bank of India
SEBI	Securities and Exchange Board of India
BSE	The Stock Exchange of Mumbai
The Regulations / SEBI(SAST) Regulations 1997	Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations 1997
Manager to the offer	Systematix Corporate Services Limited
Registrar to the offer	Cameo Corporate Services Limited
Eligible persons for the offer	Registered shareholders as on specified date i.e. 30 th March 2002 of "ST&FL" and unregistered persons who own the shares of "ST&FL" excluding sellers and acquirers
Negotiated Price	Rs 10/- per fully paid equity shares payable by way of cheque
Offer price	Rs 12/- per fully paid equity shares payable by way of account payee cheque/ demand draft

1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF **SAMPARK TRADING & FINANCE COMPANY LIMITED** TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER 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 THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER **SYSTEMATIX CORPORATE SERVICES LIMITED** HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 11, 2002 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 ACQUIRER 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 is made pursuant to Regulation 10 read with Regulation 12 of The(Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for substantial acquisition of shares accompanied with change in control/management.
- b. The Acquirer has entered into Memorandum of Understandings (MOUs) on March 26, 2002 with Mr. Mukesh V. Nishar representing the promoter/shareholders (*whose name and address are mentioned below in the tabular column*) of Sampark Trading & Finance Company Limited to acquire , a total of 1,15,730 fully paid up equity shares of Rs.10 each, at a price of Rs 10/- each payable by way of cheque/ bank draft, representing 46.48% of the paid up equity share capital of 2,49,000 equity shares of Sampark Trading & Finance Company Limited , (hereinafter referred to as "ST&FL")
- c. The other salient features of the MOUs are ;
 - i. The Acquirer shall acquire the Shares free from all encumbrances.
 - ii. The negotiated price paid by the Acquirer for the acquisition of 1,15,730 equity shares is Rs. 10 per share.
 - iii. There are no partly paid shares.

- iv. As per Regulation 22(16), it has been agreed under the agreement that in case of non compliance of any of the provisions of SEBI (SAST) Regulations 1997 the agreement shall not be acted upon by the sellers or Acquirers.
- v. All disputes & differences concerning the meaning or interpretation of these covenants or the rights and obligation of the parties, the same shall be referred to arbitration in accordance with the provisions of the Arbitration & Conciliation Act, 1996, or any statutory modification or re- enactment thereof for the time being in force
- vi. Pursuant to the agreement the above referred share holding of ST&FL would be transferred to the Acquirers thereby leading to a change in control. As a consequence provisions of Regulation (10) and Regulation (12) of the Regulations have been attracted.
- vii. As on the date of the public announcement the Acquirers do not hold any other shares of ST&FL .
- viii. The sellers- promoter shareholders of ST&FL who are selling their shares are as follows:

Sr. No.	Name of Shareholders/Sellers	No of shares	Acquisition price per share
1.	Mr. Vijipar S. Nishar, 361, B, 2 nd Chandavarkar Lane, Matunga, Mumbai-19	130	Rs 10/-
2.	Mr. Pravin . Nishar, 361, B, 2 nd Chandavarkar Lane, Matunga, Mumbai-19	200	Rs 10/-
3.	Mr. Mukesh V. Nishar, 361, B, 2 nd Chandavarkar Lane, Matunga, Mumbai-19	300	Rs 10/-
4.	Mr. Sinkar US, A-10/38, Chittaranjan Nagar,Rajawadi, Ghatkopar, Mumbi-88	1000	Rs10/-
5.	Mr. Sinkar D.S A-10/38, Chittaranjan Nagar,Rajawadi, Ghatkopar, Mumbi-88	1000	Rs10/-
6.	Miss . Shenoy GS, A-10/38, Chittaranjan Nagar,Rajawadi, Ghatkopar, Mumbi-88	1000	Rs10/-
7.	Mr. Rajesh Kothari,Jtly Mr. Kahesh Kothari, #7, New Shailesh society, Near Saniadh Ashram,Mumbai-56	1000	Rs 10/-
8.	Mr. Niru B. Gandhi, 301/402, manish Nagar, J.P. Road, Andheri, Mumbai-58	1000	Rs 10/-
9.	Mr. Lilavati Doshi, Jtly Narendra C. Doshi, 267/6, Karuna Sagar, deodhar Road, Matunga, Mumbai-19	1000	Rs 10/-
10.	Mr. Charul N Doshi, Jtly Mr. Narendra C. Doshi, 267/6, Karuna Sagar, Deodhar,Road, Matunga, Mumbai-19	1000	Rs 10/-

11.	Mr. Praful M Shah, Jtly Jayesh M. Shah, patel Apartments, 3rd floor, room No 10, Khot Galli, Ghatkopar, Mumbai 77	1000	Rs 10/-
12.	Mr. Niranjan P. Shah, Jointly Aruna N. Shah, 23, Maheshwar, villa, 83, S.V. Road, Santacruz(West), Mumbai-54	1000	Rs 10/-
13.	Mr. Jitehdra Shah, Jtly Mr. Mathurdas M. Parekh, 405/406, Peshwa Nagar, #4, Bhayandar, Mumbai-101	1000	Rs 10/-
14.	Mr. Bipi T. Sheth, Jtly Mrs Bhadaben Bipin sheth 578-A/5, Jitendra, jame Jamshed road, Matunga, (C. R)(Mumbai-19	1000	Rs 10/-
15.	Mr. Narshi P.Shah, Jtly Mrs. Monghiben N. Shah, 36, Pannalal Terraces, Grant Road, Mumbai7	1000	Rs 10/-
16.	Mr. Saiffuddin Kherywala, 13/15, Saifee Jubliess Street, 3 rd floor, Mumbai-3	1000	Rs 10/-
17.	Mr. Deepak mehtha, Jtly Mr. Deven Parekh, Venkateshwara Builders, Venkateshwara Bldg, Bhayandar (W), Mumbai-101	1000	Rs 10/-
18.	Ms. Lakshmi Nishar, Jtly Kasturben L. Nisar, H/4, Siddivinakaya Nagar,S.N. dulla Road, Rawal pada, Dahisar , Mumbai -68	1000	Rs 10/-
19.	Ms. Sarla K. Shah, Jtly Kantilall K Shah, c/ 302, Poonam Apts, Dr. A.B. Road, worli, Mumbai-18	1000	Rs 10/-
20.	Ms. Meena C. Nandu, Jtly Neeta R. Nandu, 62, shastri Apartments, 4, Moledian Road, Poona-1	1000	Rs 10/-
21.	Mr. Ratanshi Shangoi, Jtly Mahendrathai Sanghoi, Block 402, Nityanand, Navyug Nagar, S.V Road, Dahisar(East), Mumbai-68	1000	Rs 10/-
22.	Mr. Tarang Kothari, #10, Mahavir Chambers,2nd floor, Banaji Bt Fort,Mumbai-23	1000	Rs 10/-
23.	Mr. Sinkar S.D, A-10/38, Chittaranjan Nagar,Rajawadi, Ghatkopar, Mumbi-88	1000	Rs 10/-
24.	Mr. Mohan S. Dave, #1, Gopal Nivas, Sarojini Road, Ville Parle, Mumbai-56	1200	Rs 10/-
25.	Mr. Rajendra Shridhar Bhagat, Jtly Mr. Shridhar Bhagwat, #3, Nanji Wadi, J. K. Sawant Marg, Dadar, Mumbai-28	1500	Rs 10/-
26.	Mr. Bhanuprasad Trivedi,	1600	Rs 10/-

	#3, Vikrant, Maharastra Nagar, L. T. Road, Boriville, Mumbai-92		
27.	Mr. Ramesh Doshi, Fazalbhoj House, barrack Road, Mumbai-20	2000	Rs 10/-
28.	Mr. Yeshwant Shroff, 38/20, Tagore Road, , Santacruz (West) Mumbai-54	2500	Rs 10/-
29.	Mr. Basant Shroff, 38/20, Tagore Road, , Santacruz (West) Mumbai-54	2500	Rs 10/-
30.	Mr. Atul Jain, Jtly mr. Suresh shah, F/84, Gautam Nagr, L. T. Road, Borivilli, Mumbai-92	2500	Rs 10/-
31.	Mr. Ashwin Shah, Jtly Ramila Shah, A/104, Hari Smruthi, Rajendra Nagar, Borivali (E) Mumbai-66	3000	Rs 10/-
32.	Mr. Nehali Shah, Jtly Miss Vibhavari S. Pandya, C/8, Shantvan Co-op Society, Dixit Road, Ville Parle (E) mumbai-57.	3000	Rs 10/-
33.	Mr. Vibha Shah, Jtly Mr. Nemish shah, F/84, Gautam Nagar, L. T. Road, Borivalli(W) Mumbai92	3000	Rs 10/-
34.	Mr. Vishal Shah, Jtly Mrs. Jaya V. shah, 10, Mahavir Chambers, 2nd floor, Banaji street, fort, Mumbai-1	3000	Rs 10/-
35.	Mr. Rasiklal Vora, Jtly Mrs. Dipika Vora, A/11, Gautam Nagr, L.T. Road, Borivalli (w) Mumbai-92	3000	Rs 10/-
36.	Mr. Suresh Jain, jtly Mr. Manhar Vyas, 215/217, Javeri Bazar, Mumbai-3	3000	Rs 10/-
37.	Mr. Suresh Shah, #1, Gopal Nivas, Sarojini Road, ville Parle, Mumbai-56	3300	Rs 10/-
38.	Mr. Kajal Shah, Jtly Mr. Ramesh Vora, F/84, Gautam Nagr, L.t. Road, Borivalli (w) Mumbai-92	3800	Rs 10/-
39.	Mr. Umesh Bhatia, Jtly Mrs. Rupa Bhatia, F/84, Gautam Nagr, L.t. Road, Borivalli (w) Mumbai-92	3800	Rs 10/-
40.	Mr. Shailesh Parekh, Jtly Kavitha. S. Parekh, 10-11, Kavitha, 60, L.t. road, Ghatkopar, Mumbai	4000	Rs 10/-
41.	Mr. Nemish P. Shah, Jtly Harshad shah, F/84, Gautam Nagr, L.t. Road, Borivalli (w) Mumbai-92	4000	Rs 10/-
42.	Mr. Malay Shah, 3, Vikrant , Maharashta Nar, L.T. Road, Boirivalli, Mumbai-92	4000	Rs 10/-
43.	Mr. Taraben Shah, Jtly mr. Nemish Shah C/8, Shantvan Co-op Society, Dixit Road, Ville Parle (E) mumbai-57.	4000	Rs 10/-

44.	Mr. Chirag Kothari, Jtly Swarup Kothair, 215, 217, Javeri Bazzar,, Mumbai-3	4000	Rs 10/-
45.	Mr. Aswin Shah Jtly Kamleshkumar Chinubhai, mahavir Nagar, R.No 7B, Dhayandar (West) Mumbai	5000	Rs 10/-
46.	Mr. Jatin Shah #3, Vikrant mahastra Nagar, L.T. Road, Borivilli , Mumbai-92	5000	Rs 10/-
47.	Mr. Natwar Patel, Jtly Suresh N. Patel, Jai Durgesh Nivas-5, r. No:6, Ravalpada, Dahisar East, Mumbai-68	5000	Rs 10/-
48.	Mr. Saroj N Shah , Jtly Sarala N. shah, Siddhi Towers, 301, opp sai mandir, Mulji Nagar, Borivalli , Mumbai-92	5800	Rs 10/-
49.	Mr. Anirudh Shah, Jtly Mr. Dilip a. Shah, Siddhi Towers, 301, opp sai mandir, Mulji Nagar, Borivalli , Mumbai-92	5800	Rs 10/-
50.	Mr. Suresh Patel, Jtly Mr. Mukesh Patel, 252, Mani Bhuvan, 2 nd floor, C.P. Tank, Mumbai	5800	Rs 10/-

- d. The Acquirers, the Sellers and the Target company have not been prohibited by Securities and Exchange Board of India from dealing in securities in terms of section 11B of SEBI Act or under any of the regulations made under the SEBI Act.
- e. After completion of SEBI formalities the shares under the Agreement and Shares under the Public offer will be transferred to the Acquirers and all the existing Directors of the company shall resign. The acquirers will thereupon decide and finalize the persons to represent them on the Board of the Company and will appoint such persons on the Board of ST&FL . Currently no persons represent the acquirers on the Board of the company

2.2 Details of the Proposed Offer

The Acquirer has announced their intention to make a public offer to the existing shareholders of ST&FL through a public announcement which was published in 30/03/2002 in compliance with Regulation 15 of the Regulations in all editions of 'Free Press Journal' being on English National Daily, 'Navasakthi', being Hindi National Daily and also being regional language daily with wide circulation where registered office of ST&FL is located. The Public announcement is also available on the SEBI website at www.sebi.gov.in

1. The Acquirers hereby announces an offer under the Regulations, to acquire 49800 fully paid-up equity shares of Rs.10/- each of ST&FL representing 20% of its paid-up equity share capital from the remaining shareholders of ST&FL (other than "Sellers") on the terms and subject to the conditions set out below, at a price of Rs. 12/- (Rupees Twelve Only) per fully paid-up equity share (the "Offer Price") payable by way of Account Payee cheque/ demand draft..
2. The offer is unconditional and is not subjected to any minimum level of acceptance from the share holders
3. The Acquirers have not acquired any shares of the Target Company after the date of PA and up to the date of the Letter Of Offer.

3 BACKGROUND OF THE ACQUIRERS

The acquirers are individuals – Mr. Suresh Chand Agarwal and Mrs Anju Agarwal.

1) Mr. Suresh Chand Agarwal

Mr. Suresh Chand Agarwal, residing at Kunwar Palace, ring Road, Surat –395002, Ph-0261-8311777 is a post graduate in Arts. He has been in the business of Textiles and Consumer Goods for past 25 years.

2) Mrs. Anju Agarwal

Mrs. Anju Agarwal , residing at Kunwar Palace, ring Road, Surat –395002, Ph-0261-8311777 is a post graduate in Science. She has been in the business of Textiles and Consumer Goods for past 10 years.

- a) Mrs Anju Agarwal is the wife of Mr. Suresh Chand Agarwal.
- b) The networth of Mr. Suresh Chand Agarwal as on 31st March 2001 duly certified by R.K.Sethia Partner Sethia & Bohra Associates , Chartered Accountants having their office at #501, Hira Panna Market , Behind Vankar Sangh, Ring Road, Surat-395 002 is Rs 91,40,072/- (rupees Ninety one lakhs forty thousand and seventy two only)
- c) The networth of Mrs Anju Agarwal as on 31st March 2001 duly certified by R.K .Sethia Partner Sethia & Bohra Associates , Chartered Accountants having their office at #501, Hira Panna Market , Behing Vankar Sangh, Ring Road, Surat-395 002 is Rs 76,99,682/- (Rupees Seventy Six lakhs Ninety nine thousand six hundred and eighty two only)
- d) Acquirers are not Directors in any listed company
- e) The acquirers are promoters of
 - 1.Poonam Industries Limited
 - 2.Kunvar Ajay Designer Sarees Limited
 3. Tarika Silks Mills Private Limited
 - 4.Poem Sarees Private Limited
 5. Poonam Sarees Private Limited
 - 6 Kunvar Ajay Foods Private Limited.
 7. Dandi Salt Private Limited
 8. True Detergent Private Limited
 9. Prachin Silk Mills Private Limited
 10. Suresh Chand suiting Shirting Private Limited
 11. Kunvar Sarees Private Limited
 12. Amrit Namak Private Limited.
 13. Anu Suresh Designer Saree Private Limited
 14. Neelam Silk Mills Limited
 15. Sher-A- Punjab Atta Limited
- f) The financial information of the aforementioned companies are as follows

POONAM INDUSTRIES LIMITED			
Regd office:		Ashirwad Market, Ring Road, Surat	
Date of incorporation:		25.02.1993	
Nature of business:		Trading of art silk fabrics.	
Financial Highlights			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.3.1999
Paid up share capital	98.56	98.56	98.56
Reserves excluding revaluation	25.35	25.00	20.90
Total income	6344.12	4786.58	4294.46

Net profit after tax	0.34	4.11	5.50
Earnings per share in Rs	0.03	0.41	0.56
Net Asset Value/net worth	123.91	123.56	119.46

KUNVAR AJAY DESIGNER SAREES LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			
Date of incorporation: 05.02.1995			
Nature of business: Manufacturing and Trading of art silk fabrics.			
Financial Highlights			
			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.3.1999
Paid up share capital	0.02	0.02	0.02
Reserves excluding revaluation	17.56	12.45	-----
Total income	1626.36	4172.02	-----
Net profit after tax	5.43	12.88	----
Earnings per share in	2715	6440	-----
Net Asset Value/net worth	17.58	12.47	---

TARIKA SILK MILLS PRIVATE LIMITED			
Regd office: 304, Maharaja Chambers , Slabatpura, Surat			
Date of incorporation: 31.07.89			
Nature of business: Manufacturing and Trading of art silk fabrics			
Financial Highlights			
			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.3.1999
Paid up share capital	7.99	7.99	7.99
Reserves excluding revaluation	8.87	9.09	0.38
Total income	-----	9.54	0.60
Net profit after tax	(0.03)	9.34	0.27
Earnings per share in	----	11.68	0.34
Net Asset Value/net worth	16.86	17.08	8..37

POEM SAREES PRIVATE LIMITED			
Regd office: Lower ground floor, Ashirwad Market, Ring Road, Surat			
Date of incorporation: 16.05.96			
Nature of business: Manufacturing and Trading of art silk fabrics			
Financial Highlights			
			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.3.1999
Paid up share capital	0.02	0.02	0.02
Reserves excluding	(0.039)	(0.28)	(0.13)

revaluation			
Total income	---	---	---
Net profit after tax	(0.11)	(0.15)	(0.04)
Earnings per share in Rs	NA	NA	NA

POONAM SAREES PRIVATE LIMITED			
Regd office: B-2, Thakkar Palace, Ghod Dod Road, Surat			
Date of incorporation: 06.01.95			
Nature of business: Manufacturing and Trading of art silk fabrics			
Financial Highlights			
			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.3.1999
Paid up share capital	7.55	7.55	7.55
Reserves excluding revaluation	(0.51)	(0.44)	(0.37)
Total income	Nil	Nil	Nil
Net profit after tax	(0.07)	(0.06)	(0.0.8)
Earnings per share in Rs	NA	NA	NA
Net Assets Value	7.04	7.11	7.18

KUNVAR AJAY FOODS LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			
Date of incorporation:			
Nature of business: Dealing in fast moving consumer goods viz Dhandi salt			
Financial Highlights- The datas are not available being the first financial year of the company.			

DANDI SALT PRIVATE LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			
Date of incorporation: 3.2.2000			
Nature of business: No operation since incorporation			
Financial Highlights			
			RS in lakhs
For the year ended	31.3.2001		
Paid up share capital	0.02		
Reserves excluding revaluation	(0.039)		
Total income	---		
Net profit after tax	(0.039)		
Earnings per share in Rs	NA		

TRUE DETERGENT PRIVATE LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			

Financial Highlights			
			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.3.2001
Paid up share capital	0.02	0.02	0.02
Reserves excluding revaluation	(0.18)	(0.15)	(0.12)
Total income	---	—	—
Net profit after tax	(0.03)	(0.03)	(0.02)
Earnings per share in Rs	NA	NA	NA

PRACHIN SILK MILLS PRIVATE LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			
Date of incorporation: 8.3.1996			
Nature of business: No operation since incorporation			
Financial Highlights			
			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.3.1999
Paid up share capital	0.02	0.02	0.02
Reserves excluding revaluation	(0.10)	(0.07)	(0.03)
Total income	---	—	—
Net profit after tax	(0.02)	(0.03)	(0.05)
Earnings per share in Rs	NA	NA	NA

SURESH CHAND SUITING SHIRTING PRIVATE LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			
Date of incorporation: 23.10.1998			
Nature of business: No operation since incorporation			
Financial Highlights			
			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.3.1999
Paid up share capital	0.02	0.02	0.02
Reserves excluding revaluation	(0.10)	(0.05)	(0.03)
Total income	---	—	—
Net profit after tax	(0.04)	(0.03)	(0.03)
Earnings per share in Rs	NA	NA	NA

KUNVAR SAREES PRIVATE LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			

Date of incorporation: 3.5.1999			
Nature of business: No operation since incorporation			
Financial Highlights			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.31999
Paid up share capital	0.02	0.02	
Reserves excluding revaluation	(0.07)	(0.03)	
Total income	---	—	
Net profit after tax	(0.04)	(0.03)	
Earnings per share in Rs	NA	NA	

AMRIT NAMAK PRIVATE LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			
Date of incorporation: 3.2.2000			
Nature of business: No operation since incorporation			
Financial Highlights			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.31999
Paid up share capital	0.02		
Reserves excluding revaluation	(0.04)		
Total income	---		
Net profit after tax	(0.04)		
Earnings per share in Rs	NA		

ANU SURESH DESIGNER SAREE PRIVATE LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			
Date of incorporation: 12.11.1998			
Nature of business: No operation since incorporation			
Financial Highlights			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.31999
Paid up share capital	0.02	0.02	0.02
Reserves excluding revaluation	(0.12)	(0.06)	(0.03)
Total income	---	---	---
Net profit after tax	(0.06)	(0.03)	(0.03)
Earnings per share in Rs	NA	NA	NA

NEELAM SILK MILLS LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			
Date of incorporation: 3.4.1996			

Nature of business: No operation since incorporation			
Financial Highlights			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.31999
Paid up share capital	0.30	0.30	0.30
Reserves excluding revaluation	(0.56)	(0.51)	(0.45)
Total income	---	---	---
Net profit after tax	(0.04)	(0.06)	0.05
Earnings per share in Rs	NA	NA	NA

SHER-A-PUNJAB ATTA LIMITED			
Regd office: Kunvar Palace, Ashirwad Market, Ring Road. Surat			
Date of incorporation: 16.7.1998			
Nature of business: No operation since incorporation			
Financial Highlights			RS in lakhs
For the year ended	31.3.2001	31.3.2000	31.31999
Paid up share capital	0.20	0.20	0.20
Reserves excluding revaluation	(0.14)	(0.06)	(0.03)
Total income	---	---	---
Net profit after tax	(0.08)	(0.03)	(0.03)
Earnings per share in Rs	NA	NA	NA

3.2 Rationale for the acquisition

The Acquirers having good experience in trading and financial activities have decided to acquire a company listed on the Stock Exchange of Mumbai . After substantial acquisition of shares as per this offer and change in the management of the ST&FL , they plan to promote the business of fast moving consumer goods in the company subject to the necessary approval.

3.3 Delisting Option

Pursuant to this offer the public shareholding will not be reduced to 10% or less of the voting capital of ST&FL, and therefore the provisions of regulation 21(3) of the regulations do not apply.

4. BACKGROUND OF THE TARGET COMPANY

- 1) M/s Sampark Trading and Finance Limited. was incorporated on 29th March 1985 and received the Certificate of Commencement of Business from the Registrar of Companies Maharashtra on 15th April 1985. The registered office of Sampark Trading and Finance Limited is located at #193, Abdul Rehman Street, Mumbai-400 003. ST&FL is carrying on the business of finances and trading..

The company came out with a Public issue of 2,48,000 Equity Shares of Rs10/- each for cash at par aggregating to Rs.24.8 lacs with the object to augment the long term resources of the company to start its activities and to meet the expenses of the issue. The equity shares are listed on The Stock Exchange, Mumbai

The Company is presently also engaged in finance and trading activities.

- 2) The authorized share capital of ST&FL is Rs. 25.00 lacs comprising of 2,50,000 equity shares of Rs. 10/- each. The issued, subscribed and paid-up share capital of the company of the company is Rs. 24.90 lacs comprised of 2,49,000 equity shares of Rs. 10/- each.

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	Nil
Total paid-up equity shares	2,49,000	100
Total voting rights in the Company	2,49,000	100

- 3) There are no convertible instruments (warrants/FCDs/PCDs) etc issued by the company.
- 4) The equity shares of the company are listed on the Stock Exchange of Mumbai and the company is complying with all listing requirements and there are no penal actions against the company.
- 5) The Board of Directors of ST&FL as on 30th march 2002 are as follows :

Name	Designation	Address
Atul K. Nishar	Director	38/39, Rajgir Chambers, fort, Mumbai-3
Pravin V. Nishar	Director	361, B, 2 nd Chandavarkar Lane, Matunga, Mumbai-19
Vijpar s. Nishar	Director	361, B, 2 nd Chandavarkar Lane, Matunga, Mumbai-19
Mukesh V. Nishar	Director	361, B, 2 nd Chandavarkar Lane, Matunga, Mumbai-1

There are no directors representing the Acquirers on the Board of ST&FL..

- 6) Status Of Compliance With The Provisions Of Chapter II Of The Takeover Regulations (As Applicable)

The Acquirers have complied with the relevant Regulations of Chapter II of SEBI Take Regulations on 26th March 2002. The intimation has been sent to the Stock Exchange of Mumbai and to the Target Company .(Sampark Trading and Finance Company Limited)

a) By the promoters/Sellers/major shareholders.

Sl. No.	Regulation/ Sub- regulation	Due Date for compliance as mentioned in the regulation	Actual date of compliance	Delay, if any (in no. of days) Col. 4- Col. 3	Remarks
1	2	3	4	5	6
1	6(1)	20.04.1997	Not Applicable		Not Applicable
2	6(3)	20.04.1997	Not Applicable		Not Applicable
3	8(1)	21.04.1998	Not Applicable		Not Applicable
4	8(2)	21.04.1998	Not Complied		Not Complied
5	8(1)	21.04.1999	Not Applicable		Not Applicable
6	8(2)	21.04.1999	Not Complied		Not Complied
7	8(1)	21.04.2000	Not Applicable		Not Applicable
8	8(2)	21.04.2000	Not Complied		Not Complied
9	8(1)	21.04.2001	Not Applicable		Not Applicable
10	8(2)	21.04.2001	Not Complied		Not Complied
11	7(1) & (2)		Not Applicable		Not Applicable

b) By ST&FL (the target company)

Sl. No.	Regulation/ Sub- regulation	Due Date for compliance as mentioned in the regulation	Actual date of compliance	Delay, if any (in no. of days) Col. 4- Col. 3	Remarks
1	2	3	4	5	6
1	6(2)	20.05.1997	Not Applicable		Not applicable
2	6(4)	20.05.1997	Not Complied		Not Complied
3	8(3)	30.04.1998	Not Complied		Not Complied
4	8(3)	30.04.1999	Not Complied		Not Complied
5	8(3)	30.04.2000	Not Complied		Not Complied
6	8(3)	30.04.2001	Not Complied		Not Complied
7	7(3)		Not Applicable		Not Applicable

- 6) There has been no merger / demerger or spin off during the last three years involving ST&FL. There has been no change of name of the company.
- 7) Brief Audited Financial results of ST&FL for the last three years and the unaudited results for the half year ended 30/12/2001 are as follows :

Profit & Loss Account (Audited)

Particulars(for the period ended 31 st March)	(Rs. in 000)			
	1998-99	1999-2000	2000-2001	Certified Financial results from 1/4/2000 to 15/3/2002
Income from operations	162.83	142.12	150.98	73.38
Other income	0.30	-----	---	-----
Interest Loan	72.62	95.25	105.70	103.03
Total Income	235.75	237.37	256.68	176.41
Total Expenditure	140.39	157.83	164.64	132.32
Profit before depreciation and tax	95.36	79.54	92.04	44.09
Depreciation	47.15	34.94	25.90	-----
Profit before tax	48.21	44.60	66.14	44.09
Provision for tax	18.91	19.40	27.4	-----
Profit after tax	29.29	25.20	38.74	44.09

Balance Sheet (Audited)	31 st March 99 Rs	31 st March 2000 Rs	31 st March 2001 Rs	15 th March 2002
Sources of funds				
Paid up share capital	2241750	2241750	2241750	2490000
Reserves and Surplus (excluding revaluation reserves)	138507	163706	202444	246536
Net worth	2380263	2405461	2444200	2736536
Secured loans	----	-----	----	-----
Unsecured loans	-----	-----	-----	-----
Total	2380263	2405461	2444200	2736536
Use of funds				
Net fixed assets	135037	100090	74189	-----
Investments				-----
Net current assets	2245225	2305371	2370011	2736536
Total miscellaneous expenditure not written off	----	-----	-----	-----
Total	2380263	2405461	2444200	2736536

Other Financial Data	1999-1999	1999-2000	2000-2001
Dividend (%)	-----	-----	-----
Earning Per Share (Rs.)	0.12	0.10	0.15
Return on Networth(%)	1.23	1.04	1.58
Book Value Per Share (Rs.)	9.55	9.66	9.82

8) Pre and Post-Offer share holding pattern of ST&FL before & after the offer assuming 20.00% acceptance, would be as follows :

Shareholders category	Shareholding & voting rights prior to the Agreement/ acquisition and Offer (A)		Shares/Voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations (B)		Shares/Voting rights to be acquired in the open Offer (Assuming full acceptances) (C)		Shareholding/voting rights after the acquisition and Offer (A+B+C)	
	No	%	No	%	No	%	No	%
1. PROMOTERS GROUP								
Parties to agreement if any	1,15,730	46.48	Nil	Nil	Nil	Nil	Nil	Nil
Promoters other (a) above	370	0.15	Nil	Nil	Nil	Nil	370	0.15
2. FIs/MFs/ Banks, SFIs (indicate names)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3. ACQUIRER								
a.Main acquirer	Nil	Nil	1,15,730	46.48	49,800	20	1,65,530	66.48
b. PACs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total 3 (a+b)	Nil	Nil	1,15,730	46.48	49,800	20	1,65,530	66.48

4. PARTIES TO AGREEMENT OTHER THAN (1) A & 3	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5. PUBLIC OTHER THAN 1 TO 4)	1,32,900	53.37	Nil	Nil	Nil	Nil	83,100	33.37
Total (1+2+3+4+5)	2,49,000	100	1,15,730	46.48	49,800	20	2,49,000	100

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 Justification of Offer price

The equity shares of ST&FL are listed on The Stock Exchange, Mumbai (BSE) The equity shares of ST&FL have not been traded on the BSE, for last three years prior to the month in which the Public Announcement in terms of the Regulations has been made. Hence the equity shares are termed as infrequently traded in terms of Explanation (i) of Regulation 20(3) of the Regulations.

The offer price of Rs. 12/- per share of ST&FL has been determined in terms of Regulation 20 (3) of The Regulations taking into account following factors :

i.	The negotiated price under the Agreements referred to Regulation14(1)	Rs10/-								
ii.	Highest price paid by the Acquirer or PAC's for acquisitions including by way of allotment in a public or rights issue, if any, during the twenty-six weeks period prior to the date of Public Announcement.	Not Applicable								
iii.	Price paid by the Acquirer under the preferential allotment made to him or PAC's with him, at any time during the twelve month period upto the date of closure of the offer.	Not applicable								
iv.	Other parameters as per audited results of ST&FL for the year ended 31/03/2001 As per certified results for the period upto 15/3/2002	<table style="margin-left: auto; margin-right: auto;"> <tr> <td>EPS</td> <td>0.15</td> </tr> <tr> <td>RONW</td> <td>1.58%</td> </tr> <tr> <td>BV per share</td> <td>Rs. 9.82</td> </tr> <tr> <td>EPS</td> <td>0.18</td> </tr> </table>	EPS	0.15	RONW	1.58%	BV per share	Rs. 9.82	EPS	0.18
EPS	0.15									
RONW	1.58%									
BV per share	Rs. 9.82									
EPS	0.18									

- i. There has been no trading in equity shares of ST&FL on any of the Stock Exchange during the period of last three years. As a result Price/Earning ratio has not been computed and may not be relevant.

- ii. Taking the above factors into consideration the offer price of Rs. 12/- per share is justified.
- iii. The offer price shall not be less than the highest price paid by the Acquirer for any acquisition of the shares of ST&FL from the date of PA upto seven working days prior to the closure of the offer.

5.2 Financial arrangements:

- 1) The open offer by the acquirers is for the acquisition of upto 49800 Equity Shares of ST&FL . The offer is being made at a price of Rs 12/- (Two rupee twelve only) per equity share. Assuming the full acceptance by the shareholders, the total amount required to fulfill the offer obligation comes to Rs. 5,97,600/- (Rupees Five Lacs Ninety seven Thousand six hundred Only) being the maximum amount payable.
- 2) In accordance with regulation 28(4)(a) , the Acquirer has opened an Escrow Account with Canara Bank of India, Nanapura Branch, Mumbai for Rs.1,50,000/- (Rupees One Lacs Fifty Thousand Only) which is more than 25% of total consideration payable under the Offer. The acquirers have opened an Escrow Account with The acquirers has empowered the manager to the offer to operate the escrow account in accordance with the Regulations.
- 3) Acquirers have adequate resources to meet the financial obligations under the said offer. These liquid funds are lying in the form of investment in shares, cash and bank balance. The purchase of further shares through the proposed offer would be financed through internal resources and not through Banks, FIs or foreign sources i.e. from NRIs or otherwise.
- 4) R.K.Sethia Partner Sethia & Bohra Associates , Chartered Accountants having their office at #501, Hira Panna Market , Behing Vankar Sangh, Ring Road, Surat-395 002 has certified vide their certificate dated 26th March 2002 that Acquirer have sufficient means to fulfill all their obligations under the said offer and have immediate access to the liquid assets as on date, for fulfilling all the obligations under the proposed acquisition of equity shares of ST&FL from the shareholders.
- 5) The Manager to the Offer is satisfied about the ability of Mr. Suresh Chand Agarwal and Mrs Anju Agarwal the acquirers to implement the offer and fulfill the obligations under the SEBI (SAST) Regulations, 1997. Firm arrangements for funds and money for payment through verifiable means are in place to fulfill the offer obligations.

6. TERMS AND CONDITIONS OF THE OFFER

- 1)
 - a. This Offer will remain open on all working days (excluding Public Holidays) between May 10, 2002 , Friday and June 8, 2002, Saturday (both days inclusive). The equity shareholders of ST&FL who wish to avail of and accept this offer shall be required to send their acceptance in the manner stated above so as to reach on or before June 8, 2002.
 - b. Subject to the conditions governing this Offer as mentioned in the Letter of Offer, the acceptance of this Offer by Shareholders of ST&FL must be absolute and unqualified. Any acceptance to this Offer which is conditional and incomplete in any respect will be rejected without assigning any reason whatsoever
 - c. The form of acceptance along with the Share Certificate(s) and other documents delivered shall become acceptance on the part of the shareholder, but will become a fully valid and binding contract between shareholder and Acquirer only upon the fulfillment of all conditions mentioned herein.

- d. On fulfillment of the conditions herein mentioned, the Acquirer will pay the Offer price by Account Payee Cheque / Demand Drafts which will be sent by Registered Post to the shareholders of ST&FL , whose acceptance to the offer are accepted by the Acquirer. The cheque /Demand Drafts will be drawn in the name of first named person in case of joint shareholders. In case of unregistered owners of the shares, payment will be made as per mandate given by such owner in the Form of Acceptance. for incorporating in the Cheque / Demand Draft..The last of date of communication of the acceptance , rejection and payment of consideration for application accepted is July 1, 2002.
- 2) *Locked in shares:*
There are no locked in shares of ST&FL .
- 3) *Eligibility for accepting the offer:*
The offer is being made to the shareholders of ST&FL (other than Sellers) whose names appear on the Register of the Members of ST&FL at the close of business hours on 30th March 2002 (the "**Specified Date**") and also to those persons (except the acquirers,) who own the shares at any time prior to the closure of the offer, but are not the registered shareholders.
- 4) *Statutory approvals:*
As on the date of this Announcement no approvals, statutory or otherwise, are required under the Companies Act 1956, Monopolies and Restrictive Trade Practices Act, 1969, the Foreign Exchange Management Act, 1999 and /or any other applicable laws and from any bank and/ or financial institutions for the said acquisition.

.7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

7.1 Procedure for accepting the offer by eligible persons

- a. The shareholders of ST&FL who qualify and who wish to avail of this Offer (hereinafter referred to as "Acceptors") will have to deliver the relevant documents mentioned below as applicable to the Registrar to the Offer at the following address:

Address	Working days & Timings	Mode of Delivery
Cameo Corporate Services Limited, Subramanian Building , #1, Club House Road, Chennai-600 002 Tel No. (044) 8460390-94 Fax. No. (044) 8460129 e.mail: cameogm@satyam.net.in Contact person: Mr. RD. Ramaswamy	Monday to Friday 10.00 A.M. to 5.00 P.M. Saturday 10.00 A.M. to 2.00 P.M.	Hand Delivery / Registered Post

No document should be sent to the Acquirer or to ST&FL (the Target Company)

- **Registered Shareholders should enclose:**
 - i. Form of Acceptance cum acknowledgment duly completed and signed in accordance with the instructions contained therein, by all shareholders (in case of joint holding) whose names appear on the share certificates.
 - ii. Original share certificate(s).
 - iii. Valid share transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holding), in the same order and as per the

- specimen signatures registered with ST&FL and duly witnessed at the appropriate place,.
- iv. In case the shares stand in the name of a sole shareholder, who is deceased, the notarised certified copy of the legal representation/succession obtained from a competent court.

The share certificate(s) and share transfer form(s) submitted by the acceptors of this offer will be held by the Registrar to the offer in trust for the acceptors of this offer, till the time the acquirers pay the price mentioned in above clause. Share transfer stamps shall be affixed by and the charges borne by the acquirers.

In case the shareholder has already sold his shares, he may kindly forward this offer document to the transferee or to the broker through whom the sale was effected.

• **Unregistered owners should enclose :**

- i. Form of acceptance cum acknowledgment duly completed and signed in accordance with the instructions contained therein.
 - ii. Original share certificate(s)
 - iii. Original broker contract note of a registered broker of a recognized stock exchange.
 - iv. Valid share transfer form(s) as received from the market. The details of the buyer should be left blank. If the details of the buyer are filled in, the tender will not be valid under the offer. Acquirer's name will be subsequently filled in upon verifying the validity of the share transfer form.
 - v. No indemnity is needed from the unregistered shareholders.
- b. In case of non-receipt of the offer document, the eligible shareholders who wish to accept the offer should communicate their acceptance in writing on a plain paper stating the name, address, no of shares held, distinctive numbers, folio number and number of shares offered to the **Registrar to the Offer** together with relevant share certificate(s), the transfer deed(s) and the original contract note issued by share broker of a recognized stock exchange through whom they acquired the equity shares before the close of the Offer, i.e.10th June 2002. Such shareholders may also download a copy of the form of acceptance cum acknowledgement from SEBI's website at www.sebi.gov.in and use the same.
 - c. Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirer, Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of ST&FL is 100 equity shares ..
 - d. On fulfillment of the conditions herein mentioned, the acquirers will complete all procedures relating to the offer within 30 days from the closure of the offer, including payment of consideration to the shareholders of ST&FL whose acceptance to the offer are accepted by the acquirers.
 - e. Shares not accepted under the offer will be sent to the shareholders / applicants at their sole risk by Registered post.

- f. The Registrars to the Offer will hold in trust the Share certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form/s on behalf of the shareholders of ST&FL who have accepted the Offer, till the drafts / pay orders for the consideration and/ or the unaccepted share certificates are despatched/ returned.

8. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Acquirer from 11.00 a.m. to 5.00 p.m. on any working day until the Offer closes:

1. Published copy of Public announcement
2. Chartered Accountant's certificate dated 26th March 2002 certifying the net worth of the Acquirers Mr. Suresh Chand Agarwal and Mrs. Anju Agarwal.
3. Chartered Accountants certificate dated 26th March , 2002 certifying that sufficient resources are available with the acquirers to meet the obligations under the present takeover offer
4. Memorandum of understanding for acquisition of 115,730 equity shares Rs 10/- each of the ST&FL Company
5. Copy of Memorandum and Articles of Association of ST&FL .
6. Copies of Annual reports of ST&FL for the year 1998-99,1999-2000 and 2000-01.
7. Deposit receipt from Canara Bank, Nanpura Branch confirming deposit of Rs 1,50, 000 and a lein in favour of the merchant Banker- systematix Corporate Services Limited.
8. .MOU between the Manager to the Offer and the Acquirers dated 26th march 2002
9. Copy of the letter , received from SEBI, dated April 22, 2002

9. DECLARATION BY THE ACQUIRER

- i. The acquirers accept full responsibility for the information given in this LOF
- ii. Further each of the acquirers would be severally and jointly responsible for ensuring compliance with the Regulations. SEBI can proceed legally or otherwise for any default or non compliance by the acquirers.

For and on behalf of the acquirers

-Sd-

Mr. Suresh Chand Agarwal
Mrs Anju Agarwal

Date :

Place: Mumbai

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

To,

Date :

Cameo Corporate Services Limited,
Subramanian Building ,
#1, Club House Road,
Chennai-600 002

Dear Sir,

Reg : Open offer to acquire upto 49,800 equity shares representing 20% of the paid up shares of SAMPARK TRADING AND FINANCIAL LIMITED by Mr. Suresh Chand Agarwal and Mrs Anju Agarwal (Acquirers) at a price of Rs. 12/- per share pursuant to SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997

I/We, refer to the letter of offer dated _____ for acquiring the equity shares held by me/us in ST&FL Limited.

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

I/We, accept the offer and enclose the original share certificate(s), duly signed transfer deed(s) in respect of my/our shares as detailed below.

Sr. No.	Ledger Folio No.	Certificate No.	No. of shares
Total number of equity shares			

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

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the offer until the time the Acquirer gives the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We authorise the Acquirer to accept the shares so offered which he may decide to accept in consultation with the Manager to the offer and in terms of the Letter of Offer and I/We further authorise the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted, specifying the reasons thereof.

I/We authorise the Acquirer or the Registrar to send by registered post the draft/pay-order, in settlement of the amount to the sole/first holder at the address mentioned below.

Yours faithfully,
Signed and Delivered

Full Name(s) of the holders	Address	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Note : In case of joint holdings all must sign. A Corporation must affix its common seal.

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 demand draft / pay-order will be drawn accordingly. I/We are Un-registered Shareholders of the Company. The payment may please be made in the name of

Name of the Bank Branch _____ Account Number _____

Savings/Current/(Others; please specify).

-----TEAR HERE-----

ACKNOWLEDGMENT SLIP

1.	Received from Mr./Ms	
2.	Folio No.	
3.	Number of certificates Enclosed	
4.	Certificate Numbers	
5.	Total number of shares Enclosed	
6.	Stamp of collection	
7.	Signature of Official	
8.	Date of Receipt	

All further correspondence, if any should be addressed to :

Cameo Corporate Services Limited,

Subramanian Building ,

#1, Club House Road,

Chennai-600 002

Tel No. (044) 8460390-94 Fax. No. (044) 8460129

e.mail: cameogm@satyam.net.in