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 **Sharp Trading & Finance Limited (STFL).** 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 **STFL,** 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

1) Mr. Babulal Varma, residing at A-1405, Raheja Sherwood, Nirlon Compound, Goregaon (East), Mumbai – 400063, Tel no: 022- 24333978; Fax No: 022 24034066, email: babulal@omkarcorp.com

2) Mr. Bajrangbali Varma, residing at A-1305, Raheja Sherwood, Nirlon Compound, Goregaon (East), Mumbai – 400063, Tel no: 022- 26865388; Fax No: 022 24034066, email: bali@kargwal.com

3) Mr. Gaurav Gupta, residing at 15/93, Ahoora Mahal, 4th floor, Marine Drive, Mumbai -400002, Tel no: 022- 22813149; Fax No: 022 24034066, email: gaurav@omkarcorp.com

4) Mr. Kamalkishore Gupta, residing at Plot No. 4, Vikas Bunglow, Behind Bahri Petrol Pump, S. T. Road, Chembur, Mumbai - 400071, Tel no: 022 25209124; Fax No: 022 24034066, email: kamal@srmm.in

5) Mr. Rajendra Varma, residing at A-1406, Raheja Sherwood, Nirlon Compound, Goregaon (East), Mumbai – 400063, Tel no: 022- 66254100; Fax No: 022 24034066, email: raj@omkarcorp.com

6) Mr. Tarachand Varma, residing at A-1306, Raheja Sherwood, Nirlon Compound, Goregaon (East), Mumbai – 400063, Tel no: 022- 66254100; Fax No: 022 24034066, email: devang@omkarcorp.com

7) Mr. Vishnukumar Gupta, residing at 15/93, Ahoora Mahal, 4th floor, Marine Drive, Mumbai – 400002, Tel no: 022- 22813149; Fax No: 022 24034066, email: ggsby08@gmail.com

and

8) Mr. Vikas Gupta, residing at Plot No. 4, Vikas Bunglow, Behind Bahri Petrol Pump, S.T. Road, Chembur, Mumbai – 400071,

Tel no: 022- 25209124; Fax No: 022 24034066, email:vikas@omkarcorp.com

(hereinafter collectively referred as "Acquirers")

TO THE EXISTING SHAREHOLDERS OF SHARP TRADING & FINANCE LIMITED
(hereinafter referred as "STFL" or the "Company" or "Target Company")

(Registered Office: Shreya House, 4th Floor, 301-A, Pereira Hill Road, Andheri (East), Mumbai – 400099, Ph. No: 022 66938222-; Fax No: 022 66939222)

TO ACQUIRE

Upto 49,000 (Forty Nine Thousand only) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each, representing in aggregate upto 20% of the Issued, Subscribed, Paid up and Voting Equity Share Capital for cash, at a price of Rs.60 (Rupees Sixty 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 thereof consequent to the acquisition of the entire shareholding of Mr. Sujit Kumar Singh, one of the Promoters of the Target Company by the Acquirers, representing 53.47% of the paid up capital of the Company.
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 Wednesday, December 1, 2010.**
4. The Acquirers are permitted to revise the Offer Price of Equity Shares/ number of Equity Shares upward and such upward revision, will be made in accordance with Regulation 26 of the Regulations not later than Thursday, November 25, 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. In the event of withdrawal of the Offer in terms of Regulation 27 of the Regulations, 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.
10. 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. Monday, November 15, 2010. All correspondences may be addressed to the Manager to the Offer/Registrar to the Offer at the addresses given below.
11. The Registration of all the Intermediaries associated with the Offer, viz. Birla Capital and Financial Services Limited, Manager to the Offer and M/s Adroit Corporate Services 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
BIRLA CAPS **BIRLA CAPITAL AND FINANCIAL SERVICES LIMITED** Dalamal House, 1st Floor, J. B. Marg, Nariman Point, Mumbai 400 021 Tel: 022 66168400/428, Fax: 022 22047835 Email: sheela@birlacaps.com **Contact person: Ms. Sheela Chhatwani** SEBI Registration No.: INM000011567	adroit CORPORATE SERVICES PVT. LTD. **ADROIT CORPORATE SERVICES PRIVATE LIMITED** 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai- 400 059 Tel: 022- 2859 0942 /4442/ 6060 Fax: 022- 2850 3748 E-Mail: surendrag@adroitcorporate.com **Contact Person: Mr. Surendra Gawade** SEBI Registration No.: INR000002227

The Schedule of activities is as follows:

Activity	Day and Date
Public Announcement	Thursday, September 23, 2010
Specified date (for the purpose of determining the name of shareholders to whom Letter of Offer would be sent)	Friday, October 1, 2010
Last date for a competitive bid	Thursday, October 14, 2010
Last Date by which Letter of Offer will be dispatched to the Shareholders of STFL	Saturday, November 6, 2010
Date of Opening the Offer	Monday, November 15, 2010
Last date for revising the Offer Price / number of shares	Thursday, November 25, 2010
Last date for withdrawal of acceptance form by the shareholders of STFL	Wednesday, December 1, 2010
Date of Closing the offer	Saturday, December 4, 2010
Date of communicating acceptance/ rejection and payment of consideration for accepted Shares and / or return of Share/ Share Certificate for applications rejected.	Saturday, December 18, 2010

RISK FACTORS

Risk Factors relating to the transaction

1. Upon acquiring substantial shares and taking over control of STFL, the Acquirers would cause the Company to amend the object clause to commence business and activities of real estate and construction, subject to obtaining the necessary approvals.
2. 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.
3. 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 STFL 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.
4. Further, shareholders should note that after the last date of withdrawal i.e. Wednesday, December 1, 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.
5. The Share Purchase Agreement ("SPA") dated September 18, 2010 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 Seller, the SPA shall not be acted upon by the parties.

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.

2. Assuming full acceptance of this Offer, the post Offer holding of the Acquirers shall be 88.15% of the paid up and voting capital. In the event that the public shareholding of the Target Company falls below 25%, the Acquirers will take the necessary steps to maintain the public shareholding to atleast 25% in the manner as disclosed in para 'Option in terms of Regulation 21(2)'. The Acquirers, as on the date of this Letter of Offer, do not have any intention to delist the Target Company for the next three years after the Offer.
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 disclaim 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 STFL/taking control of STFL by the Acquirers does not warrant any assurance with respect to the future financial performance of STFL.
2. Mr. Babulal Varma, one of the Acquirers is subject to litigations, for details please refer para 3.1.A pertaining to 'Background of the Acquirers'.
3. Among the companies promoted by the Acquirers, except Omkar Realtors & Developers Private Limited, Kargwal Constructions Private Limited, Gee Vee Steel Private Limited and Raviraj Design Studio Private Limited, the other group companies promoted by the Acquirers have incurred losses in the last one or more years. For details please refer para 3.2 pertaining to 'Brief Details of Companies Promoted by the Acquirers'.
4. Post this Offer the Acquirers will have significant equity ownership and control over the Target Company . The Acquirers have no prior experience in business areas of STFL.
5. 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 STFL 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 STFL 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.

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DEFINITIONS/ABBREVIATIONS

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

1.	Acquirers	Mr. Kamalkishore Gokalchand Gupta, Mr. Babulal Mulchand Varma, Mr. Gaurav Vishnukumar Gupta, Mr. Rajendra Mulchand Varma, Mr. Vikas Kamalkishore Gupta, Mr. Tarachand Mulchand Varma, Mr. Vishnukumar Gokalchand Gupta and Mr. Bajarangbali Mulchand Varma 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 [7] Accumulated losses)]/Number of shares
3.	BSE	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 Seller) 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.	FY	Financial Year ended on March 31
11.	Letter of Offer / LOO/LOF	This Letter of Offer dated October 30, 2010
12.	Ltd.	Limited
13.	Maximum Consideration	Total consideration payable by the Acquirers under this Offer assuming full acceptance of shares tendered by Eligible Person(s) for the Offer, amounting to Rs.29,40,000/-
14.	Merchant Banker/ Manager to the Offer	Birla Capital and Financial Services Limited
15.	MOU	Memorandum of Understanding
16.	NAV	Net Asset Value
17.	NRI(s)	Non Resident Indians and persons of Indian origin residing abroad
18.	Offer	Open Offer being made by the Acquirers for acquisition of 49,000(Forty Nine Thousand) 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

19.	PA/ Public Announcement	Announcement of this Offer made on behalf of the Acquirers to the Shareholders of the Target Company published on Thursday, September 23, 2010 which appeared in all editions of Business Standard (English), except Maharashtra editions, all editions of Business Standard (Hindi) except Maharashtra editions, and on Friday, September 24, 2010 in the Maharashtra editions of the aforesaid newspapers and Mumbai edition of Navshakti
20.	PACs	Persons Acting in Concert with the Acquirers; in this case none
21.	PAT	Profit after Tax
22.	Persons eligible to participate in the Offer	All Equity Shareholders of the Target Company, other than the Acquirers & Seller.
23.	Persons not eligible to participate in the Offer	Parties to the Share Purchase Agreement
24.	Pvt.	Private
25.	RBI	Reserve Bank of India
26.	Registrar to the Offer	Adroit Corporate Services Private Limited the Registrar appointed by the Acquirers, having its registered office at 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai- 400 059
27.	Regulations/Takeover Regulations/ SEBI(SAST) Regulations/SEBI Takeover Regulations	SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 as amended till date
28.	RNW	Return on Net Worth
29.	RoC	Registrar of Companies
30.	SEBI	Securities and Exchange Board of India
31.	Seller	One of the current Promoters of the Target Company, Mr. Sujit Kumar Singh
32.	Shareholders	Shareholders of the Target Company
33.	SPA	The Share Purchase Agreement dated September 18, 2010, entered into by the Acquirers with the Seller, for purchase of 1,31,000 Shares of the Target Company from the Seller
34.	Total paid-up Capital / Equity Capital of the Target Company	Consisting of 2,45,000 (Two Lacs Forty Five Thousand) fully paid up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Target Company as on the date of Public Announcement.
35.	STFL/Target Company/ the Company/Sharp	Company whose Equity Shares are proposed to be acquired viz. Sharp Trading & Finance 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 SHARP TRADING & FINANCE 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. BIRLA CAPITAL AND FINANCIAL SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED OCTOBER 6, 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 49,000 fully paid-up equity shares of Rs.10 each representing 20% of the fully paid-up equity share capital of STFL, 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 STFL accompanied with the change in control and management as the aggregate equity stake of the Acquirers in the paid up equity share capital of STFL will be more than the stipulated threshold of 15% consequent to the acquisition by the Acquirers.

B. Mr. Babulal Mulchand Varma, Mr. Bajrangbali Mulchand Varma, Mr. Gaurav Vishnukumar Gupta, Mr. Kamalkishore Gokalchand Gupta, Mr. Rajendra Mulchand Varma, Mr. Tarachand Mulchand Varma, Mr. Vishnukumar Gokalchand Gupta and Mr. Vikas Kamalkishore Gupta (hereinafter collectively referred to as "the Acquirers") are the Acquirers.

C. As on the date of the PA, the Acquirers hold 35,962 equity shares constituting 14.68% of the paid-up and voting share capital of the Company. Of the said equity shares, Mr. Kamalkishore Gupta and Mr. Vishnukumar Gupta each holds 8,991 equity shares /voting rights and Mr. Gaurav Gupta and Mr. Vikas Gupta each holds 8,990 equity shares / voting rights in the Target Company. These shares have been acquired on 15/09/2010 on an off-market spot delivery basis at a price of Rs. 60 /- per share in cash from Mr. Sujit Kumar Singh, one of the Promoters of the Target Company. The Acquirers have complied with reporting requirements of Regulation 7(1) of the Regulations for the acquisition made.

D. The Acquirers have entered into an SPA on September 18, 2010, with one of the existing promoters of STFL, Mr. Sujit Kumar Singh, aged 40 years, s/o Mr. Jagannath Prasad, residing at

Sneh Bunglow, Plot no. 82, N.S. Road No. 8-10, JVPD Scheme, Nutan Laxmi Co-op Housing Society, Vile Parle (West), Mumbai – 400 056 ("Seller") to acquire his total existing holding aggregating to 1,31,000 (One Lakh Thirty One Thousand) Equity Shares of face value Rs.10/- (Rupees Ten) each fully paid-up representing 53.47% of the current paid up and voting equity share capital of Sharp Trading & Finance Limited having its registered office at Shreya House, 4th Floor, 301-A Pereira Hill Road, Andheri (East), Mumbai - 400099 at a price of Rs.60.00 (Rupees Sixty 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.78,60,000/- (Rupees Seventy Eight Lacs Sixty Thousand only). By virtue of the above mentioned acquisition by the Acquirers, Mr. Sujit Kumar Singh, one of the Promoters has divested his 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. 78,60,000/- (Rupees Seventy Eight Lakhs Sixty Thousand 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 STFL.
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: a) the Acquirers shall deposit with the Seller an aggregate amount of Rs. 39,30,000/- (Rupees Thirty Nine Lakhs Thirty Thousand Only) by way of cheques, as interest-free earnest money or deposit, which would be finally adjusted against the purchase consideration (b) the Acquirers shall deposit with the Escrow Agent the balance consideration of Rs. 39,30,000/- (Rupees Thirty Nine Lakhs Thirty Thousand Only) by way of cheques favouring the Seller (c) the Seller shall submit the said 1,31,000 equity shares of Rs. 10/- each of Target Company in the dematerialized form in the demat account of the Escrow Agent and the Escrow Agent ,subject to the Regulations, will issue transaction notice for credit of the said shares to the said demat account of Escrow Agent (d) the Seller shall also deliver to the Acquirers undated letters of resignation of all the Directors of the Company, containing a confirmation that they have no claim whatsoever against the Company.
4. Mr. N. K. Jain, Chartered Accountant residing at A-603, CTS – 36A, Citiscape CHS Ltd., Kondivata, Chakala, Andheri Kurla Road, Andheri (East), Mumbai – 400059 has been appointed as Escrow Agent for the purpose of securing the due performance by the Acquirers and the Seller of their obligations under the SPA. Pursuant to this, the Seller, the Acquirers and the Escrow Agent have entered into an Escrow Agreement dated 18/09/2010 which sets out the processes in relation to the escrow.
5. The purchase and sale of shares under this SPA shall be completed within 5 working days of the 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 the Share Purchase Agreement, the agreement shall not be acted upon by the Seller or the Acquirers.
7. The shares under the SPA will be acquired as follows:

Seller			Acquirers		
Name	**No. of Equity shares**	**% w.r.t the total paid up capital**	**Name**	**No. of Equity shares**	**% w.r.t the total paid up capital**
Mr. Sujit Kumar Singh	1,31,000	53.47%	Mr. Babulal Varma	33,393	13.63%
			Mr. Bajrangbali Varma	16,696	6.81%
			Mr. Gaurav Gupta	11,880	4.85%
			Mr. Kamalkishore Gupta	11,880	4.85%
			Mr. Rajendra Varma	16,696	6.81%
			Mr. Tarachand Varma	16,696	6.81%
			Mr. Vishnukumar Gupta	11,879	4.85%
			Mr. Vikas Gupta	11,880	4.85%
Total	**1,31,000**	**53.47%**	**Total**	**1,31,000**	**53.47%**

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

G. As on the date of the PA, the Acquirers do not hold any shares in STFL and they have not acquired any shares of STFL in the period of 12 months prior to the date of the PA, except 35,962 equity shares acquired by Mr. Kamalkishore Gupta, Mr. Vishnukumar Gupta, Mr. Gaurav Gupta and Mr. Vikas Gupta, as mentioned in para 2.1.C above.

H. The Target Company, the Seller and the Acquirers 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.

I. 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 STFL after a period of 21 days from the date of the PA.

J. No approval is required from any lenders of STFL with respect to the Open Offer.

K. The offer is not as a result of global acquisition resulting in indirect acquisition of STFL.

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. A copy of the Public Announcement is also available at SEBI's Website : www.sebi.gov.in

Newspaper	Language	Editions	Date of PA
Business Standard	English	All , except Maharashtra	23/9/2010
Business Standard	Hindi	All, except Maharashtra	23/9/2010
Navshakti	Marathi	Mumbai (place where the Equity shares of the Company are listed and traded)*	24/9/2010#
Business Standard	English	Maharashtra	24/9/2010#
Business Standard	Hindi	Maharashtra	24/9/2010#

* shares of STFL are listed on BSE.
#There were no newspaper issues in Maharashtra on 23/09/2010.

B. The Offer is being made to all the persons eligible to participate in the offer to tender 49,000 Equity Shares representing 20% of paid up and voting share capital of STFL.

C. The Offer price is Rs.60.00 (Rupees Sixty 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. As on the date of this Offer, the paid up equity share capital of STFL is Rs. 24,50,000/- comprising 2,45,000 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. 24,50,000/- comprising 2,45,000 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.

F. 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.

G. The Acquirers may purchase additional shares of STFL 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 STFL are listed and to the Manager to the Offer in terms of Regulation 22(17) of the SEBI (SAST) Regulations.

H. 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.

I. This is not a competitive bid.

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

K. 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

L. Birla Capital and Financial Services Limited, Manager to the Offer, does not hold any shares of STFL 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 STFL 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.

M. This Offer is being made to all Shareholders of STFL except the parties to SPA namely the Acquirers and the Seller.

N. There were no competitive bids 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 STFL as a strategic investment and hence are making this open offer for substantial acquisition of Shares and voting rights of STFL, 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 Shareholders of STFL 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 relating to real estate. The Acquirers would cause the Company to amend the object clause to commence business relating to real estate and construction.

D. 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.

E. 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 STFL 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.

F. The Acquirers do not have any plans to dispose off or otherwise encumber any assets of STFL 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 of the Target Company.

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

3.1 Background of the Acquirers

A. **Mr. Babulal Varma**

1. Mr. Babulal Mulchand Varma, aged 40 years, is the son of Mr. Mulchand Varma and resides at A-1405, Raheja Sherwood, Nirlon Compound, Goregaon (East), Mumbai - 400063 (Tel no: 022-24333978; Fax No: 022 24034066, email: babulal@omkarcorp.com).
2. He has not entered into any agreement with any other person/entity with regard to the Acquisition/Offer.
3. He has done his higher secondary education. In the year 1987-88, after completing his education, he started a manufacturing unit of Rubber Products in the name and style of M. H. Varma Industries jointly with his family which captured good market share under brand name "Rider". In the year 1998, he ventured into family run construction business and got actively involved into construction activities. In the year 2003 he took up a project of Slum Rehabilitation in partnership with Ghasiram Gokalchand Group. He has experience of over 18 years in real estate and construction industry.

4. He is a promoter and director of Omkar Realtors & Developers Pvt. Ltd., Omkar Realtors & Developers (Mahakali) Pvt. Ltd., Omkar Realtors & Developers (Bhoiwada) Pvt. Ltd., Meticulous Realtors Pvt. Ltd., Anatomy Realtors Pvt. Ltd., Era Realtors Pvt. Ltd., Omkar Property Maintenance Services Pvt. Ltd. (formerly Dwellers Realtors Pvt. Ltd.), Omkar Natural Resources Pvt. Ltd., Appeal Realtors Pvt. Ltd., Omkar Energy Pvt. Ltd., Impeccable Realtors Pvt. Ltd., Kinetic Petroleum Pvt. Ltd., Omnitech Oilfield Services Pvt. Ltd. (formerly Profit Petroleum Pvt. Ltd.), Terrain Oil And Gas Pvt. Ltd., Cambay Oil And Gas Pvt. Ltd., Foremost Realtors Pvt. Ltd., Icon Spaces Pvt. Ltd. (formerly Unitech Omkar Realtors Pvt. Ltd.), Omkar Realtors Pvt. Ltd, Kargwal Constructions Pvt. Ltd., Kargwal Products Pvt. Ltd., Maritime Infra Projects Pvt. Ltd., Kargwal Developers Pvt. Ltd. Kargwal 18SG Developers Pvt. Ltd, Silvassa Realtors Pvt. Ltd, Strive India Education Foundation (Company incorporated under section 25 of the Companies Act, 1956), Progressive Institutes Pvt. Ltd., Daffodil Realtors Pvt. Ltd., Entity Realtors Pvt. Ltd., Escalate Realtors Pvt. Ltd., Emblem Realtors Pvt. Ltd., Fact Realtors Pvt. Ltd., Duke Petroleum Pvt. Ltd. (formerly Duke Steels Pvt. Ltd.), Brawny Petroleum Pvt. Ltd. (formerly Brawny Steels Pvt. Ltd.), Belief Realtors Pvt. Ltd., Assure Realtors Pvt. Ltd., Green Savvy Realtors Pvt. Ltd., Guardex Realtors Pvt. Ltd. and Arcane Realtors Pvt. Ltd. He is a director of Vedarambh Properties Pvt. Ltd., Yardstick Properties Pvt. Ltd., Haldhar Developers Pvt. Ltd., Abheek Properties Pvt. Ltd. and Abhirup Properties Pvt. Ltd.
5. Mr. Babulal Varma is a full time director in Omkar Realtors & Developers Pvt. Ltd.
6. Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants (Firm Registration No. 106744W), having their office at A-402, Rajeshri Accord, Teli Gali Cross Road, Andheri (East), Mumbai - 400069 (Membership No. 34839), Tel No: 022-26827879; fax No. 022 26827879, email: nkjco@rediffmail.com, has certified vide certificate dated 18/09/2010 that the net worth of Mr. Babulal Mulchand Varma as on 31/03/2010 is Rs. 495.03 lakhs (Rupees Four Crores Ninety Five Lakhs Three Thousand 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 Sharp Trading & Finance Limited.
7. Mr. Babulal Mulchand Varma does not hold any shares in the Target Company.
8. He is not on the Board of any listed company.
9. Brief of the litigations against Mr. Babulal Varma:

Sr. No.	Litigation Against / by	Year when suit Filed	Suit filed by	Court where pending	Section and Act applicable	Gist of Case
1	Case No.38/M/2008 Pramila Suman Singh Thakur V/s Omkar Realtors & Developers Pvt. Ltd. & Ors.	2008	Pramila Suman Singh Thakur	5th Court Dadar	Indian Penal Code	Criminal complaint for Criminal Tresspass sec 447, sec 384 for extortion, 465 forgery, sec 467 forgery for valuable thing
2	29th Magistrate Court at Dadar Case No. 290005/SW/09 Mr. Digambar R. Kumtekar Vs. Jitendra Kanojia & Ors.	2009	Shri. Digambar Kumtekar	29th Magistrate Court at Dadar	Sections 120-B, 420, 465, 466, 467, 468, 471 of Indian Penal Code	Complaint filed for cheating, forgery, conspiracy, forgery for valuable thing etc.

3	29th Magistrate Court at Dadar Mr. Shivdas Anjarlekar Vs. Jitendra Kanojia & Ors.	2009	Shri. Shivdas Anjarlekar	Magistrate Court	Sections 120-B, 420, 465, 466, 467, 468, 471 of Indian Penal Code	Complaint filed for cheating, forgery, conspiracy, forgery for valuable thing etc.

B. **Mr. Bajrangbali Mulchand Varma**

1. Mr. Bajrangbali Varma, aged 38 years, is the son of Mr. Mulchand Varma and resides at A-1305, Raheja Sherwood, Nirlon Compound, Goregaon (East), Mumbai - 400063, (Tel no: 022- 26865388; Fax No: 022 24034066, email: bali@kargwal.com).
2. He has not entered into any agreement with any other person/entity with regard to the Acquisition/Offer.
3. In 1987-88, he jointly with his family started a manufacturing unit of Rubber Products in name and style of M. H. Varma Industries with family. In the year 1998 he ventured into family run construction business and got actively involved into construction activities. In year 2000, he with his family formed High Rise Construction to look after all types of construction activities. He has experience of about 18 years in real estate and development activities.
4. He is a promoter and director of Kargwal Constructions Pvt. Ltd., Kargwal Products Pvt. Ltd., and Kargwal Developers Pvt. Ltd.
5. Mr. Bajrangbali Varma is a full time director in Kargwal Constructions Private Limited.
6. Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants (Firm Registration No. 106744W), having their office at A-402, Rajeshri Accord, Teli Gali Cross Road, Andheri (East), Mumbai - 400069 (Membership No. 34839), Tel No: 022-26827879; fax No. 022 26827879, email: nkjco@rediffmail.com, has certified vide certificate dated 18/09/2010 that the net worth of Mr. Bajrangbali Varma as on 31/03/2010 is Rs.49.53 lakhs (Rupees Forty Nine Lakhs Fifty Three Thousand 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 Sharp Trading & Finance Limited.
7. Chapter II of the Regulations are not applicable to Mr. Bajranjbali Varma as he does not hold any shares in STFL.
8. He is not on the Board of any listed company.

C. **Mr. Gaurav Vishnukumar Gupta**

1. Mr. Gaurav Gupta, aged 28 years, is the son of Mr. Vishnukumar Gupta and resides at 15/93, Ahoora Mahal, 4th floor, Marine Drive, Mumbai -400002, (Tel no: 022- 22813149; Fax No: 022 24034066, email: gaurav@omkarcorp.com).
2. He has not entered into any agreement with any other person/entity with regard to the Acquisition/Offer.
3. He is a graduate in commerce and has also done his MBA in Finance from London. In year 2002-03, he joined his family run steel business and thereafter ventured into real estate activities. He has experience of about 7 years in the construction industry.
4. He is a promoter and director of Omkar Realtors & Developers Pvt. Ltd., Omkar Realtors & Developers (Mahakali) Pvt. Ltd., Omkar Realtors & Developers (Bhoiwada) Pvt. Ltd., Meticulous Realtors Pvt. Ltd., Anatomy Realtors Pvt. Ltd., Era Realtors Pvt. Ltd., Omkar Property Maintenance Services Pvt. Ltd. (formerly Dwellers Realtors Pvt. Ltd.), Omkar Natural Resources Pvt. Ltd., Appeal Realtors Pvt. Ltd., Omkar Energy Pvt. Ltd., Impeccable Realtors Pvt. Ltd., Kinetic Petroleum Pvt. Ltd., Omnitech Oilfield Services Pvt. Ltd. (formerly Profit Petroleum Pvt. Ltd.), Terrain Oil And Gas Pvt. Ltd., Cambay Oil And Gas Pvt. Ltd., Foremost Realtors Pvt. Ltd., Icon Spaces Pvt. Ltd. (formerly Unitech Omkar Realtors Pvt. Ltd.), Omkar Realtors Pvt. Ltd., Ghasiram Steel Industries Pvt. Ltd., Daffodil Realtors Pvt. Ltd., Entity Realtors Pvt. Ltd., Escalate Realtors Pvt. Ltd., Emblem

Realtors Pvt. Ltd., Fact Realtors Pvt. Ltd., Duke Petroleum Pvt. Ltd. (formerly Duke Steels Pvt. Ltd.), Brawny Petroleum Pvt. Ltd. (formerly Brawny Steels Pvt. Ltd.), Belief Realtors Pvt. Ltd., Assure Realtors Pvt. Ltd., Green Savvy Realtors Pvt. Ltd., Guardex Realtors Pvt. Ltd. and Arcane Realtors Pvt. Ltd. He is also a director of Vedarambh Properties Pvt. Ltd., Yardstick Properties Pvt. Ltd., Haldhar Developers Pvt. Ltd., Abheek Properties Pvt. Ltd. and Abhirup Properties Pvt. Ltd.

5. Mr. Gaurav Gupta is a full time director in Omkar Realtors & Developers Private Limited.
6. Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants (Firm Registration No. 106744W), having their office at A-402, Rajeshri Accord, Teli Gali Cross Road, Andheri (East), Mumbai - 400069 (Membership No. 34839), Tel No: 022-26827879; fax No. 022 26827879, email: nkjco@rediffmail.com, has certified vide certificate dated 18/09/2010 that the net worth of Mr. Gaurav Gupta as on 31/03/2010 is Rs.714.80 lakhs (Rupees Seven Crores Fourteen Lakhs Eighty Thousand 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 Sharp Trading & Finance Limited.
7. Mr. Gaurav Gupta had acquired 8,990 (Eight Thousand Nine Hundred Ninety) equity shares of Rs. 10/- each constituting 3.67% of the paid up capital of the Target company on September 15, 2010. These shares were acquired on an off-market spot delivery basis at a price of Rs. 60/- 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
15/9/2010	17/9/2010	16/9/2010

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

D. **Mr. Kamalkishore Gupta**

1. Mr. Kamalkishore Gokalchand Gupta, aged 52 years, is the son of Mr. Gokalchand Gupta and resides at Plot No. 4, Vikas Bunglow, Behind Bahri Petrol Pump, S. T. Road, Chembur, Mumbai - 400071, (Tel no: 022 25209124; Fax No: 022 24034066, email: kamal@srmm.in).
2. He has not entered into any agreement with any other person/entity with regard to the Acquisition/Offer.
3. He is a graduate in commerce. After completing graduation in the year 1975, he joined his family run business as partner in Ghasiram Gokalchand Ship Breaking Yard and Tigrania Steel Corporation. In the year 1982, he jointly with his family set up first Re-rolling mill in Wada, District Thane, Maharashtra named, M/s. Steel Rolling Mill of Maharashtra. Thereafter, in the year 1983 they started ship breaking activities in Bhavnagar and Mumbai. In 1995 he was elected as Treasurer in Steel Re-rollers Association of Maharashtra for five years and thereafter in 2000 he was elected as Honorary General Secretary where he is serving till date. In the year 2003 he took up a project of Slum Rehabilitation in partnership with Varma Group and thereby ventured into real estate and construction activities. He has over two decades of experience in Steel and Ship-breaking business and about seven years experience in real estate activities.
4. He is a promoter and director of Omkar Realtors & Developers Pvt. Ltd., Omkar Realtors & Developers (Mahakali) Pvt. Ltd., Omkar Realtors & Developers (Bhoiwada) Pvt. Ltd., Meticulous Realtors Pvt. Ltd., Anatomy Realtors Pvt. Ltd., Era Realtors Pvt. Ltd., Omkar Property Maintenance Services Pvt. Ltd. (formerly Dwellers Realtors Pvt. Ltd.), Omkar Natural Resources Pvt. Ltd., Appeal Realtors Pvt. Ltd., Omkar Energy Pvt. Ltd., Impeccable Realtors Pvt. Ltd., Kinetic Petroleum Pvt. Ltd., Omnitech Oilfield Services Pvt. Ltd. (formerly Profit Petroleum Pvt. Ltd.), Terrain Oil And Gas Pvt. Ltd., Cambay Oil And Gas Pvt. Ltd., Foremost Realtors Pvt. Ltd., Icon Spaces Pvt. Ltd. (formerly Unitech Omkar Realtors Pvt. Ltd.), Omkar Realtors Pvt. Ltd,Gee Vee Steel Pvt. Ltd., Daffodil Realtors Pvt. Ltd., Entity Realtors Pvt. Ltd., Escalate Realtors Pvt. Ltd., Emblem Realtors Pvt. Ltd., Fact Realtors Pvt. Ltd., Duke Petroleum Pvt. Ltd. (formerly Duke Steels Pvt. Ltd.), Brawny Petroleum Pvt. Ltd. (formerly Brawny Steels Pvt. Ltd.), Belief Realtors Pvt. Ltd., Assure Realtors Pvt. Ltd., Green Savvy Realtors Pvt. Ltd., Guardex Realtors Pvt. Ltd.

and Arcane Realtors Pvt. Ltd. He is also a director of Vedarambh Properties Pvt. Ltd., Yardstick Properties Pvt. Ltd., Haldhar Developers Pvt. Ltd., Abheek Properties Pvt. Ltd. and Abhirup Properties Pvt. Ltd.

5. Mr. Kamalkishore Gokalchand Gupta is a full time director in Omkar Realtors & Developers Pvt. Ltd.
6. Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants (Firm Registration No. 106744W), having their office at A-402, Rajeshri Accord, Teli Gali Cross Road, Andheri (East), Mumbai - 400069 (Membership No. 34839), Tel No: 022-26827879; fax No. 022 26827879, email: nkjco@rediffmail.com, has certified vide certificate dated 18/09/2010 that the net worth of Mr. Kamalkishore Gupta as on 31/03/2010 is Rs.867.91 lakhs (Rupees Eight Crores Sixty Seven Lakhs Ninety One Thousand only,) and that the Acquirer has sufficient resources to fulfill the obligation under this Open Offer and under the Share Purchase Agreement entered into with the promoters of Sharp Trading & Finance Limited.
7. Mr. Kamalkishore Gokalchand Gupta had acquired 8,991 (Eight Thousand Nine Hundred Ninety One) shares of Rs. 10/- each constituting 3.67% of the paid up capital of the Target company on September 15, 2010. These shares were acquired on a spot delivery contract basis at a price of Rs. 60/- 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
15/9/2010	17/9/2010	16/9/2010

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

E. **Mr. Rajendra Mulchand Varma**

1. Mr. Rajendra Varma, aged 35 years, is the son of Mr. Mulchand Varma and resides at A-1406, Raheja Sherwood, Nirlon Compound, Goregaon (East), Mumbai - 400063, (Tel no: 022- 66254100; Fax No: 022 24034066, email: raj@omkarcorp.com).
2. He has not entered into any agreement with any other person/entity with regard to the Acquisition/Offer.
3. He is a Civil engineer from Gujarat. After completing his education, he started his career with a Structural Designing firm as a Trainee to Structural Consultant where he served for a year. In June 1999, he joined as entrepreneur in his family run construction business M/s. M. H. Varma. In the year 2000 he jointly, formed a firm for executing various construction projects in the name and style of M/s Kargwal Construction. He has about 13 years of experience in construction and purchases related activities in Real Estate Business.
4. He is a promoter and director of Omkar Realtors & Developers Pvt. Ltd., Omkar Realtors & Developers (Mahakali) Pvt. Ltd., Omkar Realtors & Developers (Bhoiwada) Pvt. Ltd., Meticulous Realtors Pvt. Ltd., Anatomy Realtors Pvt. Ltd., Era Realtors Pvt. Ltd., Omkar Property Maintenance Services Pvt. Ltd. (formerly Dwellers Realtors Pvt. Ltd.), Omkar Natural Resources Pvt. Ltd., Appeal Realtors Pvt. Ltd., Omkar Energy Pvt. Ltd., Impeccable Realtors Pvt. Ltd., Kinetic Petroleum Pvt. Ltd., , Terrain Oil And Gas Pvt. Ltd., Cambay Oil And Gas Pvt. Ltd., Foremost Realtors Pvt. Ltd., Icon Spaces Pvt. Ltd. (formerly Unitech Omkar Realtors Pvt. Ltd.), Omkar Realtors Pvt. Ltd, Raviraj Design Studio Pvt. Ltd., Ridhi Sidhi Shetkari Pvt. Ltd., Kargwal Constructions Pvt. Ltd., Kargwal Products Pvt. Ltd., Kargwal Developers Pvt. Ltd., Kargwal 18SG Developers Pvt. Ltd., Daffodil Realtors Pvt. Ltd., Entity Realtors Pvt. Ltd., Escalate Realtors Pvt. Ltd., Emblem Realtors Pvt. Ltd., Fact Realtors Pvt. Ltd., Duke Petroleum Pvt. Ltd. (formerly Duke Steels Pvt. Ltd.), Brawny Petroleum Pvt. Ltd. (formerly Brawny Steels Pvt. Ltd.), Belief Realtors Pvt. Ltd., Assure Realtors Pvt. Ltd., Green Savvy Realtors Pvt. Ltd., Guardex Realtors Pvt. Ltd. and Arcane Realtors Pvt. Ltd. He is also a director of Vedarambh Properties Pvt. Ltd., Yardstick Properties Pvt. Ltd., Haldhar Developers Pvt. Ltd., Consolidated Remedies Pvt. Ltd., Abheek Properties Pvt. Ltd. and Abhirup Properties Pvt. Ltd.
5. Mr. Rajendra Varma is a full time director in Omkar Realtors & Developers Private Limited.

6. Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants (Firm Registration No. 106744W), having their office at A-402, Rajeshri Accord, Teli Gali Cross Road, Andheri (East), Mumbai - 400069 (Membership No. 34839), Tel No: 022-26827879; fax No. 022 26827879, email: nkjco@rediffmail.com, has certified vide certificate dated 18/09/2010 that the net worth of Mr. Rajendra Varma as on 31/03/2010 is Rs. 343.77 lakhs (Rupees Three Crores Forty Three Lakhs Seventy seven thousand 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 Sharp Trading & Finance Limited.
7. Chapter II of the Regulations are not applicable to Mr. Rajendra Varma as he does not hold any shares in STFL.
8. He is not on the Board of any listed company.

F. **Mr. Tarachand Mulchand Varma**

1. Mr. Tarachand Varma, aged 34 years, is the son of Mr. Mulchand Varma and resides at A-1306, Raheja Sherwood, Nirlon Compound, Goregaon (East), Mumbai - 400063, (Tel no: 022- 66254100; Fax No: 022 24034066, email: devang@omkarcorp.com).
2. He has not entered into any agreement with any other person/entity with regard to the Acquisition/Offer.
3. He has done diploma in Computer Applications. In the year 1996-97, after completing his education he joined as a computer teacher where he served for one and half years. In 1999 he started his own business of Computer Software and Hardware in the name and style of M/s. Varma Computers till year 2003. In the year 2000, he ventured into construction activities jointly with others and set-up M/s. Kargwal Construction and was looking after all administration and support activities. He has about 10 years of experience in Real Estate industry.
4. He is a promoter and director of Omkar Realtors & Developers Pvt. Ltd., Kargwal Constructions Pvt. Ltd., Kargwal Products Pvt. Ltd., Kargwal Developers Pvt. Ltd and Kargwal 18SG Developers Pvt. Ltd. He is also a director of Foremost Realtors Pvt. Ltd, & Consolidated Remedies Pvt. Ltd.
5. Mr. Tarachand Varma is a full time director in Omkar Realtors & Developers Private Limited.
6. Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants (Firm Registration No. 106744W), having their office at A-402, Rajeshri Accord, Teli Gali Cross Road, Andheri (East), Mumbai - 400069 (Membership No. 34839), Tel No: 022-26827879; fax No. 022 26827879, email: nkjco@rediffmail.com, has certified vide certificate dated 18/09/2010 that the net worth of Mr. Tarachand Varma as on 31/03/2010 is Rs. 77.68 lakhs (Rupees Seventy Seven Lakhs Sixty Eight Thousand 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 Sharp Trading & Finance Limited.
7. Chapter II of the Regulations are not applicable to Mr. Tarachand Varma as he does not hold any shares in STFL.
8. He is not on the Board of any listed company.

G. **Mr. Vishnukumar Gupta**

1. Mr. Vishnukumar Gupta, aged 52 years, is the son of Mr. Gokalchand Gupta and resides at 15/93, Ahoora Mahal, 4th floor, Marine Drive, Mumbai – 400002, (Tel no: 022- 22813149; Fax No: 022 24034066, email: ggsby08@gmail.com).
2. He has not entered into any agreement with any other person/entity with regard to the Acquisition/Offer.
3. He has done his matriculation. After completing his studies in the year 1974 he joined his family run steel business as partner in Ghasiram Gokalchand Ship Breaking Yard & Tigrania Steel Corporation. In the year 1982, he jointly with his family set up first re-rolling mill in Wada, District Thane, Maharashtra named M/s. Steel Rolling Mill of Maharashtra. Thereafter, in the year 1983 they started ship breaking activities in Bhavnagar & Mumbai. In April 2005, he joined as a partner in Omkar Enterprises and thereby ventured into real estate activities. He is the president

of Ship Recycling Industries Association (India). He has over two decades of experience in Steel and Ship-braking business and has experience of about 6 years in Real Estate Business.

4. He is a promoter and director of Gee Vee Steel Pvt. Ltd.
5. Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants (Firm Registration No. 106744W), having their office at A-402, Rajeshri Accord, Teli Gali Cross Road, Andheri (East), Mumbai - 400069 (Membership No. 34839), Tel No: 022-26827879; fax No. 022 26827879, email: nkjco@rediffmail.com, has certified vide certificate dated 18/09/2010 that the net worth of Mr. Vishnukumar Gupta as on 31/03/2010 is Rs.535.27 lakhs (Rupees Five Crores Thirty Five Lakhs Twenty Seven Thousand 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 Sharp Trading & Finance Limited.
6. Mr. Vishnukumar Gupta had acquired 8,991 (Eight Thousand Nine Hundred Ninety One) equity shares of Rs. 10/- each constituting 3.67% of the paid up capital of the Target company on September 15, 2010. These shares were acquired on an off-market spot delivery contract basis at a price of Rs. 60/- 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
15/9/2010	17/9/2010	16/9/2010

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

H. **Mr. Vikas Kamalkishore Gupta**

1. Mr. Vikas Gupta, aged 29 years, is the son of Mr. Kamalkishore Gupta and resides at Plot No. 4, Vikas Bunglow, Behind Bahri Petrol Pump, S.T. Road, Chembur, Mumbai - 400071, (Tel no: 022-25209124; Fax No: 022 24034066, email:vikas@omkarcorp.com).
2. He has not entered into any agreement with any other person/entity with regard to the Acquisition/Offer.
3. He is a commerce graduate. After completing his graduation in the year 2001, he joined his family run steel business. He later ventured into real estate industry. He has about 7 years of experience in Real Estate.
4. He is a promoter and director of Omkar Realtors & Developers Pvt. Ltd., Ridhi Sidhi Shetkari Pvt. Ltd., and Ghasiram Steel Industries Pvt. Ltd. He is also a director of Foremost Realtors Pvt. Ltd. and Raviraj Design Studio Pvt. Ltd.
5. Mr. Vikas Gupta is a full time director in Omkar Realtors & Developers Private Limited.
6. Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants (Firm Registration No. 106744W), having their office at A-402, Rajeshri Accord, Teli Gali Cross Road, Andheri (East), Mumbai - 400069 (Membership No. 34839), Tel No: 022-26827879; fax No. 022 26827879, email: nkjco@rediffmail.com, has certified vide certificate dated 18/09/2010 that the net worth of Mr. Vikas Gupta as on 31/03/2010 is Rs.506.82 lakhs (Rupees Five Crores Six Lakhs Eighty Two Thousand 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 Sharp Trading & Finance Limited.
7. Mr. Vikas Gupta had acquired 8,990 (Eight Thousand Nine Hundred Ninety) equity shares of Rs. 10/- each constituting 3.67% of the paid up capital of the Target company on September 15, 2010. These shares were acquired on an off-market spot delivery contract basis at a price of Rs. 60/- 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
15/9/2010	17/9/2010	16/9/2010

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

I. The Acquirers belong to two families, i.e., Ghasiram Gokalchand family and the Varma family. Mr. Kamalkishore Gokalchand Gupta, Mr. Gaurav Vishnukumar Gupta, Mr. Vikas Kamalkishore Gupta, and Mr. Vishnukumar Gokalchand Gupta belong to Ghasiram Gokalchand Group. The group is primarily engaged in activity of Ship Breaking & Steel Rolling mills and its operations are in Mumbai and its proximity. Mr. Babulal Mulchand Varma, Mr. Rajendra Mulchand Varma, Mr. Tarachand Mulchand Varma, and Mr. Bajarangbali Mulchand Varma belong to the Varma family. Varma family is engaged in construction of industrial building, Multi-storied Commercial cum Residential Township at Umbergaon, Silvassa, Vapi, Daman, Wada and Mumbai.

J. Mr. Vishnukumar Gokalchand Gupta and Mr. Kamalkishore Gokalchand Gupta are brothers. Mr. Gaurav Vishnukumar Gupta is son of Mr. Vishnukumar Gokalchand Gupta and Mr. Vikas Kamalkishore Gupta is the son of Mr. Kamalkishore Gokalchand Gupta. Mr. Babulal Mulchand Varma, Mr. Rajendra Mulchand Varma, Mr. Tarachand Mulchand Varma, and Mr. Bajarangbali Mulchand Varma are brothers. Ghasiram Gokalchand family and the Varma family are business associates.

K. 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.

L. Presently the Acquirers do not have any representative on the Board of Directors of STFL.

M. 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.

N. Details of acquisitions by the Acquirers of the equity shares of the Target Company and compliance of Chapter II of the Regulations with respect to 'Disclosure of Shareholding and control in listed company':

Date	Opening Balance	Opening Equity Capital as on the date of Acquisition (in RS.)	Name of the Acquirer	Opening % holding of the Acquirers	No. of shares Acquired & %	Mode of Acquisition (Memorandum/IPO/ FPO/Market Purchases/ Preferential Allotment/ Rights Issue/Bonus Shares/Inter-se-transfer etc.,)	No. of shares sold	Closing Equity Capital as on the date of Acquisition	Closing holding of the Acquirers (no of shares)	Closing % holding of the Acquirers	Increase / Decrease in percentage holding of the Acquirer (+/-%)	Applicable provision of the SEBI (SAST) Regulations/other applicable regulations	Compliance status
Cumulative holding of the Acquirers													
15/9/10	-	24,50,000	Gaurav Gupta, Kamalkishore Gupta, Vikas Gupta & Vishnukumar Gupta (refer note 1 below)	--	35,962 (14.68%)	Off Market from Mr. Sujit Kumar Singh	--	24,50,000	35,962	14.68%	+14.68 %	7(1)	Complied

Note 1: Individual holding of the Acquirers

Name	No of shares	% of Shares
Gaurav Gupta	8990	3.67%
Vikas Gupta	8990	3.67%
Kamalkishore Gupta	8991	3.67%
Vishnukumar Gupta	8991	3.67%
Total	**35,962**	**14.68**

3.2 BRIEF DETAILS OF 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
Omkar Realtors Private Limited	10/12/2009	Real estate and construction						No
Period ended Mar-31, 2010			(3.75)	-	(4.75)	NA	(37.5)	
Omkar Energy Private Limited	21/06/2008	Generation and distribution of energy and related devices						No
Period ended Mar-31, 2009			0.49	--	(0.20)	NA	4.9	
Year ended Mar-31, 2010			0.31	--	(0.49)	NA	3.1	
Era Realtors Private Limited	5/5/2008	Real Estate						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.53	--	(0.47)	NA	5.3	
Anatomy Realtors Private Limited	15/04/2008	Real Estate						No
Period ended Mar-31, 2009			0.49	--	--	NA	4.9	
Year ended Mar-31, 2010			0.32	--	(0.68)	NA	3.2	
Appeal Realtors Private Limited	21/06/2008	Real Estate						No
Period ended Mar-31, 2009			0.57	--	(0.12)	NA	5.7	
Year ended Mar-31, 2010			0.53	--	(0.35)	NA	5.3	
Impeccable Realtors Private Limited	30/6/2008	Real estate						
Period ended Mar-31, 2009			0.43	--	(0.25)	NA	4.3	
Year ended			0.22	73.81	(0.52)	NA	2.2	

Mar-31, 2010								
Meticulous Realtors Private Limited	14/3/2008	Real estate						No
Period ended Mar-31,2008			0.61	--	(0.08)	NA	6.1	
Year ended Mar-31, 2009			0.21	--	(0.47)	NA	2.1	
Year ended Mar-31, 2010			0.04	--	(0.41)	NA	0.4	
Terrain Oil and Gas Private Limited	18/7/2008	Activities relating to exploration, etc of Natural Resources						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			(0.66)	0.15	(1.66)	NA	(6.6)	
Cambay Oil and Gas Private Limited	18/7/2008	Explore, etc natural resources, minerals, etc						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.39	--	(0.61)	NA	3.9	
Kinetic Petroleum Private Limited	18/7/2008	Explore, refine etc natural resources like petroleum						No
Period ended Mar-31,2009			0.44	--	(0.25)	NA	4.4	
Year ended Mar-31, 2010			0.26	--	(0.49)	NA	2.6	
Omkar Realtors & Developers (Bhoiwada) Pvt. Ltd.	2/7/2007	Construction and Real Estate activities						No
Period ended Mar-31, 2008			0.87	0.23	0.03	0.33	8.7	
Year ended Mar-31, 2009			0.3	--	(0.61)	NA	3.0	
Year ended Mar-31, 2010			0.13	--	(0.30)	NA	1.3	
Foremost Realtors Private Limited	12/08/2008	Construction and Real Estate activities						No
Period ended Mar-31,2009			0.57	--	--	--	5.7	
Year ended Mar-31, 2010			0.53	40.00	(0.47)	NA	5.3	

Icon Spaces Private Limited (formerly Unitech Omkar Realtors Private Limited)	13/10/2008	Construction and Real Estate activities						No
Period ended Mar-31,2009			0.49	--	(0.51)	NA	4.9	
Year ended Mar-31, 2010			0.10	5.32	(0.39)	NA	1.0	
Kargwal Products Private Limited	19/02/2008	Manufacturing etc of items required for construction						No
Period ended Mar-31,2008			0.70	--	--	--	7.0	
Year ended Mar-31,2009			136.93	--	(0.33)	NA	367.10	
Year ended Mar-31, 2010			286.81	--	(0.36)	NA	426.17	
Omnitech Oilfield Services Private Limited (formerly Profit Petroleum Private Limited)	21/07/2008	Explore and develop oil, natural gas etc and to provide oil field services						No
Period ended Mar-31,2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			(43.83)	--	(44.83)	NA	(438.3)	
Kargwal Constructions Private Limited	1/10/2007	Construction and Real Estate activities						No
Period ended Mar-31, 2008			52.00	505.58	51.43	514.30	520.00	
Year ended Mar-31, 2009			287.95	2095.33	100.90	18.35	52.35	
Year ended Mar-31, 2010			Audited Financials not available					
Maritime Infra Projects Private Limited	21/06/2008	Develop and provide infrastructural facilities						No
Period ended Mar-31,2009			0.70	--	(0.15)	NA	7.00	
Year ended Mar-31, 2010			0 (note 5)	--	(0.84)	NA	0	

Omkar Realtors & Developers (Mahakali) Private Limited	2/07/2007	Construction and Real Estate activities						No
Period ended Mar-31,2008			0.8	--	(0.04)	NA	8.00	
Year ended Mar-31, 2009			(0.06)	--	(0.89)	NA	(0.6)	
Year ended Mar-31, 2010			(0.27)	--	(0.33)	NA	(2.7)	
Gee Vee Steel Private Limited	30/03/1984	Manufacture, process or otherwise carry on business of iron and steel						No
Year ended Mar-31, 2008			113.43	13.58	7.40	0.87	13.36	
Year ended Mar-31, 2009			126.16	21.36	12.72	1.5	14.85	
Year ended Mar-31, 2010			85.42 (note 3)	11.99	5.69	0.89	13.41	
Omkar Realtors & Developers Private Limited	02/12/2005	Construction and Real Estate activities						No
Year ended Mar-31,2008			3049.15	13989.52	2360.20	42.94	55.47	
Year ended Mar-31, 2009			4268.71	14594.25	1333.14	24.25	77.66	
Year ended Mar-31, 2010			7426.78	25483.82	3281.79	59.70	135.11	
Omkar Natural Resources Private Limited	18/06/2008	Explore, extract etc Natural resources						No
Period ended Mar-31, 2009			195.29	--	(1.20)	NA	9.76	
Year ended Mar-31, 2010			310.25	2.46	(88.56)	NA	7.76	
Raviraj Design Studio Private Limited	27/08/2008	Architectural, civil and structural engineering						No
Period ended Mar-31, 2009			7.46	125.33	6.77	67.7	74.6	
Year ended Mar-31, 2010			20.52	134.47	12.75	127.49	205.2	

Omkar Property Maintenance Services Private Limited (formerly Dwellers Realtors Private Limited)	02/04/2008	Maintenance management and support services in various fields such as waste management, pest control, residential & industrial establishments & to undertake real estate and construction & related activities						No
Period ended Mar-31, 2009			0.49	--	--	NA	4.9	
Year ended Mar-31, 2010			0.31	--	(0.69)	NA	3.1	
Progressive Institutes Private Limited	19/06/2008	Promote and develop educational activities						No
Period ended Mar-31, 2009			(1.84)	--	--	NA	(18.4)	
Year ended Mar-31, 2010			(61.96)	--	(60.12) (note 4)	NA	(619.6)	
Silvassa Realtors Private Limited	22/05/2008	Construction and Real estate						No
Period ended Mar-31, 2009			7.95	--	(1.65)	NA	7.95	
Year ended Mar-31, 2010		Financial Details are not available						
Brawny Petroleum Private Limited (formerly Brawny Steels Pvt. Ltd.)	17/05/2008	Explore, extract & otherwise deal in products such as natural resources, minerals, petroleum oils						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.51	--	(0.49)	NA	5.1	

Duke Petroleum Private Limited (formerly Duke Steels Pvt. Ltd.)	10/05/2008	Explore, extract & otherwise deal in products such as natural resources, minerals, petroleum oils						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.51	--	(0.49)	NA	5.1	
Fact Realtors Private Limited	18/04/2008	Construction and Real estate						No
Period ended Mar-31, 2009			0.49	--	--	NA	4.9	
Year ended Mar-31, 2010			0.32	--	(0.68)	NA	3.2	
Green Savvy Realtors Private Limited	18/7/2008	Construction and Real estate						No
Period ended Mar-31, 2009			0.43	--	(0.26)	NA	4.3	
Year ended Mar-31, 2010			0.39	--	(0.35)	NA	3.9	
Escalate Realtors Private Limited	18/4/2008	Construction and Real estate						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.53	--	(0.47)	NA	5.3	
Emblem Realtors Private Limited	18/04/2008	Construction and Real estate						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.53	--	(0.47)	NA	5.3	
Entity Realtors Private Limited	18/04/2008	Construction and Real estate						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.53	--	(0.47)	NA	5.3	

Assure Realtors Private Limited	18/07/2008	Construction and Real estate						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.53	--	(0.47)	NA	5.3	
Daffodil Realtors Private Limited	14/3/2008	Construction and Real estate						No
Period ended Mar-31, 2008			0.61	--	(0.08)	NA	6.1	
Year ended Mar-31, 2009			0.27	--	(0.41)	NA	2.7	
Year ended Mar-31, 2010			0.10	--	(0.41)	NA	1.0	
Arcane Realtors Private Limited	10/10/2008	Construction and Real estate						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.53	--	(0.47)	NA	5.3	
Guardex Realtors Private Limited	12/8/2008	Construction and Real estate						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.53	--	(0.47)	NA	5.3	
Belief Realtors Private Limited	3/7/2008	Construction and Real estate						No
Period ended Mar-31, 2009			0.57	--	--	NA	5.7	
Year ended Mar-31, 2010			0.53	--	(0.47)	NA	5.3	
Ghasiram Steel Industries Private Limited	9/2/2010	Production and trading in iron and steel and other metals						No
Period ended Mar-31, 2010			(3.58)	--	(4.58)	NA	(35.84)	
Kargwal Developers Private Limited	4/06/2009	Construction and Real Estate						No
Period ended Mar-31, 2010			(2.45)	13.09	(3.45)	NA	(24.53)	

Kargwal 18SG Developers Private Limited	16/12/2009	Construction and Real Estate						No
Period ended Mar-31,2010			(0.84)	--	(1.84)	NA	(8.4)	
Ridhi Sidhi Shetkari Private Limited	31/10/2008							No
Period ended Mar-31,2009			Audited Financials not available					
Year ended Mar-31, 2010								
Strive India Education Foundation	16/10/2009							No
Face Value Rs.10/- per share for all aforesaid companies								

Notes:

1. Misc. expenses, accumulated losses & intangible assets, if any, have been set off from Reserves & Surplus.
2. EPS = PAT/No. of outstanding Equity Shares
3. There has been a reduction of capital during the year FY 2010 on account buy back of shares
4. Represents the pre-operative expenses during the year.
5. Debit balance in the profit and loss account equals the paid up capital as at the end of the FY 2010

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

A. The Acquirers have entered into an SPA to acquire 1,31,000 (One Lakh Thirty One Thousand) equity shares of Rs. 10 each of STFL, representing 53.47% of the issued, subscribed and paid up share capital of STFL. This acquisition is thus a substantial acquisition of shares along with the voting rights in STFL which will enable the Acquirers to gain control of the Company. As a result of this acquisition, provisions of Regulations 10 and 12 of the Regulations have been attracted. The Acquirers are making an offer to acquire 49,000 fully paid equity shares of Rs. 10 each being 20% of the paid up and voting equity share capital of STFL in order to comply with the provisions of the Regulations.

B. STFL is currently engaged in activities relating to trading in chemicals and pharma intermediate drugs. However, the Acquirers do not intend to continue carrying on the aforesaid activities in the Company after the acquisition. Upon acquiring substantial shares and taking over control of STFL, the Acquirers would cause the Company to amend the object clause to commence business and activities of real estate and construction, subject to obtaining the necessary approvals.

C. The Acquirers do not plan to dispose off or otherwise encumber any asset of STFL 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 STFL 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 2,15,962 shares constituting 88.15% 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 will forthwith and in any case not later than three months from the offer closure date, facilitate the Target Company to raise the level of public shareholding to the level specified for continuous listing in the Listing Agreement with BSE as per clause 40A(viii) (c) thereof, i.e., by way of sale of shares held by promoters through the secondary market after obtaining necessary approval(s) and in compliance with the conditions as may be stipulated by the Stock Exchange while giving such approval and in compliance with the Regulations.

As on the date of this Letter of Offer, the Acquirers do not have any intention to delist the Target Company for the next three years after the Offer.

5. BACKGROUND OF THE TARGET COMPANY

A. Sharp Trading & Finance Limited was incorporated on March 30, 1985, with the Registrar of Companies, Maharashtra. It received Certificate for Commencement of Business on April 6, 1985.

B. The Registered Office of the Company is located at Shreya House, 4th Floor, 301-A Pereira Hill Road, Andheri (East), Mumbai - 400099 (Phone No.022 66938222, Fax No. 022 66939222, email-id: sharptradingltd@gmail.com). The Company has no other offices or place of business.

C. STFL was earlier in the business of finance and trading. STFL had altered its main objects of the Memorandum of Association for which a special resolution was passed on September 30, 2002 and the Company received the Certificate for Registration of special resolution dated January 21, 2003 for carrying on activities relating to all pharmaceutical products and natural synthetic and chemical substances and drugs, medicines, chemicals, herbals, perfumes, toilet articles and cosmetics.

D. It is presently engaged in activities relating trading in chemicals and pharma intermediate drugs.

E. Mr. Sujit Kumar Singh and Mr. Shekhar Keshav Mandrekar ("Promoters") acquired substantial shareholding and control over the Company by entering into two separate Share Purchase Agreements dated May 23, 2003, one with Mr. Gopalji D Bhanushali, Mr. Shankarlal G Bhanushali, Mr. Narendra G Bhanushali, Mr. Laxmiben G Bhanushali, Ms. Hansa N Bhanushali and Mr. Zaver S Bhanushali (the Erstwhile Promoters) and the other with certain then Non-promoter shareholders of the Company and making an open offer to the public shareholders in terms of the SEBI (SAST) Regulations.

F. As on the date of the Public Announcement Mr. Sujit Kumar Singh and Mr. Shekhar Keshav Mandrekar are the promoters/persons in control of the Company. Mr. Sujit Kumar Singh is in the business of marketing and distribution of pharmaceutical products. Mr. Shekhar Keshav Mandrekar has experience of about 30 years in the pharmaceuticals sector.

G. The present directors of STFL are Mr. Arun Kamat, Ms. Katy Umrigar and Dr. Sheel Kumar Singh.

H. The Marketable lot for the Shares of STFL is one. The equity shares are traded in the `T' category at the BSE, scrip code: 512417.

I. The authorized share capital of STFL as on date is Rs. 25,00,000/- (Rupees Twenty Five Lakhs) comprising 2,50,000 (Two Lakhs Fifty Thousand) equity shares of Rs.10/- (Rupees Ten) each. The issued, subscribed and paid-up equity share capital as on date is Rs. 24,50,000/- (Rupees Twenty Four Lakhs Fifty thousand) comprising 2,45,000 (Two Lakhs Forty Five Thousand) equity shares of Rs. 10/- (Rupees Ten) each.

J. All the shares of STFL are listed and permitted for trading on BSE. The Equity Shares of the Target Company were suspended from trading at the BSE, from July 20, 2005. However BSE, vide notice no. 20091007-25, dated October 7, 2009 has revoked the suspension in trading of equity shares of the STFL with effect from October 14, 2009.

K. 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.

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

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

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

O. The Company has delayed compliances/not complied with the provisions of the Listing Agreement. The Equity Shares of the Target Company were suspended from trading at the BSE, from July 20, 2005. However BSE, vide notice no. 20091007-25, dated October 7, 2009 has revoked the suspension in trading of equity shares of the STFL with effect from October 14, 2009. 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. STFL 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. STFL has certified that 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 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. Arun Kamat, Director, who will be available at the registered office of the Company (Tel No: 022 66938222 ; Fax No. 022 66939222).

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	2,45,000	100
Partly paid up equity shares	Nil	NA
Total paid up equity shares	**2,45,000**	**100**
Total voting rights in Target Company	**2,45,000**	**100**

5.2.2 Build Up of Current Capital

A. Build up of Authorized capital

As certified by STFL, the details regarding the build up of the authorized capital of STFL 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	1,00,000	1,00,000
05/12/1985	1,00,000	25,00,000	25,00,000

B. Build up of Current paid up Capital

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 Incorpo-ration	70	0.03	700	Signatories to the Memor-andum	Signatories to the Memorandum	Provisions of Companies Act, complied with
1986#	2,44,930	99.97	24,50,000	Public Issue	Directors, relatives, their friends and public	Provisions of Companies Act, complied with
Total	**2,45,000**	**100**	**24,50,000**			

#The date of allotment of the equity shares are not available with the Company. The Company did its maiden public issue in 1986. There has been no further issue of equity shares after the public issue in 1986.

C. Change in Shareholding of promoters and position of Compliance of Regulations

The details of the changes in shareholding of the promoters as and when it took place in the Target Company, is as follows -

Date of allotment /Sale	Opening Balance - Promoter group (no of shares)	Opening Equity Capital as on the date of Acquisition (in Rs)	Opening % holding - promoter group	Name of promoter	Inter-Se Transfer	No of shares Acquired	Mode of Acquisition (Memorandum/IPO/ FPO/ Market Purchases/ Preferential Allotment/ Rights Issue/Bonus Shares/Inter -se-transfer etc.,)	No of shares sold	Closing Equity Capital as on the date of Acquisition	Closing holding - promoter group (no of shares)	Closing % holding – promoter group	Increase / Decrease in percentage holding - Promoter Group (+/- %)	Applicable provisions of the SEBI (SAST) Regulations/other applicable regulation	Compliance status
1986	--	24,50,000	--	Refer Note 1	--	4930	Allotment at the time IPO	--	24,50,000	4930	2.01	+2.01	NIL	Not Applicable
Sale vide SPA dated 23.5.03@	4930	24,50,000	2.01	Refer Note 1	--	--	--	4930@	24,50,000	--	--	-2.01	-	Not Applicable
15.11.03	--	24,50,000	--	Sujit Kumar Singh & Mr. Shekhar Mandrekar	--	165930 (Note 2)	Two SPAs & open Offer	--	24,50,000	165930	67.73	+67.73	10, 12, 7(1)	10 & 12 complied with , 7(1) not complied with
31.12.03*	165930	24,50,000	67.73	Sujit Kumar Singh & Mr. Shekhar Mandrekar	--	9820 (note 3)	As informed by the Company these shares are also a part of the shares acquired pursuant to the SPAs & open offer	--	24,50,000	175,750	71.73	+4.01	7(1)/7(1 A)	Not Complied
15.9.10	175,750	24,50,000	71.73	Sujit Kumar Singh	--	--	Off market sale	35,962 (note 4)	24,50,000	139,788	57.06	-14.68	7(1)	Complied with

*As certified by the company, equity shares aggregating to 9820 equity shares constituting 4.01 % of share capital have been acquired in the open offer, however the same could not be verified.

@ The Promoters as mentioned in note 1 entered into an SPA dated 23/5/2003 for sale of their entire 4930 shares of the Target Company constituting 2.01% of the paid up capital of the Target Company with Mr. Sujit Kumar Singh & Mr. Shekhar Mandrekar. The said Mr. Sujit Kumar Singh & Mr. Shekhar Mandrekar also entered into another SPA also dated 23/5/2003 with certain then non-promoter shareholders of the Target Company to acquire 1,29,720 equity shares constituting 52.95% of the paid up capital of the Target Company. They made an open offer for acquisition of 49,000 equity shares constituting 20% of the paid up capital of the Target Company pursuant to reg. 10 & 12 of the SAST regulations. The sale as aforesaid reduced the holding of Bhanushalis' to NIL resulting in Mr. Sujit Kumar Singh & Mr. Shekhar Mandrekar becoming Promoters of the Company.

Note:

1. Shareholding of Erstwhile Promoters

Name	No of shares	% of Shares
Gopalji D Bhanushali	1000	0.41
Shankarlal G Bhanushali	1500	0.61
Narendra G Bhanushali	1000	0.41
Laxmiben G Bhanushali	700	0.29
Hansa N Bhanushali	700	0.29
Zaver S Bhanushali	30	0.01
Total	**4930**	**2.01**

2. Individual Shareholding of current Promoters as on 15/11/2003

Name	No of shares	% of Shares
Sujit Kumar Singh	160130	65.36
Shekhar Mandrekar	5800	2.37
Total	**165930**	**67.73**

3. Individual Shareholding of current Promoters acquired on 31/12/2003

Name	No of shares	% of Shares
Sujit Kumar Singh	6832	2.79
Shekhar Mandrekar	2988	1.22
Total	**9820**	**4.01**

After the above acquisition the Total Promoter shareholding of the promoters was 175,750 constituting 71.73% of the paid up capital of the Company.

4. The sale of 35,962 equity shares refers to the sale made to the Gaurav Gupta, Vishnukumar Gupta, Kamalkishore Gupta & Vikas Gupta

Change in Promoter Shareholding – individual wise

Name of the entity/individual	Date of transaction (allotment / purchase / transfer)	Particulars	Shares allotted / acquired / purchased	Shares Sold / transferred	Share Capital of the Company at the time of transaction	% of total Share Capital of the Company (3) or (4) / (5)	Total number of shares held after the transaction	Shares at Column (7) as a % of total share capital of the Company	Applicable provisions of the SEBI (SAST) Regulations , other applicable regulations and Status of Compliance
	1	2	3	4	5	6	7	8	9
IPO in 1986									
Mr. Gopalji D Bhanushali	1986	Shares allotted in the maiden Public Issue in 1986	1000	--	24,50,000	0.41	1000	0.41	SEBI(SAST) Not applicable
Shankarlal G Bhanushali	1986	Shares allotted in the maiden Public Issue in 1986	1500	--	24,50,000	0.61	1500	0.61	SEBI(SAST) Not applicable
Narendra G Bhanushali	1986	Shares allotted in the maiden Public Issue in 1986	1000	--	24,50,000	0.41	1000	0.41	SEBI(SAST) Not applicable
Laxmiben G Bhanushali	1986	Shares allotted in the maiden Public Issue in 1986	700	--	24,50,000	0.29	700	0.29	SEBI(SAST) Not applicable
Hansa N Bhanushali	1986	Shares allotted in the maiden Public Issue in 1986	700	--	24,50,000	0.29	700	0.29	SEBI(SAST) Not applicable
Zaver S Bhanushali	1986	Shares allotted in the maiden Public Issue in 1986	30	--	24,50,000	0.01	30	0.01	SEBI(SAST) Not applicable
Cumulative promoter holding is 4930, ie 2.01% of the paid up capital of the company									
@Sale Vide SPA in 2003 for the entire 4930 equity shares mentioned above									
Mr. Gopalji D Bhanushali	Vide SPA dated 23/5/03	Shares sold pursuant to SPA with Promoters	-	1000	24,50,000	0.41	NIL	NA	SAST Regulations
Shankarlal G Bhanushali	Vide SPA dated 23/5/03	Shares sold pursuant to SPA with Promoters	--	1500	24,50,000	0.61	NIL	NA	

Name of the entity/individual	Date of transaction (allotment / purchase / transfer)	Particulars	Shares allotted / acquired / purchased	Shares Sold / transferred	Share Capital of the Company at the time of transaction	% of total Share Capital of the Company (3) or (4) / (5)	Total number of shares held after the transaction	Shares at Column (7) as a % of total share capital of the Company	Applicable provisions of the SEBI (SAST) Regulations , other applicable regulations and Status of Compliance
Narendra G Bhanushali	Vide SPA dated 23/5/03	Shares sold pursuant to SPA with Promoters	--	1000	24,50,000	0.41	NIL	NA	not applicable
Laxmiben G Bhanushali	Vide SPA dated 23/5/03	Shares sold pursuant to SPA with Promoters	--	700	24,50,000	0.29	NIL	NA	
Hansa N Bhanushali	Vide SPA dated 23/5/03	Shares sold pursuant to SPA with Promoters	--	700	24,50,000	0.29	NIL	NA	
Zaver S Bhanushali	Vide SPA dated 23/5/03	Shares sold pursuant to SPA with Promoters	--	30	24,50,000	0.01	NIL	NA	
@ The promoters as mentioned above entered into an SPA dated 23/5/2003 for sale of their entire 4930 shares of the Target Company constituting 2.01% of the paid up capital of the Target Company with Mr. Sujit Kumar Singh & Mr. Shekhar Mandrekar. The said Mr. Sujit Kumar Singh & Mr. Shekhar Mandrekar also entered into another SPA also dated 23/5/2003 with certain then non-promoter shareholders of the Target Company to acquire 1,29,720 equity shares constituting 52.95% of the paid up capital of the Target Company. They made an open offer for acquisition of 49,000 equity shares constituting 20% of the paid up capital of the Target Company pursuant to reg. 10 & 12 of the SAST regulations. The sale as aforesaid reduced the above promoters holding to NIL & they ceased to be promoters of the Company. Thereafter Mr. Sujit Kumar Singh & Mr. Shekhar Mandrekar became Promoters of the Company. The details these new promoters are given below.									
Sujit Kumar Singh	15/11/03	Shares acquired pursuant to SPA & open offer with Promoters	160130	--	24,50,000	65.36	160130	65.36	Reg 10 & 12 of the Regulations complied with & Reg 7 not complied
Shekhar Mandrekar			5800	--	24,50,000	2.37	5800	2.37	
Cumulative Promoter holding as on 15/11/03 is 165930 , i.e. 67.73%									
Sujit Kumar Singh	31/12/03*	Shares acquired pursuant to SPA &	6832*	--	24,50,000	2.79	166962	68.15	Reg 7(1)/(1A) not complied

Name of the entity/individual	Date of transaction (allotment / purchase / transfer)	Particulars	Shares allotted / acquired / purchased	Shares Sold / transferred	Share Capital of the Company at the time of transaction	% of total Share Capital of the Company (3) or (4) / (5)	Total number of shares held after the transaction	Shares at Column (7) as a % of total share capital of the Company	Applicable provisions of the SEBI (SAST) Regulations , other applicable regulations and Status of Compliance
Shekhar Mandrekar		open offer with Promoters*	2988*	--	24,50,000	1.22	8788	3.58	
Total Acquisition as on 31.12.03 , 9820 , i.e. 4.01%									
Cumulative Promoter holding As on 31.12.03 is 175,750 , i.e. 71.73% of the Total shareholding									
Sujit K Singh	15/9/10	Sale	--	35,962	24,50,000	14.68	131,000	53.47%	7(1A) complied with
Cumulative promoter shareholding as on 15.9.10 is 139,788 , ie 57.06 % of the paid up capital of the Target Company									

*** As certified by the Company**

D. As stated above, the Promoters of STFL have not complied with the provisions of Regulation 7 of Chapter II of the Regulations, in respect of the shares acquired by them under the Share Purchase Agreements dated May 23, 2003 and pursuant to the open offer made by them to the shareholders of the Target Company for which an open offer as aforesaid was made. The Promoters have complied with Regulation 8 of Chapter II of the Regulations.

5.3 Board of Directors of STFL

A. Board of Directors of STFL as on September 23, 2010, the date of PA:

Name & DIN	Date of appointment	Residential Address	Designation
Mr. Arun Kamat DIN: 01670695	11-07-2005	607, Spectra CHS Ltd., Prathmesh Complex, Veera Desai Road, Mumbai – 400 053	Director
Ms. Katy Umrigar DIN: 01999010	11-07-2005	No. 4, Seth House, 3rd Floor, Nowroji Seth Street, Thakurdwar, Mumbai – 400 002	Director
Dr. Sheel Kumar Singh DIN: 00724595	3-12-2003	Sneh, Plot No. 82, Nutan Laxmi CHS Ltd., JVPD Scheme, Juhu, Vile Parle (West), Mumbai – 400 049	Director

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

B. There have been no changes in Directors in the last three years.

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

Name	Date of appointment	Age and Qualification	Experience in brief
Mr. Arun Kamat	11-07-2005	42 years B. Com, Chartered Accountant	Over 15 years experience in handling finance matters in the Corporate sector
Ms. Katy Umrigar	11-07-2005	61 years Diploma in Business Management, Masters in Science (Packaging Technologist)	Specialized in packaging technology with senior level experience in corporate sector
Dr. Sheel Kumar Singh	3-12-2003	37 years MBBS (Odessa)	Experience of over 15 years in the Corporate Sector

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

(Rs. In Lacs)

Profit & Loss Statement	2009-10	2008-09	2007-08
Sales	789.39	946.20	809.62
Other Income	--	2.48	--
Total Income	**789.39**	**948.68**	**809.62**
Total Expenditure	792.23	945.87	807.18
Profit / (Loss) Before Depreciation Interest and Tax	(2.84)	2.81	2.44
Depreciation	0.01	0.01	0.01
Profit/ (Loss) Before Tax	(2.85)	2.80	2.43
Provision for Taxes	--	1.03	0.57
Tax Adjustments for previous years	0.01	--	--
Profit /(Loss)After Tax	(2.84)	1.77	1.86
Profit Brought Forward	4.37	2.60	0.73
Balance carried to Balance Sheet	1.53	4.37	2.59

(Rs. In lakhs)

Balance Sheet Statement	**31.03.10**	**31.03.09**	**31.03.08**
Sources of funds			
Paid up Equity Share Capital	24.50	24.50	24.50
Reserves and Surplus (excluding Revaluation reserves, if any)	1.53	4.37	2.60
Less: Misc Exp. Not written off	0	0	0
Net Worth	**26.03**	**28.87**	**27.10**
Secured Loans	0	0	0
Unsecured Loans	0	0	0
TOTAL	**26.03**	**28.87**	**27.10**
Total Source of funds			
Uses of funds			
Net Fixed Assets	0.04	0.05	0.06
Investments	3.00	3.00	3.00
Net Current Assets	22.99	25.82	24.04
TOTAL	**26.03**	**28.87**	**27.10**
Other Financial Data			
Dividend (%)	Nil	Nil	Nil
Earnings per Share(Rs.) (Fully diluted)	NA	0.72	0.76
Return on Net Worth (%)	NA	6.13	6.86
Book Value Per Share (Rs.)	10.62	11.78	11.06

Notes:

1. **Reasons for fall and rise PAT:**

Financial Year 2008-09 vis-à-vis Financial Year 2007-08:

The Total income for the year ended 2008-09 was Rs. 948.68 lacs and for the year ended 2007-2008 was Rs. 809.62 lakhs and the PAT for the said periods is Rs.1.77 lakhs and Rs. 1.86 lakhs respectively. For FY 2009 the Company has other income which has also increased the Total income of the Company. PAT for the FY 2009 was higher that FY 2008 due to higher total income.

Financial Year 2009-10 vis-à-vis Financial Year 2008-09:

The Company has incurred a loss of Rs. 2.84 lakhs for FY 2010 as compared to PAT of Rs. 1.77 lakhs for FY 2009 on account of reduction of sales and higher expenditure.

2. No contingent liabilities have been disclosed in the audited accounts for the financial year ended March 31, 2010.

5.5 Non-compliance of Disclosure of shareholding and control in a listed company as required under Chapter II of the Regulations:

(i) **By Target Company:**

a. There had been delay by Target Company in complying with the reporting requirements under Chapter II of the SEBI (SAST) Regulations, 1997, for the years 1998 to 2002. However, the Target Company complied with the reporting requirements under Regulation 8(3) of the Regulations for the years 1998 to 2002 under SEBI Regularization Scheme 2002 on December 27, 2002 and for the year 2003 on April 17, 2003. There have been instances of delayed compliance with the reporting requirements under Chapter II of the Regulations for regulation 8(3) as follows:

- Delay of 3 days in filing form 4 by the Target Company as per Regulation 8(3) of SAST for the year ended 31/3/2003, for the due date of 30/4/2004
- Delay of 256 days in filing form 4 by the Target Company as per Regulation 8(3) of SAST for the year ended 31/3/2006, for the due date of 30/4/2006
- Delay of 32 days in filing form 4 by the Target Company as per Regulation 8(3) of SAST for the year ended 31/3/2007, for the due date of 30/4/2007
- Delay of 146 days in filing form 4 by the Target Company as per Regulation 8(3) of SAST for the year ended 31/3/2009, for the due date of 30/4/2009
- Delay of 59 days in filing form 4 by the Target Company as per Regulation 8(3) of SAST for the year ended 31/3/2010, for the due date of 30/4/2010

b. **Current Promoters have not complied with regulation 7(1)(/1A) of the Regulations with respect to the shares acquired vide SPAs dated 23/5/2003 and the subsequent open offer.**

(ii) **By Acquirers- there have been no instances of non-compliances as on date.**

(iii) SEBI may initiate suitable action for Chapter II non-compliances/delayed compliances by the Promoters / Target Company at a later date.

Pre and Post - Offer Share holding pattern of STFL 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. Sujit Kumar Singh	131000	53.47	(131000)	(53.47)	Nil	-	Nil	-
b. Promoter other than (a) above: Mr. Shekhar K Mandrekar	8788	3.59	-		-		8788 (refer note g below)	3.59
Total 1(a+b)	**1,39,788**	**57.06**	**(131,000)**	**(53.47)**	**--**	**--**	**8788 (refer note g below)**	**3.59**

(2) Acquirers a. Main Acquirers i. Kamalkishore Gupta ii.Babulal Varma iii. Gaurav Gupta iv. Rajendra Varma v. Vikas Gupta vi. Tarachand Varma vii.Vishnukumar Gupta viii.Bajarangbali Varma	8,991 - 8,990 - 8,990 - 8,991 -	3.67 - 3.67 - 3.67 - 3.67 -	131000	53.47	49,000	20		
Total 2(a)	**35,962**	**14.68**	**1,31,000**	**53.47**	**49,000**	**20**	**2,15,962**	**88.15**
(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:	Nil 69,250	Nil 28.27	Nil Nil	Nil Nil	(49000)	(20)	20,250	8.26
Total (4) (a+b)	**69,250**	**28.27**	**Nil**	**Nil**	**(49000)**	**(20)**	**20,250**	**8.26**
Grand Total (1+2+3+4)	**2,45,000**	**100**	Nil	Nil	Nil	Nil	**2,45,000**	**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. Babulal Varma	33,393	13.63%
Mr. Bajrangbali Varma	16,696	6.81%
Mr. Gaurav Gupta	11,880	4.85%
Mr. Kamalkishore Gupta	11,880	4.85%
Mr. Rajendra Varma	16,696	6.81%
Mr. Tarachand Varma	16,696	6.81%
Mr. Vishnukumar Gupta	11,879	4.85%
Mr. Vikas Gupta	11,880	4.85%
Total	**1,31,000**	**53.47%**

b) There are no Shares, which are subject to lock in, under the SEBI Guidelines/ Regulations.

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 120 as on June 30, 2010.
g) The shareholding of Mr. Shekhar Mandrekar will become part of the public shareholding after the Open Offer.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer price

A. The equity shares of STFL are listed on the BSE. The equity shares of STFL are traded in the 'T' category scrip code: 512417. 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 March, 2010 to August 2010, 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	Nil	2,45,000	NA

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

C. The offer price of Rs.60/- per fully paid up equity share of STFL has been determined after considering the following:

a.	Negotiated price		Rs. 60/-
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. 60/-
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. 60/-
F	**Other parameters**		
	Based on audited financials as on		**March 31, 2010**
	1	Return on Net worth (%)	Not applicable since the Company is loss making
	2	Book Value (Rs. per share)	10.62
	3	Earning per share of face value of Rs.10/- each (Rs.)	Not applicable since the Company is loss making
	4	PE multiple	Not applicable since the company has incurred loss

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.60/- per fully paid equity share is justified in terms of Regulation 20(5) of the Regulations since it is the highest of the prices mentioned above.

E. 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.

F. The Acquirers shall not acquire any shares in STFL 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.

G. This is not an indirect acquisition/control.

H. 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. 29,40,000/- (Rupees Twenty Nine Lacs Forty Thousand).

B. In accordance with Regulation 28 of the SEBI (SAST) Regulations, 1997, Acquirers have created an Escrow Account with HDFC Bank Limited, Rupam Centre, Cine Planet, Sion Circle, Sion (E), Mumbai – 400022 and made a cash deposit in the Current Account No. 01632240000013 for Rs. 29,40,000/- (Rupees Twenty Nine Lacs Forty Thousand), being 100% of the amount required for the Open Offer.

C. A tripartite Escrow Agreement dated September 21, 2010 has been entered into between HDFC Bank Ltd., the Acquirers and Birla Capital and Financial Services Limited governing the operation of the Escrow Account.

D. By this Escrow Agreement, the Acquirers have authorized Birla Capital and Financial Services Limited, Manager to the Offer to realize the value of the Escrow Account, in terms of Regulation 28(5) of the Regulations.

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. Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants (Firm Registration No. 106744W), having their office at A-402, Rajeshri Accord, Teli Gali Cross Road, Andheri (East), Mumbai - 400069 (Membership No. 34839), Tel No: 022-26827879; fax No. 022 26827879, email: nkjco@rediffmail.com, has certified vide certificates dated 18/09/2010 that the net worth of Mr. Kamalkishore Gupta, Mr. Vishnukumar Gupta, Mr. Gaurav Gupta, Mr. Vikas Gupta, Mr. Babulal Varma, Mr. Bajrangbali Varma, Mr. Rajendra Varma & Mr. Tarachand Varma as on 31/03/2010 is Rs.867.91 lakhs (Rupees Eight crores sixty seven lakhs ninety one thousand only,) Rs. 535.27 lakhs (Rupees Five crores thirty five lakhs twenty seven thousand only), Rs. 714.80 lakhs (Rupees Seven crores fourteen lakhs eighty thousand only), Rs. 506.82 (Rupees Five crores six lakhs eighty two thousand only), Rs. 495.03 lakhs (Rupees Four crores ninety five lakhs three thousand only), Rs. 49.53 lakhs (Rupees Forty nine lakhs fifty three thousand only), Rs. 343.77 lakhs (Rupees Three crores forty three lakhs seventy seven thousand only) and Rs. 77.68 lakhs (Rupees Seventy seven lakhs sixty eight thousand 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 Sharp Trading & Finance Limited.

G. Birla Capital and Financial Services 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 Offer obligations.

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 STFL.

B. The acceptance of the Offer is entirely at the discretion of the equity shareholders of STFL and each shareholder (except Acquirers and Seller) of STFL, holding equity shares to whom this Offer is being made, is free to offer his shareholding in STFL, 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 in the LOF.

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.A under "Procedure for Acceptance and Settlement" on or before Saturday, December 4, 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 STFL that are validly tendered and accepted in terms of this Offer upto 49,000 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 STFL 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 STFL 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 Wednesday, December 1, 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 parties to the agreement and the Acquirers) whose names appear in the Register of Members of Target Company or as Beneficial owners in the records of the depository as on Friday, October 1, 2010, the Specified Date.

B. This Offer is also open to persons who own Equity Shares in STFL 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 Adroit Corporate Services Private Limited, at the centre as mentioned in para 8.A, either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30AM and 4 PM and on Saturday between 10.30 AM and 2 PM, on or before the date of Closure of the Offer i.e. Saturday, December 4, 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 STFL/its Share Transfer Agent, and not received them back or hold Shares of STFL 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 STFL 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 STFL.

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 STFL 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 Birla Capital and Financial Services Limited, Manager to the Offer or the Registrar to the Offer.

7.4 Statutory Approvals:

A. 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

A. Shareholders of the Target Company, who wish to avail of this Offer are free to offer their shareholding in whole or in part and should forward the under mentioned documents to the Registrar to the Offer at their office at Adroit Corporate Services Private Limited, 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai- 400 059, Tel: 022- 2859 0942 /4442/ 6060, Fax: 022- 2850 3748, either by hand delivery on weekdays or by Registered Post or courier, on or before the Close of the Offer, i.e., no later than Saturday, December 4, 2010, so as to reach the Registrar on or before 2.00 pm Indian Standard Time on December 4, 2010 in accordance with the instructions specified in this Letter of Offer and in the Form of Acceptance cum Acknowledgement. **Shareholders are advised to ensure that the Form of Acceptance cum Acknowledgement and other documents are complete in all respects; otherwise the same is liable to be rejected. In the case of dematerialized shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such dematerialized shares, not credited in favour of the special depository account before the closure of the Offer, will be rejected.**

i) In case of shares held in the PHYSICAL MODE by REGISTERED SHAREHOLDERS:
Shareholders to enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- Original equity share certificate(s); and
- Valid equity share transfer form(s) duly signed by transferor (by all the Shareholders in case the shares are in joint names) as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place(s).

If the Registrar to the Offer does not receive the documents listed above but receives the original share certificates and valid transfer deed from a registered Shareholder, then the Offer will be deemed to have been accepted by such Shareholders.

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.

ii) In case of shares held in the PHYSICAL MODE by PERSONS NOT REGISTERED AS SHAREHOLDERS:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein
- Original equity share certificate(s) accompanied by valid share transfer forms as received from the market, wherein the name of the transferee has not been filled in; and
- Original broker contract note of a registered broker of a recognized stock exchange in relation to the purchase of the shares being tendered in this case.

In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company / its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/ its transfer agents, of the share certificate(s) and the transfer deed(s).

No indemnity is required from persons not registered as Shareholders.

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.

iii) For Equity shares held in dematerialized form:

Beneficial owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
- Photocopy of the Delivery Instruction in "Off-market" mode or counterfoil of the delivery instruction slip in Off market" mode, duly acknowledged by the DP. The details of the special depository account are as follows:

DP Name	Stock Holding Corporation of India Limited
DP ID	IN301330
Client ID Number	20921215
ISIN	INE567D01014
Market	Off-market
Special DP Account	Adroit Escrow A/c STFL -open offer

- For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance.
- In case of non-receipt of the aforesaid documents, but receipt of the Shares in the Special Depository Escrow Account, the Acquirers may deem the Offer to have been accepted by the shareholder.

B. The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to the Registrar to the Offer and not to the Manager to the Offer, the Acquirers or Target Company.

C. In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of Shares held; Distinctive Number; Folio Number, Number of shares offered; along with documents as mentioned above, so as to reach the Registrar to the Offer on or before the close of the Offer or in case of beneficial owners they may send their application in writing to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of Shares held; Number of shares offered; DP name; DP ID; Beneficiary Account Number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off market" mode, duly acknowledged by the DP, in favour of the Special Depository Account, or the eligible persons can write to the Manager to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the close of the Offer. Unregistered owners should not sign the transfer deed and the transfer deed should be valid for transfer. Alternatively, the Letter of Offer and Form of Acceptance cum Acknowledgement will be available on SEBI's website (www.sebi.gov.in), from the date of Opening of the Offer. The eligible persons can download the Form of Acceptance cum Acknowledgement from the SEBI's website and apply using the same.

D. If the aggregate of the valid responses to the Offer exceeds the Offer size of **49,000** fully paid-up equity shares of STFL representing 20% of the Fully Diluted Equity Voting Capital of the Target Company, then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations in such a way that the acquisition from any Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The minimum marketable lot for the Shares is 1 (one).

E. Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Special Depository Account is received on or before the date of Closure of the Offer, i.e., no later than Saturday, December 4, 2010, else the application would be rejected.

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

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

H. Shareholders who are holding fully paid equity shares and the beneficial owners who wish to tender their equity shares will be required to send their FOA and other relevant documents to the Registrar to the Offer at the applicants sole risk so that the same are received on or before the Offer closing date, in accordance with the procedures as specified in this Letter of Offer and the Form of Acceptance cum Acknowledgement.

I. Forms of Acceptance which are complete in all respect and which reach the Registrar to the Offer on or before the date of closure of the Offer i.e. Saturday, December 4, 2010 would be approved and accepted by the Acquirers. The payment of consideration for the shares accepted will be made by crossed account payee cheque / demand draft / pay order or through Electronic mode as detailed below. In case of joint holder(s), the cheque/demand draft will be drawn in the name of the first holder and in case of unregistered owners of shares the consideration will be paid to the person whose name is stated in the contract note.

J. Payment of Consideration

Dispatches involving payment of a value in excess of Rs. 1,500/- will be made by registered post/speed post at the shareholder's sole risk. In the case of acceptors of this offer having bank accounts in any of the centers specified by SEBI who opt to receive the payment consideration through electronic transfer of funds by using ECS (Electronic Clearing Service), Direct Credit, RTGS (Real Time Gross Settlement) or NEFT (National Electronic Funds Transfer), as is for the time being permitted by the Reserve Bank of India, should provide all the necessary Bank details including MICR code or RTGS code or IFSC code in Form of Acceptance-cum-Acknowledgement. Applicants to whom payments are made through Electronic transfer of funds will be sent a letter (Payment advice) "Under Certificate of Posting" intimating them about the mode of credit/payment within 15 days from the date of closure of the Offer and the payment intimation will be sent to the sole / first named shareholder of STFL whose equity shares are accepted by the Acquirers at his address registered with STFL. Rejected documents will be sent by registered post/speed post. All other dispatches will be made by ordinary post at the shareholder's sole risk.

K. The Registrars to the Offer will hold in trust the Shares/Share certificates, Shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form/s on behalf of the shareholders of STFL who have accepted the Offer, till the cheques/ drafts for the consideration and/or the unaccepted shares/ share certificates are dispatched/returned.

L. The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the Shareholders' sole risk. Shares, to the extent unaccepted, held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per details furnished in the Form of Acceptance.

M. Subject to the Statutory Approvals as stated in Clause 7.4 above, the Acquirers intend to complete all formalities, including the payment of consideration within a period of 15 days from the closure of the Offer, and for the purpose open a special account as provided under Regulation 29, provided that where the Acquirers are unable to make the payment to the Shareholders who have accepted the Offer before the said period of 15 days due to non-receipt of requisite statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any willful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the Shareholders for delay beyond 15 days, as may be specified by SEBI from time to time.

N. A copy of this Letter of Offer (including the Form of Acceptance and Form of Withdrawal) is expected to be available on SEBI's web-site (www.sebi.gov.in) during the period the Offer is open. Eligible Shareholders can make an application in the Offer in the form downloaded from SEBI's website as one of the alternatives for applying in the Offer.

O. In terms of the SEBI (SAST) Regulations, Shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the closure of the Offer. The withdrawal option can only be exercised by submitting the Form of Withdrawal so as to reach the Registrar to the Offer at its address 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai- 400 059 either by hand delivery or by registered post by 4 P.M. on Wednesday, December 1, 2010.

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

   i. In case of physical shares: Name, address, distinctive numbers, folio numbers, number of Shares tendered/withdrawn

   ii. In case of dematerialized shares: Name, address, number of Shares tendered/withdrawn, DP name, DP ID, beneficiary account no. and a photocopy of delivery instruction in "off-market' mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP in favour of the Depository Escrow Account.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents are regarded as material documents and are available for inspection at Dalamal House, 1st Floor, J. B. Marg, Nariman Point, Mumbai 400 021, the Corporate Office of Birla Capital and Financial Services 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 September 18, 2010 between the Acquirers & Mr. Sujit Kumar Singh, one of the Promoters of STFL (Seller) for acquisition of 53.47% of shares of STFL and subsequent change in control.

b) Copy of certificate dated September 18, 2010 from Mr. N. K. Jain, partner of M/s N. K. J. & Co., Chartered Accountants, certifying the net worth of each of the Acquirers as on March 31, 2010.

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

d) Audited Accounts of STFL for the years 2007–08, 2008-09 and 2009-10.

e) Published Copies of the Public Announcement made in newspapers.

f) Due Diligence Certificate dated October 6, 2010 submitted to SEBI by Birla Capital and Financial Services Limited, Manager to the Offer.

g) Copy of MOU dated September 21, 2010 between the Acquirers and the Manager to the Offer.

h) Copy of MOU dated September 18, 2010 between the Acquirers and the Registrar to the Offer.

i) Copy of Escrow Agreement dated September 21, 2010 between the Acquirers, M/s HDFC Bank Limited and M/s Birla Capital and Financial Services Limited.

j) Undertakings and certificates dated October 6, 2010 received from the Acquirers regarding the open offer.

k) A copy of letter from HDFC Bank dated 22/9/2010 confirming that the amount is kept in the escrow account and a lien has been marked in favour of the Manager to the Offer for the escrow account.

l) Power of Attorney dated 21/10/2010 from Mr. Rajendra Varma authorizing Mr. Tarachand Varma to sign the Letter of Offer on his behalf.

m) SEBI Observation Letter no. CFD/DCR/TO/EB/OW/24670/2010 dated October 26, 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 the Acquirers.

Signed by

The Acquirers

1. Mr. Kamalkishore Gokalchand Gupta

2. Mr. Babulal Mulchand Varma

3. Mr. Gaurav Vishnukumar Gupta

4. Mr. Rajendra Mulchand Varma [Through its duly authorised Attorney holder Tarachand Varma]

5. Mr. Vikas Kamalkishore Gupta

6. Mr. Tarachand Mulchand Varma

7. Mr. Vishnukumar Gokalchand Gupta

8. Mr. Bajarangbali Mulchand Varma

Place: Mumbai
Date: October 30, 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 Registrars to the Offer)

OPEN OFFER
Offer opens on : Monday, November 15, 2010
Last Date for Withdrawal of Application : Wednesday, December 1, 2010
Offer closes on : Saturday, December 4, 2010

From

Name: ______________________________

Address : ______________________________

____

Tel No. : (__) ____________ **Cell No. : (__)** ____________ **Fax No.: (__)** ___________ **E-mail:** ______________________________

To

Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road,
Marol Naka, Andheri (East), Mumbai- 400 059
Tel: +91-22- 2859 0942 /4442/ 6060
Fax: +91-22- 2850 3748
Contact Person: Mr. Surendra Gawade
E-Mail: surendrag@adroitcorporate.com

Dear Sir,

Sub: Open Offer to the shareholders of Sharp Trading & Finance Limited ("STFL") for acquisition of 49,000 fully paid-up equity shares of Rs. 10/- each representing 20% of issued, subscribed, paid up and voting equity share capital of STFL, for cash at a price of Rs. 60.00 per share by Mr. Babulal Mulchand Varma, Mr. Bajrangbali Mulchand Varma, Mr. Gaurav Vishnukumar Gupta, Mr. Kamalkishore Gokalchand Gupta, Mr. Rajendra Mulchand Varma, Mr. Tarachand Mulchand Varma, Mr. Vishnukumar Gokalchand Gupta and Mr. Vikas Kamalkishore Gupta (hereinafter referred as "Acquirers").

I/We refer to the Letter of Offer dated October 30, 2010 for acquiring the Equity Shares held by me/us in Sharp Trading & Finance Limited.

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein. I/We, hold Shares in the physical form, 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:

(In the case of Shares in Physical Form)

Sl.No.	Ledger Folio No.	No. of Shares	Share Certificate Nos.	No. of Share Certificates	Distinctive Numbers	
					From	To
TOTAL						

(In case of insufficient space, please attach a separate sheet and authenticate the sheet(s) by putting signature(s) on each sheet(s).)

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

ACKNOWLEDGEMENT RECEIPT

Sharp Trading & Finance Limited (STFL). - OPEN OFFER
(to be filled in by the shareholders)

Received from Mr./Ms./M/s______________________________Form of acceptance cum acknowledgement in connection with open offer to Shareholders of Sharp Trading & Finance Limited.

Ledger Folio No.___________& _______No. of Share Certificates /Copy of Delivery instructions to DP for _________Shares of Sharp Trading & Finance Limited.

Stamp of Registrar	In case of physical Shares, verify the number of Share certificates / number of Shares	In case of dematerialized Shares, ensure that copy of the delivery instruction to the DP and duly acknowledged by the DP is submitted with the tender / offer form.

I/We confirm that the Equity Shares of Sharp Trading & Finance Limited which are being tendered herewith by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

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

I/We hold the following Equity Shares of Sharp Trading & Finance Limited in Dematerialized Form and accept the Offer and enclose a photocopy of the Depository Delivery instruction(s) duly acknowledged by the DP in respect of my/our Equity Shares, details of which are given below:

Sl.No.	DP Name.	DP ID	Client ID	Name of beneficiary	No. of Shares
				TOTAL	

I/We have done an Off-Market transaction for crediting the Shares to the Special Depository Account noted below:

DP Name	Stock Holding Corporation of India Limited
DP ID	IN301330
Client ID Number	20921215
ISIN	INE567D01014
Market	Off-market
Special DP Account	Adroit Escrow A/c STFL -open offer

I/We note and understand that the Shares transferred to the above Special Depository Account, will be held in trust for me/us by the Registrars to the Offer until the time the Acquirers makes payment of the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirers will pay the consideration only after verification of the documents and signatures.

I/We confirm that the Equity Shares of Sharp Trading & Finance Limited which are transferred by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirers to accept the Shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirers to return to me/us, Equity Share certificate(s) in respect of which the offer is not found valid /not accepted, specifying the reasons thereof. I/We authorize the Acquirers or the Managers to the Offer or the Registrars to the Offer to send by registered post/under certificate of posting, the Cheque, in settlement of the amount to the sole/first holder at the address mentioned below:

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

	PAN / GIR No.
Sole / First Holder	
Joint Holder 1	
Joint Holder 2	

Yours faithfully

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

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

ADROIT CORPORATE SERVICES PRIVATE LIMITED
19/20, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road, Marol Naka,
Andheri (East), Mumbai- 400 059
Tel: +91-22- 2859 0942 /4442/ 6060
Fax: +91-22- 2850 3748
E-Mail: surendrag@adroitcorporate.com
Contact Person: Mr. Surendra Gawade

Signed and delivered

	Full Name	Holder's Signature
Sole / First Holder		
Joint Holder 1		
Joint Holder 2		

Date:

Place:

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

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 /Others**

/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, 11 digit code number issued by the Bank.

In the case of RTGS/NEFT, 11 digit code number issued by the Bank

Address
Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka,
Andheri (East), Mumbai- 400 059
Tel: +91-22-2859 0942 / 4442 / 6060
Fax: +91-22-2850 3748
Contact Person : Mr. Surendra Gawade
E-mail ID surendrag@adroitcorporate.com

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FORM OF WITHDRAWAL

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Withdrawal with enclosures to Registrar to the Offer Adroit Corporate Services Private Limited at the address as mentioned in the Letter of offer)

OPEN OFFER	
Opens on	**: Monday, November 15, 2010**
Last date of withdrawal	**: Wednesday, December 1, 2010**
Closes on	**: Saturday, December 4, 2010**

From

____

____

____

Tel No: (_____) ____________________ **Cell No. : (_____)** ____________________ **Fax No.: (_____)** __________________

E-mail: ____

To,
Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka,
Andheri (East), Mumbai- 400 059
Tel: +91-22- 2859 0942 /4442/ 6060
Fax: +91-22- 2850 3748
E-Mail: surendrag@adroitcorporate.com
Contact Person: Mr. Surendra Gawade

Dear Sir,

Sub: Open Offer to the shareholders of Sharp Trading & Finance Limited ("STFL") for acquisition of 49,000 fully paid-up equity shares of Rs. 10/- each representing 20% of issued, subscribed, paid up and voting equity share capital of STFL, for cash at a price of Rs. 60.00 per share by Mr. Babulal Mulchand Varma, Mr. Bajrangbali Mulchand Varma, Mr. Gaurav Vishnukumar Gupta, Mr. Kamalkishore Gokalchand Gupta, Mr. Rajendra Mulchand Varma, Mr. Tarachand Mulchand Varma, Mr. Vishnukumar Gokalchand Gupta and Mr. Vikas Kamalkishore Gupta (hereinafter referred as "Acquirers")

I/We refer to the Letter of Offer dated October 30, 2010 for acquiring the Equity Shares held by me/us in Sharp Trading & Finance Limited I/We, hereby consent to unconditionally and irrevocably to withdraw my/our Shares from the Offer and I/We further authorize the Acquirers to return to me/us, the tendered Equity Shares 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 the Acquirers/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay /loss in transit of the Share Certificate(s) due to incomplete or inaccurate particulars.

I/We also note and understand that the Acquirers will return the original Share Certificate(s), Share Transfer Deed(s) or credit back the Shares to my/our Beneficiary Account for Shares held in dematerialized form, only on completion of verification of the documents.

The particulars of Share Certificate(s) tendered and duly signed Transfer Deeds which are wished to be withdrawn from the Offer are as given below:

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

ACKNOWLEDGEMENT RECEIPT

Sharp Trading & Finance Limited

Received from Mr./Ms./M/s ____

Form of Withdrawal.

Ledger Folio No. ____________________ for ____________________ No. of Share Certificates /photocopy of delivery instructions to DP for ________________Shares of Sharp Trading & Finance Limited.

Copy of Delivery Instruction Slip to DP for ________________ shares (Delete whichever is not applicable)

Stamp of Registrar	In case of physical Shares, verify the number of Share certificates / number of Shares	In case of dematerialized Shares, ensure that copy of the delivery instruction to the DP is submitted with the withdrawal form

(In the case of Shares in physical form)

Sr. No.	Ledger Folio no.	No. of Shares	Share Certificate No.	No. of SharesCertificates	Distinctive Nos.	
					From	To
TOTAL						

The particulars of Shares held in Dematerialized Form, which were transferred to Special Depository account noted below

DP Name	Stock Holding Corporation of India Limited
DP ID	IN301330
Client ID Number	20921215
ISIN	INE567D01014
Market	Off-market
Special DP Account	Adroit Escrow A/c STFL -open offer

The Shares proposed to be withdrawn are as follows. I wish to withdraw the under noted Shares so transferred.

Sr. No.	**DP Name**	**DP ID**	**Client ID**	**Name of Beneficiary**	**No. of Shares**
TOTAL					

(In case of insufficient space, please attach a separate sheet and authenticate the sheet(s) by putting signature(s) on each sheet(s).)

I/We confirm that the Equity Shares of Sharp Trading & Finance Limited, which were tendered by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

Please find a photocopy of the Delivery instructions duly acknowledged by the DP.

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

Yours faithfully,

Signed and delivered

	Full Name	**Holder's Signature**
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		

Place: ____________________

Date: ____________________

Note: In case of joint holdings all must sign. Authorised Signatory (ies) of Corporations must affix its rubber stamp and its common seal and attach herewith the necessary Board Resolution.

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

Note: All future correspondence, if any, should be addressed to Registrar to the Offer at the following Address.

Adroit Corporate Services Private Limited

(Unit: Sharp Trading & Finance Limited)

19/20, Jaferbhoy Industrial Estate, 1st Floor,

Makwana Road, Marol Naka, Andheri (East), Mumbai- 400 059

Tel: +91-22- 2859 0942 /4442/ 6060 Fax: +91-22- 2850 3748

E-Mail: surendrag@adroitcorporate.com

Contact Person: Mr. Surendra Gawade

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