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 **Tak Machinery & Leasing Limited.** If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance, Form of Withdrawal and Transfer Deed to the member of the Stock Exchange through whom the said sale was affected.

OPEN OFFER

Pursuant to Regulations 10 and 12 and applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto ("the Regulations" / "the SEBI (SAST) Regulations").

BY

E-ALLY CONSULTING (INDIA) PRIVATE LIMITED ("ECIPL")

&

SHREE JAISAL ELECTRONICS & INDUSTRIES LIMITED ("SJEIL")

(hereinafter collectively referred as the **"Acquirers"),** both being companies registered under the Companies Act, 1956 and having their Registered Office at Manidhar II, D-51, Subhash Marg, C-Scheme, Jaipur – 302001. Tel. No.: 0141 - 2366094; Fax No.: 0141 - 2365792 along with Mr. Sandeep Maloo, Mrs. Neeta Maloo, Mr. Labh Chand Maloo, Mrs. Lata Maloo, Sandeep Maloo (HUF) and Labh Chand Maloo (HUF) all residing at Shree Radhey, 21-C, Baravada House, Civil Lines, Jaipur – 302006 (hereinafter collectively referred to as the **"Persons Acting in Concert / PAC"**)

TO THE SHAREHOLDERS OF TAK MACHINERY & LEASING LIMITED

(hereinafter referred as the "Target Company" or "TMLL") having its Registered Office at 308, Maker Bhavan No. III, 21, New Marine Lines, Above Balwas Restaurant, Mumbai – 400 020. Tel. No.: 022 – 2205 4105; Fax No.: 022 – 2205 4106; Email: namogaveera@rediffmail.com.

TO ACQUIRE

Upto 1,40,810 (One Lac Forty Thousand Eight Hundred and Ten) fully paid-up equity shares of Rs. 10/- (Rupees Ten Only) each, representing in aggregate upto 20% of the paid up and voting share capital of TMLL for cash, at a price of Rs. 234/- (Rupees Two Hundred and Thirty Four Only) per fully paid-up equity share ("Offer Price").

ATTENTION

1. The acceptance of shares from Non-Resident Shareholders is subject to the approval of the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("FEMA"). The application to the RBI will be made at the appropriate time. Besides the said approval, no other statutory approvals are required to acquire Shares tendered pursuant to this Offer.
2. In case of delay in the receipt of the statutory approvals, SEBI has the power to grant an extension of time to the Acquirers for payment of consideration to shareholders who have validly tendered their Shares, subject to the Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default, neglect, inaction, or non-action by the Acquirers in obtaining the requisite approval, Regulation 22(13) of the SEBI (SAST) Regulations shall become applicable and the amount lying in the escrow account opened pursuant to the Open Offer shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (12) of regulation 28, apart from the Acquirer being liable for penalty as provided in the Regulations.
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. they can withdraw on or before Wednesday, August 03, 2011.**
4. If there is any upward revision in the Offer Price by the Acquirers prior to or on the last date for revising the Offer Price viz., Thursday, July 28, 2011, you will be informed by way of another Public Announcement in the same newspapers in which the Public Announcement was published. The Acquirers shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer. If the Offer is withdrawn pursuant to Regulation 27 of the Regulations, the same would be communicated by a Public Announcement in the same newspapers in which the Public Announcement appeared.
5. **There is no competitive bid in this offer.**
6. As the Offer Price cannot be revised during seven working days prior to the closure of the Offer, it would, therefore, be in the interest of Shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.
7. This Offer is not conditional upon any minimum level of acceptance.
8. **A copy of the Public Announcement, Corrigendum to Public Announcement and the Letter of Offer (including Form of Acceptance and Form of Withdrawal) are also available on SEBI's website: www.sebi.gov.in**

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
ARYAMAN FINANCIAL SERVICES LTD **Aryaman Financial Services Limited** 60, Khatau Building, Alkesh Dinesh Modi Marg, Opp. P J Towers (BSE building), Fort, Mumbai – 400 001. Tel: 022 – 2261 8264 / 2261 8635; Fax: 022 – 2263 0434 Website: www.afsl.co.in Email: info@afsl.co.in; aryaman_limited@rediffmail.com Contact Person: **Mr. Deepak Biyani**	LINK INTIME INDIA PVT LTD (Formerly INTIME SPECTRUM REGISTRY LTD) **Link Intime India Private Limited** (Unit – Tak Machinery - Open Offer) C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai - 400 078, India, Tel: 022 – 25960320; Fax: 022 - 25960329 Website: www.linkintime.co.in Email: tak.offer@linkintime.co.in Contact Person: **Mr. Pravin Kasare**
OFFER OPENS ON: 20/07/2011 (WEDNESDAY)	**OFFER CLOSES ON: 08/08/2011 (MONDAY)**

SCHEDULE OF ACTIVITIES

ACTIVITY	ORIGINAL	REVISED
Public Announcement	17/02/2011 (Thursday)	17/02/2011 (Thursday)
Specified Date	04/03/2011 (Friday)	04/03/2011 (Friday)
Last date for a Competitive Bid	10/03/2011 (Thursday)	10/03/2011 (Thursday)
Date by which Letter of Offer to be posted to the shareholders	31/03/2011 (Thursday)	14/07/2011 (Thursday)
Date of Opening of the Offer	08/04/2011 (Friday)	20/07/2011 (Wednesday)
Last date for revising the offer price/ Number of Share	15/04/2011 (Friday)	28/07/2011 (Thursday)
Last date for withdrawal of acceptance by the shareholders	21/04/2011 (Thursday)	03/08/2011 (Wednesday)
Date of Closure of the Offer	27/04/2011 (Wednesday)	08/08/2011 (Monday)
Date of communicating the rejection /acceptance and payment of consideration for the acquired shares	12/05/2011 (Thursday)	23/08/2011 (Tuesday)

SPECIFIED DATE:

Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company, as on the Specified Date, (except the Acquirers, PAC's and Sellers) are eligible to participate in the Open Offer any time before the closure of the Open Offer.

RISK FACTORS

A. RELATING TO THE OFFER

The Offer involves an offer to acquire up to 20% of the equity share capital that will constitute the share capital of TMLL from the Eligible Persons for the Offer. In the case of over subscription in the Offer, as per the SEBI (SAST) Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

In the event that (a) a statutory and regulatory approval is not received in a timely manner, (b) there is any litigation leading to a "stay" of the Offer, or (c) SEBI instructing the Acquirers not to proceed with the Offer, and then 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 TMLL who's Shares has been accepted in the Offer as well as the return of shares not accepted by the Acquirers may be delayed.

The Shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the equity shares of TMLL. Accordingly, the Acquirers make no assurance with respect to the market price of the shares both during the Offer Period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any shareholder of TMLL on whether to participate or not to participate in the Offer.

B. IN ASSOCIATION WITH THE ACQUIRERS

The Acquirers make no assurance with respect to the financial performance of the Target Company. The Acquirers also make no assurance with respect to the market price of the Shares upon the 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.

The Acquirers do not accept any responsibility for statements made otherwise than in the Letter of Offer / Public Announcement and anyone placing reliance on any other sources of information (not released by the Acquirers) would be doing so at his / her / its own risk.

C. RISK IN THE TRANSACTION

The Share Purchase Agreement (SPA) dated February 11, 2011 contains a clause that it is subject to the provisions of SEBI (SAST) Regulations and in case of non-compliance with any of the provisions of the Regulations, the Sellers or the Acquirers shall not act upon the agreement for such sale as contained in the SPA.

The risk factors set forth above pertain to the Offer and are not in relation to the present or future business operations of the Target Company or 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. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for analyzing all the risks with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to “Rs.” are to the reference of Indian National Rupees (“INR”). Throughout this Letter of Offer, all figures have been expressed in “Lac” unless otherwise specifically stated. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

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ABBREVIATIONS / DEFINITIONS

The following abbreviations / definitions apply throughout this document, unless the context requires otherwise:

Term / Abbreviation	Description
Acquirers	E-Ally Consulting (India) Private Limited (“ECIPL”) and Shree Jaisal Electronics and Industries Limited (“SJEIL”)
ASE	Ahmedabad Stock Exchange Limited, Ahmedabad
BSE	Bombay Stock Exchange Limited, Mumbai
Corrigendum to PA	Corrigendum to Public Announcement of the Offer issued in newspapers on July 11, 2011 (Monday) by the Manager, on behalf of the Acquirers.
NECS	National Electronic Clearing Service
Eligible Persons	All Shareholders of Tak Machinery & Leasing Limited (registered and unregistered) who own the Shares at any time prior to the Closure of the Offer, except the Acquirers, PAC’ and the Sellers
Escrow Agents	Mr. Chetan Thakkar and Ms. Preeti Mehta (partners of M/s Kanga & Company)
Escrow Agreement	Agreement executed among (a) Acquirers, (b) Sellers and (c) Escrow Agent
FEMA	Foreign Exchange Management Act, 1999
FII	Foreign Institutional Investors

Form of Acceptance	The form of application cum acknowledgement and authority, which is enclosed with this Letter of Offer
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961
LOF / LOO	Letter of Offer
Manager / Manager to the Offer / AFSL	Aryaman Financial Services Limited, Mumbai
MICR	Magnetic Ink Character Recognition
NEFT	National Electronic Funds Transfer
NRI(s)	Non – Resident Indians
OCB(s)	Overseas Corporate Bodies
Offer	Cash offer being made by the Acquirers to the shareholders of Target Company to acquire upto 1,40,810 fully paid up equity shares
Offer Price	Rs. 234.00 (Rupees Two Hundred and Thirty Four Only) per share for each fully paid-up equity Shares payable in cash by Cheque / Demand Draft
PA / Public Announcement	Public Announcement of the Offer issued in newspapers on February 17, 2011 (Thursday) by the Manager to the Offer, on behalf of the Acquirers.
PAC (Persons Acting in Concert)	Mr. Sandeep Maloo, Mrs. Neeta Maloo, Mr. Labh Chand Maloo, Mrs. Lata Maloo, Sandeep Maloo (HUF) and Labh Chand Maloo (HUF)
RBI	Reserve Bank of India
Registrar / Registrar to the Offer	Link Intime India Private Limited
Rs. / INR	Indian Rupees, the legal currency of India
RTGS	Real Time Gross Settlement
SEBI (SAST) Regulations / The Regulations / Reg.	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 1997 and subsequent amendments thereof.
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
Sellers	Mr. Dasharath S. Mahadevia, Dasharath S. Mahadevia (HUF), Mr. Aditya D. Mahadevia, Aditya D. Mahadevia (HUF), Mr. Tushar D. Mahadevia, Tushar D. Mahadevia (HUF), Mrs. Kasturi K. Mahadevia, Kashyap D. Mahadevia (HUF), Mrs. Ranjana A. Mahadevia and Mr. Viraj T. Mahadevia
Share (s)	Fully paid up equity Share of Tak Machinery & Leasing Limited**,** having face value of Rs. 10/- each.
Share Escrow Agent	Aryaman Financial Services Limited
Share Escrow Agreement	Agreement to be executed between Acquires and Share Escrow Agent
Shareholders	Shareholders of Tak Machinery & Leasing Limited
Specified Date	March 04, 2011 (Friday)
SPA / The Agreement	Share Purchase Agreements dated February 11, 2011
Target Company / TMLL	Tak Machinery & Leasing Limited, Mumbai

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF TAK MACHINERY & LEASING LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, 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 MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER ARYAMAN FINANCIAL SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 03, 2011 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & 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 MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THE OFFER

2.1 BACKGROUND OF THE OFFER

2.1.1 This Open Offer is being made pursuant to the Regulations 10 and 12 of Chapter III and other applicable provisions in compliance with the SEBI (SAST) Regulations, 1997 and subsequent amendments thereof for substantial acquisition of Shares and control over the Target Company.

2.1.2 This Open Offer is being made by E-Ally Consulting (India) Private Limited and Shree Jaisal Electronics and Industries Limited, companies registered under the Companies Act, 1956 and having their Registered Offices at Manidhar II, D-51, Subhash Marg, C-Scheme, Jaipur – 302001 (hereinafter referred as the "Acquirers") along with Mr. Sandeep Maloo, Mrs. Neeta Maloo, Mr. Labh Chand Maloo, Mrs. Lata Maloo, Sandeep Maloo (HUF) and Labh Chand Maloo (HUF) all residing at Shree Radhey, 21-C, Baravada House, Civil Lines, Jaipur – 302006 (hereinafter referred to as the "Persons Acting in Concert / PAC") to the equity Shareholders of Tak Machinery and Leasing Limited (hereinafter referred to as the "Target Company" or "TMLL").

2.1.3 The Offer is not as a result of global acquisition resulting in indirect acquisition of Tak Machinery & Leasing Limited.

2.1.4 During the twelve months preceding the date of the Public Announcement, the Acquirers have not acquired any equity shares of TMLL. The Acquirers have not been allotted any Equity Shares in the Target Company by way of allotment in a Public or Rights or Preferential Issue during the 26-week period prior to the date of Public Announcement.

2.1.5 The Acquirers have entered into a Share Purchase Agreement dated February 11, 2011 ("SPA" or "Agreement") with Mr. Dasharath S. Mahadevia, Dasharath S. Mahadevia (HUF), Mr. Aditya D. Mahadevia, Aditya D. Mahadevia (HUF), Mr. Tushar D. Mahadevia, Tushar D. Mahadevia (HUF), Mrs. Kasturi K. Mahadevia, Kashyap D. Mahadevia (HUF), Mrs. Ranjana A. Mahadevia and Mr. Viraj T. Mahadevia; who are the existing promoters of the Target Company (hereinafter referred to as the "**Sellers**"), for the acquisition of 3,62,520 fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each representing 51.49% of the paid up equity share capital of the Target Company ("**Sale Shares**") at a price of Rs. 234/- (Rupees Two Hundred and Thirty Four Only) per equity share aggregating to Rs. 8,48,29,680/- (Rupees Eight Crores Forty Eight Lacs Twenty Nine Thousand Six Hundred Eighty Only) ("the Purchase Consideration") as detailed herein below:

Name of Acquirers	No. of Equity Shares Agreed to be Acquired	% of the Share Capital of the Target Company	Name and address of the Seller	No. of Shares Agreed to be Sold by Sellers	% of the Share Capital of the Target Company
E-Ally Consulting (I) Pvt. Ltd.	243,280	34.55	Dasharath. S. Mahadevia	67,460	9.58
			Dasharath. S. Mahadevia (HUF)	63,150	8.97
			Aditya. D. Mahadevia	49,970	7.10
			Aditya. D. Mahadevia (HUF)	11,210	1.59
			Tushar. D. Mahadevia	31,420	4.46
			Tushar. D. Mahadevia (HUF)	20,070	2.85
Shree Jaisal Electronics and Industries Ltd.	119,240	16.94	Kasturi. K. Mahadevia	42,370	6.02
			Kashyap D. Mahadevia (HUF)	34,400	4.89
			Viraj. T. Mahadevia	24,560	3.49
			Ranjana. A. Mahadevia	17,910	2.54
Total	**3,62,520**	**51.49**		**3,62,520**	**51.49**

Residential Addresses & Contact Details of the Sellers is given below:

Name of the Sellers	Address	Contact No.
Dasharath. S. Mahadevia and Dasharath. S. Mahadevia (HUF)	E-12, Sea Face Park, Bhulabhai Desai Road, Mumbai – 400 026.	022 – 2363 0904
Kasturi. K. Mahadevia and Kashyap D. Mahadevia (HUF)	81, Land Mark, 8th Floor, Carmichael Road, Mumbai – 400 026.	022 – 2352 4251
Ranjana. A. Mahadevia, Aditya. D. Mahadevia and Aditya. D. Mahadevia (HUF)	E-11, Sea Face Park, Bhulabhai Desai Road, Mumbai – 400 026.	022 – 2363 0400
Viraj. T. Mahadevia, Tushar. D. Mahadevia and Tushar. D. Mahadevia (HUF)	E-12, Sea Face Park, Bhulabhai Desai Road, Mumbai – 400 026.	022 – 2363 4024

The salient features of the SPA are:

1. In terms of the SPA, the Acquirers and the Sellers are required to enter into an Escrow Agreement ("**Escrow Agreement**") with Mr. Chetan Thakkar and Ms. Preeti Mehta (partners of M/s Kanga & Company) who shall be appointed as the escrow agents ("**Escrow Agents**") within 5 (five) business days from the execution of the SPA. In terms of the SPA and the Escrow Agreement,

   a) the Acquires are required to deposit full amount of Purchase Consideration, being Rs. 8,48,29,680/- (Rupees Eight Crores Forty Eight Lacs Twenty Nine Thousand Six Hundred Eighty Only) with the Escrow Agents; and

   b) the Sellers are required to deposit all of the Sale Shares with Escrow Agents, to be held in trust by the Escrow Agent for the respective parties.

2. Consummation of the sale and purchase of the Sale Shares is inter alia subject to the following conditions precedent:

   a. The cash & cash equivalents of the Target Company not being less than Rs. 13,65,00,000/- (Rupees Thirteen Crore Sixty Five Lacs) on the Closing Date.

b. The Sellers shall have caused the Target Company to complete the sale of the factory at A-114, TTC Industrial Area, M.I.D.C, Khairane, Navi Mumbai – 400705 in all respects and the anticipated proceeds to be received by the Target Company from the Factory Sale is Rs. 1,60,00,000/- (Rupees One Crore Sixty Lacs Only) out of which Rs. 10,00,000/- (Rupees Ten Lacs Only) have already been received by the Target Company.

c. The Sellers having caused the Target Company to surrender the office premises located at Janmabhoomi Bhavan, Janmabhoomi Marg, Fort, Mumbai-400 001 and received an amount of Rs. 2,50,00,000/- (Rupees Two Crore Fifty Lacs) in consideration for such surrender.

d. The respective representations and warranties of the Acquirers and the Sellers having been true, complete and accurate as of the date of execution of the SPA and the closing date.

3. Pending consummation of the sale and purchase of the Sale Shares, the Sellers have agreed and have agreed to cause the Target Company to undertake its business in the ordinary course and further agreed to cause the Target Company not to undertake certain fundamental actions without the written consent of the Acquirers.

4. Subject to compliance with the conditions precedent (including deposit of 100% of the Open Offer consideration in escrow in accordance with the Regulations), the closing under the SPA is to take place 2 (two) business days after the expiry of 30 (thirty) days from the date of issuance of the public notice given by the Sellers, the Acquirers and the Target Company in accordance with RBI (DNBS) Circular dated January 24, 2006 issued by Reserve Bank of India ("**Closing Date**").

5. On the Closing Date, the Escrow Agents shall:

a. transfer the Sale Shares to an escrow account that shall be opened pursuant to the Share Escrow Agreement ("**Share Escrow Agreement**") which shall be executed between the Acquirers and the Manager to the Offer i.e. Aryaman Financial Services Limited, the share escrow agent ("**Share Escrow Agent**"). The Share Escrow Agent shall hold the Sale Shares in trust for the benefit of the Acquirers until the completion of all of the Open Offer formalities.

b. transfer the Purchase Consideration to the bank accounts designated by the Sellers.

6. To the extent practicable and permissible under applicable law, both the Acquirers and Sellers shall use best endeavors to consummate the sale and purchase of the abovementioned Sale Shares on the Closing Date as a block trade as defined under the SEBI Circular No. MRD/DoP/SE/Cir-19/05 dated September 02, 2005, as may be amended from time to time, failing which the transaction shall be undertaken as an off-market transaction on a "spot delivery basis". In case of a block trade, the Sale Shares would be transferred from the buying brokers account to the Acquirers fist after which they shall be transferred to the Escrow Share Account operated by the Share Escrow Agent.

7. In addition, on the Closing Date, the Sellers are to procure a board meeting of the Target Company at which the resignation of directors nominated by the Sellers to the board shall be accepted and the board shall be reconstituted with such directors as may be nominated by the Acquirers.

8. The SPA contains a provision that, in accordance Regulation 22(16) of the Regulations, the parties have undertaken to reverse the sale and purchase of the Sale Shares in the event the Open Offer is not consummated due to any non-compliance of any provisions of the SEBI (SAST) Regulations.

2.1.6 Apart from the 3,62,520 (Three Lacs Sixty Two Thousand Five Hundred and Twenty) fully paid up equity shares which the Acquirers and PAC have agreed to acquire in terms of the SPA; the Acquirers along with the PAC do not hold any equity shares of the Target Company as on date.

2.1.7 As a result of the proposed acquisition under the SPA, the shareholding of the Acquirers along with the PAC exceeds 15% (fifteen percent) of the fully paid up Equity Share Capital of the Target

Company resulting in triggering of the Regulations and hence this Open Offer is being made pursuant to and in terms of the Regulations.

2.1.8 The present offer is being made to all the existing shareholders (i.e. shareholders other than the Acquirers, PAC and Sellers) of the Target Company to acquire upto 1,40,810 (One Lac Forty Thousand Eight Hundred and Ten) representing 20% (twenty percent) of the equity share capital of the Target Company at a price of Rs. 234/- (Rupees Two Hundred and Thirty Four Only) per share ("Offer Price") payable in cash subject to the terms and conditions mentioned in the PA and in this Letter of Offer.

2.1.9 The Offer is not conditional to any minimum level of the acceptance. The Acquirers will acquire all the equity shares of Tak Machinery & Leasing Limited upto 1,40,810 that are tendered in valid form in accordance with the terms and conditions set out here in this Letter of Offer.

2.1.10 The Acquirers, PAC's, the Target Company and the Sellers have not been prohibited by SEBI from dealing in securities in terms of the direction issued under section - 11B of SEBI Act or under any of the Regulation made under the SEBI Act.

2.1.11 As on date of Public Announcement, the Manager to the Offer was not holding any equity share of the Target Company. However, currently the Manager to the Offer is holding 3,62,520 Equity Shares of the Target Company on behalf of the Acquirers in term of Share Escrow Agreement as the Share Escrow Agent. The Manager to the Offer will hold these Equity Shares in trust, for the benefit of the Acquirers until the completion of all of the Open Offer formalities. The Share Escrow Agent shall transfer these Equity Shares held in Escrow Demat Account to the Acquirers Demat Account, within 2 working days from the last date of communicating the rejection / acceptance and payment of consideration for the shares acquired in the Open Offer.

2.2 DETAILS OF THE PROPOSED OFFER

2.2.1. The Public Announcement (PA) was made by the Acquirers on February 17, 2011 (Thursday) and Corrigendum to Public Announcement on July 11, 2011 (Monday) as per Regulation 15(1) of the SEBI (SAST) Regulations in the following newspapers:

The Financial Express (National English Daily)	All Editions
Jansatta (National Hindi Daily)	All Editions
Mumbai Lakshadweep (Marathi Daily)	Mumbai Edition

The Public Announcement and Corrigendum to Public Announcement is also available on the SEBI's website: www.sebi.gov.in

2.2.2. The Offer to the equity Shareholders of Tak Machinery & Leasing Limited is to acquire further 1,40,810 fully paid up equity shares representing 20% of equity share capital of Tak Machinery & Leasing Limited at a price of Rs. 234.00/- (Rupees Two Hundred and Thirty Four Only) per Share ("Offer Price"). The payment to the Shareholders whose Shares are accepted shall be in cash.

2.2.3. All the equity shares of the Target Company are fully paid up and there are no partly paid up equity shares in the Target Company.

2.2.4. The Acquirers have not entered into any separate non-compete agreement with the Sellers.

2.2.5. The Offer is not subject to any minimum level of acceptance; hence it is not a conditional Offer. The Acquirers will acquire all the fully paid up equity shares of Tak Machinery & Leasing Limited that are validly tendered and accepted in terms of this Offer upto 1,40,810 fully paid equity shares representing 20% of the equity share capital of the Target Company.

2.2.6. All Shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.

2.2.7. The Acquirers have not acquired any Shares of the Target Company after the date of PA till the date of this Letter of Offer.

2.2.8. Competitive Bid: There is no competitive bid in this Offer.

2.3 OBJECT OF THE ACQUISITION / OFFER

2.3.1. This Open Offer has been made pursuant to Regulations 10 and 12 and other provisions of Chapter III and in compliance with the Regulations.

2.3.2. The prime object of the Open Offer is to acquire substantial acquisition of shares / voting rights of the Target Company thereby obtaining management control of the Target Company. After acquiring the Target Company, the Acquirers will use the corpus available from the asset sales and other assets of the Company for venturing into the investment and finance business.

2.3.3. Except for the sale of factory at Navi Mumbai, which is already consummated and a sum of Rs. 1,60,00,000/- (Rupees One Crore Sixty Lacs Only) have already been received by the Target Company, the Acquirers do not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and / or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies.

2.3.4. Other than in the ordinary course of business, the Acquirers undertake that they will not sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company and in accordance with and subject to the applicable laws, permissions and consents, if any.

3. BACKGROUND OF THE ACQUIRERS

3.1 E-ALLY CONSULTING (INDIA) PRIVATE LIMITED (“ECIPL”)

3.1.1 The Registered Office of the ECIPL is situated at Manidhar II, D-51, Subhash Marg, C-Scheme, Jaipur – 302001. Tel. No.: 0141 - 2366094; Fax No.: 0141 - 2365792.

3.1.2 ECIPL was incorporated as “E-Ally Consulting (India) Private Limited” on January 25, 2006 under the Companies Act, 1956 as a private limited company. The Corporate Identity No. is U74140RJ2006PTC021965. The main object of ECIPL is to carry on the business of providing consultative and technical services relating to non-fund based management, commercial and marketing services. Mrs. Neeta Maloo and Mr. Labh Chand Maloo are the Principal Promoters of the company.

3.1.3 ECIPL being an unlisted Private Limited Company, its shares is not listed or traded on any Stock Exchange. ECIPL has not promoted any company.

3.1.4 The Authorized share capital of ECIPL is Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lacs Only), consisting of 25,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each while the issued & paid-up share capital of ECIPL Rs. 1,47,70,000/- (Rupees One Crore Forty Seven Lacs Seventy Thousand Only), consisting of 14,77,000 (Fourteen Lac Seventy Seven Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each. The shareholding pattern of ECIPL is as under:

Sr. No.	Shareholder's Category	No. of Shares	% of Total Capital
1	Promoters	7,10,000	48.07
2	FII/ Mutual-Funds/ FIs/ Banks	-	-
3	Others	7,67,000	51.93
	Total Paid Up Capital	**14,77,000**	**100.00**

3.1.5 Details of Board of Directors of ECIPL as on date of Public Announcement:

Sr. No.	Name, Address & DIN of Directors	Qualification	Experience	Date of Appointment
1	**Mrs. Neeta Maloo** 21-C, Baravada House, Civil Lines, Jaipur – 302 006 DIN No.: 01160790	MBA	Over 10 years of experience in financial and technical consultancy.	18-Apr-08
2	**Mr. Kamal Kishore Sharma** N 3/5, Sector 6, Vidhadhar Nagar, Jaipur – 302 012. DIN No.: 00668847	B.Sc. (Maths), Oracle DBA	Over 10 years of experience in database designing and solution modeling.	24-Nov-07
3	**Mr. Yogendra Singh Rathore** N 3/5, Jiwan Chaya, Sector 6, LIC Qtr, Vidhadhar Nagar, Jaipur - 302 012. DIN No.: 00668893	B.Sc.	Over 10 years of experience in the area of Supply Chain Management & its data support.	24-Nov-07

As on the date of Public Announcement, none of the above Directors were on the Board of Target Company. However Mrs. Neeta Maloo was appointed as Chairman & Managing Director of the Target Company w.e.f March 22, 2011. She undertakes that she will recuse herself and will not participate in any matter(s) concerning or 'relating' to the offer including any preparatory steps leading to the offer as per Regulations 22(9).

3.1.6 Brief Audited Financial Details of ECIPL. (Rs. In Lacs)

Profit & Loss Account as on	31-Jan-11	31-Mar-10	31-Mar-09	31-Mar-08
Income from Operations	152.47	149.29	95.83	3.80
Increase / Decrease in stock	-	(36.10)	36.10	-
Other Income	-	-	-	-
Total Income	152.47	113.19	131.93	3.80
Total Expenditure	79.17	78.61	97.21	2.98
PBDIT	73.30	34.57	34.73	0.82
Depreciation	26.85	13.49	15.71	0.53
Interest	0.26	0.96	0.45	0.02
Profit/(Loss) Before Tax	46.19	20.13	18.57	0.26
Provision for Tax	-	7.57	2.50	-
Profit/(Loss) After Tax	**46.19**	**12.56**	**16.07**	**0.26**

Balance Sheet as on	31-Jan-11	31-Mar-10	31-Mar-09	31-Mar-08
Sources of Funds				
Capital Account	147.70	1.00	1.00	1.00
Reserves and Surplus (Excluding Revaluation Reserve)	648.65	27.02	13.54	(3.84)
Net worth	796.35	28.02	14.54	(2.84)
Share Application Money	-	41.70	53.95	16.00
Secured Loans	0.39	4.24	1.79	-
Unsecured Loans	401.70	91.60	26.60	22.00
Total	**1,198.44**	**165.56**	**96.88**	**35.16**

Uses of Funds				
Net Fixed Assets	80.16	105.28	48.36	17.28
Investments	1001.43	10.87	-	-
Current Assets Loan and Advances	133.78	137.77	95.76	18.64
Current Liabilities	16.93	88.36	47.24	0.76
Net Current Assets	116.85	49.41	48.52	17.88
Total	**1,198.44**	**165.56**	**96.88**	**35.16**

Other Financial Data	31-Jan-11	31-Mar-10	31-Mar-09	31-Mar-08
Dividend (%)	NA	NA	NA	NA
Earnings Per Share (Rs.)	3.13	125.60	160.70	2.62
Return on Net worth (%)	5.80%	44.83%	110.52%	(9.15%)
Book Value Per Share (Rs.)	53.92	280.20	145.40	(28.40)

3.1.7 Significant Accounting Policies adopted by ECIPL:

Basis of Preparation: The Company adopts the accrual concept in preparation of the accounts.

Fixed Assets and Depreciation: The fixed assets are recorded at cost less accumulated depreciation. The company capitalized all direct costs relating to the acquisition and installation of fixed assets. Depreciation is charged on fixed assets on Written Down Value Method.

3.2 SHREE JAISAL ELECTRONICS AND INDUSTRIES LIMITED ("SJEIL")

3.2.1 The Registered Office of the SJEIL is situated at Manidhar II, D-51, Subhash Marg, C-Scheme, Jaipur – 302001. Tel. No.: 0141 - 2366094; Fax No.: 0141 - 2365792.

3.2.2 SJEIL was incorporated as "Shree Jaisal Chemicals Limited" on September 07, 1981 under the Companies Act, 1956 as a public limited company. The name of the Company was subsequently changed to "Shree Jaisal Electronics and Industries Limited", and a fresh certificate of incorporation was granted by the Registrar of Companies, Jaipur on March 05, 1986. The Corporate Identity No. is U24114RJ1981PLC002297. The main object of SJEIL is to carry on the business of petroleum products, running petrol pumps and other related activities and to provide various financial services. Mrs. Neeta Maloo is the Principal Promoter of the company.

3.2.3 SJEIL being an unlisted Public Limited Company, its shares is not listed or traded on any Stock Exchange. SJEIL has not promoted any company.

3.2.4 The Authorized share capital of SJEIL is Rs. 50,00,000/- (Rupees Fifty Lacs Only), consisting of 5,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each while the Issued & paid-up share capital of SJEIL Rs. 49,16,000/- (Rupees Forty Nine Lacs Sixteen Thousand Only), consisting of 4,91,600 (Four Lacs Ninety One Thousand Six Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each. The shareholding pattern of SJEIL is as under:

Sr. No.	Shareholder's Category	No. of Shares	% of Total Capital
1	Promoters	4,60,200	93.61
2	FII/ Mutual-Funds/ FIs/ Banks	-	-
3	Others	31,400	6.39
	Total Paid Up Capital	**4,91,600**	**100.00**

3.2.5 Details of Board of Directors of SJEIL as on date of Public Announcement:

Sr. No.	Name, Address & DIN of Directors	Qualification	Experience	Date of Appointment
1	**Mrs. Neeta Maloo** 21-C, Baravada House, Civil Lines, Jaipur – 302 006 DIN No.: 01160790	MBA	Over 10 years of experience in financial and technical consultancy.	12-Jan-04
2	**Mr. Ram Krishna Kabra** D-51, Subhash Marg, C-Scheme, Jaipur- 302001. DIN No.: 00212089	B.Com, MBA	Over 15 years experience in the business of petroleum products and jewellery.	09-Apr-05
3	**Mr. Santosh Kumar Sharma** D-51, Subhash Marg, C-Scheme, Jaipur- 302001. DIN No.: 01166837	B.A.	Over 10 years experience in the business of petroleum products.	12-Jan-04
4	**Mr. Akhilesh Bhatra** D-51, Subhash Marg, C-Scheme, Jaipur- 302001. DIN No.: 01167282	B.Com	Over 20 years experience in business of asset finance and real estate.	16-Apr-05
5	**Mr. Ravi Prakash Sharma** 246, Brahman Mohalla, Padasoli Tehsil – Mojamabad, Jaipur – 302019. DIN No.: 02083867	M.Com	Over 5 years experience in the business of petrol pump operations	01-Apr-08

As on the date of Public Announcement, none of the above Directors were on the Board of Target Company. However Mrs. Neeta Maloo was appointed as Chairman & Managing Director of the Target Company w.e.f March 22, 2011. She undertakes that she will recuse herself and will not participate in any matter(s) concerning or 'relating' to the offer including any preparatory steps leading to the offer as per Regulations 22(9).

3.2.6 Brief Audited Financial Details of SJEIL. (Rs. In Lacs)

Profit & Loss Account as on	**30-Dec-10**	**31-Mar-10**	**31-Mar-09**	**31-Mar-08**
Income from Operations	713.98	723.94	810.85	892.91
Increase / Decrease in Stock	15.60	(5.14)	13.27	(48.05)
Other Income	78.01	20.12	9.89	12.91
Total Income	807.59	738.92	834.01	857.77
Total Expenditure	738.38	730.42	839.72	847.17
PBDIT	69.23	8.50	(5.71)	10.60
Depreciation	1.52	2.61	2.85	1.15
Interest	5.67	9.95	10.13	4.30
Profit/(Loss) Before Tax	62.04	(4.06)	(18.69)	5.15
Provision for Tax	0.00	0.00	0.06	0.52
Profit/(Loss) After Tax	**62.04**	**(4.07)**	**(18.75)**	**4.63**

Balance Sheet as on	**30-Dec-10**	**31-Mar-10**	**31-Mar-09**	**31-Mar-08**
Sources of Funds				
Capital Account	49.16	49.16	49.16	49.16
Reserves and Surplus (Excluding Revaluation Reserve)	190.73	128.68	132.76	151.52

Net worth	239.89	177.84	181.92	200.68
Secured Loans	105.15	65.90	64.07	19.57
Unsecured Loans	431.97	56.87	11.51	2.20
Total	**777.01**	**300.61**	**257.50**	**222.45**
Uses of Funds				
Net Fixed Assets	28.08	16.64	14.98	17.75
Investments	394.31	86.88	46.83	5.00
Current Assets Loan and Advances	376.63	213.41	235.25	209.56
Current Liabilities	22.01	16.32	39.57	9.86
Net Current Assets	354.62	197.09	195.69	199.70
Total	**777.01**	**300.61**	**257.50**	**222.45**

Other Financial Data	30-Dec-10	31-Mar-10	31-Mar-09	31-Mar-08
Dividend (%)	NA	NA	NA	NA
Earnings Per Share (Rs.)	12.62	(0.83)	(3.81)	0.94
Return on Net worth (%)	25.85%	(2.29%)	(10.31%)	2.31%
Book Value Per Share (Rs.)	48.80	36.18	37.01	40.82

3.2.7 Significant Accounting Policies adopted by SJEIL:

Basis of Preparation: The Company adopts the accrual concept in preparation of the accounts.

Fixed Assets and Depreciation: Fixed Assets are recorded at cost less accumulated depreciation. The company capitalizes all direct costs relating to the acquisition and installation of fixed assets. Depreciation is charged on fixed assets on Written Down Value Method.

3.3 INFORMATION ABOUT THE PERSONS ACTING IN CONCERT – PAC

3.3.1 Mr. Sandeep Maloo

Mr. Sandeep Maloo, Chartered Accountant, son of Mr. Labh Chand Maloo, aged about 36 years resides at 21-C, Baravada House, Civil Lines, Jaipur – 302 006. Tel. No. 0141 – 322 4015. He is a senior partner in M/s S. C. Kabra & Co. Chartered Accountants and having 9 years experience in the field of accounting, taxation, finance & capital markets. He acts as a Director in E-Ally Insurance Broker Private Limited and Bansiwala Real Estates Private Limited. He was also appointed on the Board of Directors of the Target Company w.e.f March 22, 2011.

The net worth of Mr. Sandeep Maloo as on December 31, 2010 is Rs. 16.44 Lacs (Rupees Sixteen Lacs and Forty Four Thousand Only) as certified vide certificate dated February 10, 2011 by S. Nahta & Co., Chartered Accountants (Membership No. 408571), having its office at 32, Hathi Babu Ka Bagh, Kanti Nagar, Jaipur – 302 001. Phone: 09460313411.

3.3.2 Mrs. Neeta Maloo

Mrs. Neeta Maloo, MBA, wife of Mr. Sandeep Maloo, aged about 35 years resides at 21-C, Baravada House, Civil Lines, Jaipur – 302 006. Tel. No. 0141 – 322 4015. She acts as a Director in E-Ally Consulting (India) Private Limited, Shree Jaisal Electronics and Industries Limited, Ecotech Informatics Private Limited, Ekadanta Builders Private Limited, General Auto Dealers Private Limited, E-ally Equities (India) Private Limited (formerly known as Aagman Builders And Developers Private Limited), E-ally Commodities (India) Private Limited (formerly known as Chittesh Multitrade Private Limited), E-ally Securities (India) Private Limited (formerly known as Khulja Shreem Multitrade Private Limited) and E-ally Research (India) Private Limited formerly known as Malam Mall Tradewell Private Limited). She was also appointed on the Board of Directors of the Target Company w.e.f March 22, 2011.

The net worth of Mrs. Neeta Maloo as on December 31, 2010 is Rs. 21.09 Lacs (Rupees Twenty One Lacs and Nine Thousand Only) as certified vide certificate dated February 10, 2011 by S. Nahta & Co., Chartered Accountants (Membership No. 408571), having its office at 32, Hathi Babu Ka Bagh, Kanti Nagar, Jaipur – 302 001. Phone: 09460313411.

3.3.3 Mr. Labh Chand Maloo

Mr. Labh Chand Maloo, B.A. & LLB, son of Mr. Lal Chand Maloo, aged about 65 years resides at 21-C, Baravada House, Civil Lines, Jaipur – 302 006. Tel. No. 0141 – 322 4015. He has more than 30 years of experience in banking sector and currently he is actively involved in capital market. He acts as a Director in Sumpragatti Enterprises Private Limited and Bansiwala Real Estates Private Limited. He was also appointed on the Board of Directors of the Target Company w.e.f March 22, 2011.

The net worth of Mr. Labh Chand Maloo as on December 31, 2010 is Rs. 49.73 Lacs (Rupees Forty Nine Lacs and Seventy Three Thousand Only) as certified vide certificate dated February 10, 2011 by S. Nahta & Co., Chartered Accountants (Membership No. 408571), having its office at 32, Hathi Babu Ka Bagh, Kanti Nagar, Jaipur – 302 001. Phone: 09460313411.

3.3.4 Mrs. Lata Maloo

Mrs. Lata Maloo, wife of Mr. Labh Chand Maloo, aged about 62 years resides at 21-C, Baravada House, Civil Lines, Jaipur – 302 006. Tel. No. 0141 – 322 4015. She is a housewife but actively involved in capital market. She is not a Director / Chairman in any private or public limited company.

The net worth of Mrs. Lata Maloo as on December 31, 2010 is Rs. 14.32 Lacs (Rupees Fourteen Lacs and Thirty Two Thousand Only) as certified vide certificate dated February 10, 2011 by S. Nahta & Co., Chartered Accountants (Membership No. 408571), having its office at 32, Hathi Babu Ka Bagh, Kanti Nagar, Jaipur – 302 001. Phone: 09460313411.

3.3.5 Sandeep Maloo (HUF)

Sandeep Maloo (HUF) is an entity whose karta is Mr. Sandeep Maloo and its address is 21-C, Baravada House, Civil Lines, Jaipur – 302 006. Tel. No. 0141 – 322 4015. The net worth of Sandeep Maloo (HUF) as on December 31, 2010 is Rs. 7.23 Lacs (Rupees Seven Lacs and Twenty Three Thousand Only) as certified vide certificate dated February 10, 2011 by S. Nahta & Co., Chartered Accountants (Membership No. 408571), having its office at 32, Hathi Babu Ka Bagh, Kanti Nagar, Jaipur – 302 001. Phone: 09460313411.

3.3.6 Labh Chand Maloo (HUF)

Labh Chand Maloo (HUF) is an entity whose karta is Mr. Labh Chand Maloo and its address is 21-C, Baravada House, Civil Lines, Jaipur – 302 006. Tel. No. 0141 – 322 4015. The net worth of Labh Chand Maloo (HUF) as on December 31, 2010 is Rs. 12.63 Lacs (Rupees Twelve Lacs and Sixty Three Thousand Only) as certified vide certificate dated February 10, 2011 by S. Nahta & Co., Chartered Accountants (Membership No. 408571), having its office at 32, Hathi Babu Ka Bagh, Kanti Nagar, Jaipur – 302 001. Phone: 09460313411.

3.4 OTHER INFORMATION ABOUT THE ACQUIRERS & THE PAC

3.4.1 The Acquirers and PAC have not been prohibited by SEBI from dealing in securities, in terms of direction issued under section 11B of SEBI Act or under any other Regulation made under the SEBI Act.

3.4.2 There is no agreement among the Acquirers and PAC as regard to the Open Offer.

3.4.3 There have been no merger / de-merger, spin-off in the Acquirers during the past three years.

3.4.4 The Acquirers have not promoted any company(s) / firm(s) since its inception.

3.4.5 There are no litigations pending against the Acquirers.

3.4.6 The Acquirers do not have any intention to de-list the Target Company in the succeeding two years after the instant offer.

3.4.7 The Acquirers are not registered as an intermediary with SEBI.

3.5 DISCLOSURE IN TERMS OF REGULATION 16 (IX) OF THE REGULATIONS

3.5.1 Except for the sale of factory at Navi Mumbai, which is already consummated and a sum of Rs. 1,60,00,000/- (Rupees One Crore Sixty Lacs Only) have already been received by the Target Company, the Acquirers do not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and / or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies.

3.5.2 Other than in the ordinary course of business, the Acquirers undertake that they will not sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company and in accordance with and subject to the applicable laws, permissions and consents, if any.

3.6 FUTURE PLANS OF THE ACQUIRERS WITH REGARD TO THE TARGET COMPANY

Acquirers visualize that after acquiring substantial shares and taking over control of TMLL, they will take this proposed acquisition as strategic alignment in expanding its business activities. The Acquirers plan to diversify the business of the company and expand operations with a view to enhancing share holder wealth.

4. OPTION IN TERMS OF REGULATION 21(2) OF THE REGULATIONS

The acquisition of 20% of the subscribed and paid-up capital of the Target Company by the Acquirers under the Open Offer together with the acquisition of equity shares from the Sellers will not result in public shareholding falling below the level required for continued Listing. Assuming full acceptance under this Open Offer, the post offer holding of the public shall be 28.51% of the issued and paid up capital of the Target Company.

5. BACKGROUND OF TAK MACHINERY & LEASING LIMITED (TARGET COMPANY)

5.1 Registered Office

The Registered & Corporate Office of Tak Machinery & Leasing Limited was shifted from Janmabhoomi Bhavan, Janmabhoomi Marg, Fort, Mumbai – 400 001 to 308, Maker Bhavan No. III, 21, New Marine Lines, Above Balwas Restaurant, Mumbai – 400 020 with effect from March 04, 2011. Tel. No.: 022 – 2205 4105; Fax No.: 022 – 2205 4106.

5.2 Brief History and Main Areas of Operations

TMLL was incorporated on December 29, 1961 as “Tak Machinery Limited”. The name of the Company was changed to “Tak Machinery and Leasing Limited” and a fresh certificate of incorporation was issued on December 18, 1985. The Corporate Identity No. is L27200MH1960PLC011794.

The Company was incorporated with the main objective to carry on the business of manufacturers of and dealers in, machinery, plant and engineering goods of every description and kind and in particular cranes, conveyors, hoists, hand tools, trailers, forgings, castings, machine tools and implements, and to manufacture, produce repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, export, let out on hire, trade, and deal in cranes, conveyers, hoists, hand tools, trailers, forgings, castings, machine tools and implements, other machinery, plant, accessories, fittings, engineering goods and things in any stage or degree of manufacture, process or refinement. The existing and proposed activities are in the object and ancillary clause of Memorandum and Articles of Association of the Target Company.

The Company was granted certificate of registration to carry on the business of Non-Banking Financial Institution by Reserve Bank of India, vide certificate no. 13.00329 dated March 11, 1998.

As on the date of the PA, the Target Company owns a manufacturing facility at A-114, TTC Industrial Area, M.I.D.C, Khairane, Navi Mumbai - 400705. However, due to unfavorable economic reasons, the Target Company has discontinued the manufacturing activities from the said factory since October 12, 2010. The services of the workmen and employees have been terminated after paying all their dues. Since, the Target Company does not propose to start the manufacturing activities again at the said factory and it would be a costly affair to maintain the assets without carrying out regular manufacturing activities, the Company had disposed off the entire unit, i.e. land, building and plant and machinery. The Target Company had sent a postal ballot notice dated December 30, 2010 to the shareholders pursuant to Section 192A of the Companies Act, 1956 for approving the said sale of factory unit. As per the scrutinizer's report dated February 17, 2011, 99.79% of the votes were in favour of the resolution.

5.3 Share Capital Structure of Tak Machinery & Leasing Limited

Paid-up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Share / Voting Rights
Fully Paid-up Equity Shares	7,04,050	100.00
Partly Paid-up Equity Shares	-	-
Total Paid-up Equity Shares	7,04,050	100.00
Total Voting Rights in Target Company	**7,04,050**	**100.00**

The Authorized Share Capital of the Company is Rs. 2,00,00,000 (Rupees Two Crores Only) divided into 20,00,000 (Twenty Lac) equity shares of Rs.10/- (Rupees Ten Only) each. The issued share capital of the Target Company is Rs. 70,91,000/- (Rupees Seventy Lacs Ninety One Thousand Only) divided into 7,09,100 Equity Shares of Rs. 10/- (Rupees Ten Only) each. As on date, subscribed and paid-up capital of the Target Company is Rs. 70,50,925 (Rupees Seventy Lacs Fifty Thousand Nine Hundred and Twenty Five Only) representing 7,04,050 (Seven Lacs Four Thousand and Fifty Only) fully paid up equity shares of Rs. 10/- each and Rs. 10,425/- (Rupees Ten Thousand Four Hundred and Twenty Five) as forfeited share application money (forfeited due to non-payment of call money).

There are no partly paid up shares in the Target Company. There are no outstanding convertible instruments (debentures/warrants/FCDs/PCDs) etc. into equity shares on any later date. None of the equity shares of the Target Company are under lock-in.

5.4 Details of Share Capital history of TMLL are as follows:

Date of Allotment	No. and % of Shares Issued		Cumulative Paid-up Capital (Rs.)	Mode of Allotment	Identity of Allottees (Promoters / Others)	Status of Compliance
	No. of Shares	% of Shares				
1962-63 *	50,490	71.71%	50,59,425**	Cash	Post Public Issue Shareholding	N.A.
1990-91*	19,915	28.29%	70,50,925	Cash	Rights Issue shares allotted to Promoters and Public	N.A.
Total	**70,405**	**100.00**	**70,50,925**			

** Exact Date of allotment and related information is not available with the Company.*

*** Rs. 10,425/- (Rupees Ten Thousand Four Hundred and Twenty Five) was received as call money for partly paid-up shares in the Public Issue, but was not allotted fully paid up shares due to non-payment of further calls and hence the forfeited amount stands as paid up capital, but does not reflect in the outstanding number of fully paid up equity shares of the company.*

**** During the financial year 1994-95, the face value of equity share reduced from Rs. 100/- (Rupees Hundred Only) each to Rs. 10/- (Rupees Ten Only) each. Hence the total number of Equity Shares outstanding as on date is 7,04,050* (Seven Lacs Four Thousand and Fifty Only).

5.5 TMLL is listed on Bombay Stock Exchange Limited ("BSE") and Ahmedabad Stock Exchange ("ASE"). TMLL is in compliance with the listing requirements of BSE and ASE and has been complying with the relevant listing requirements. The equity shares of TMLL are currently traded in physical and demat mode and the market lot of the shares is 50 for physical and 1 for demat mode. The scrip code of TMLL shares at BSE is 505850. All the issued and subscribed equity shares of TMLL have been listed and permitted for trading on BSE.

5.6 There is no outstanding instrument in the nature of warrants / fully convertible debentures / partly convertible debentures, etc. convertible into equity shares on any later date. There are no partly paid up shares in the Target Company. None of the equity shares of the Target Company are under lock-in.

5.7 The Promoters of TMLL have complied with the applicable provisions of Chapter II of the SEBI (SAST) Regulations. However there were delays in compliances Regulations 8(1) and 8(2) for the years 1998 to 2010 except for the year 2004, which was filed on time. The Target Company has complied with the applicable provisions of Chapter II of SEBI (SAST) Regulations. However, there were delays in compliance with Regulations 6(2) and 6(4) for the year 1997 and Regulation 8(3) for the years 1998 to 2010 except for the year 2004, which was filed on time,

SEBI may initiate suitable action against the Target Company and its promoters for the delay in the compliances with the chapter II of the Regulations.

5.8 Details of Directors of Tak Machinery & Leasing Limited

As on the date of PA, the Board of Directors of TMLL comprises 6 members as given below:

Sr. No.	Name, Residential Address & DIN of Directors	Desig-nation	Qualifi-cation	Experience	Date of Appointment
1	Dr. D.S. Mahadevia E-12, Sea Face Park, Bhulabhai Desai Road, Mumbai – 400026 DIN No.: 00364670	Chairman	M.com. PhD.	Founder Promoter of TMLL and has over 50 years experience on the Infrastructure Equipment Industry.	29/12/1961
2	Mr. A.D. Mahadevia, E-11,Sea Face Park Bhulabhai Desai Road, Mumbai – 400026 DIN No.: 00364739	Vice Chairman & Managing Director	B. Com & M.M.S. (Finance)	Experience of over 30 years in various industries such as Infrastructure Equipments, Textiles & Finance.	29/12/1961
3	Mr. T.D. Mahadevia, E-12,Sea Face Park Bhulabhai Desai Road, Mumbai – 400026 DIN No.: 00365045	Managing Director	B.Com.	Experience of over 25 years in the business of Material Handling Equipment, EOT Cranes and Electric Hoists.	01/07/1989
4	Mr. Chetan J. Parikh 14/15, IL Plazzo, Little Gibbs Road, Malabar Hill, Mumbai – 400006 DIN No.: 00054256	Director	MBA In Finance & BSC in Statistics & Economics	In Business for over 30 years and has been associated with various Investment Publications and Financial Education Institutions.	29/07/2002
5	Mr. Kishore J. Tanna, Dun Keld Building 8, J. Mehta Road, Mumbai – 400006 DIN No.: 00243516	Director	B.Com.	Over 25 years of experience in businesses as Real Estate, Finance, Exports etc.	29/07/2002
6	Mr. Janak G. Nanavaty, Gunjan, Near Manekbaug Hall, Polytechnic, Ambawadi, Ahmedabad, Gujarat-380015 DIN No.: 00472925	Director	MBA	Over 25 years of experience in Textiles, and Engineering Businesses.	27/01/2010

None of the above Directors are the representatives of the Acquirers.

However, as defined in the terms of the SPA dated February 11, 2011 signed between the Acquirers and the Selling promoters, on the Closing Date, the Sellers are to procure a board meeting of the Target Company at which the resignation of directors nominated by the Sellers to the board shall be accepted and the board shall be reconstituted with such directors as may be nominated by the Acquirers.

The composition of Board of Directors of the Target Company has been changed with effect from March 22, 2011. Now the Board of Directors of the Target Company consists of Mr. Atul Jain, Mr. Deepak Arora, Mr. Labh Chand Maloo, Mr. Sandeep Maloo, Mrs. Neeta Maloo and Mr. Sunil Ramachandran Nair. The above changes in composition of Board of Directors of the Target Company are in compliance with the provisions of Regulation 22(7) of SEBI (SAST) Regulations.

Brief profile of current Board of Directors of the Target Company is given below:

Sr. No.	Name, Residential Address & DIN of Directors	Designation	Qualification	Experience	Date of Appointment
1	Mr. Sandeep Maloo 21-C, Barwara House, Civil Lines, Jaipur – 302006. DIN No.: 01145616	Director	Chartered Accountant	Experience of over 9 years in the field of Taxation, Finance & Capital Markets.	22/03/2011
2	Mrs. Neeta Maloo 21-C, Barwara House, Civil Lines, Jaipur – 302006. DIN No.: 01160790	Chairman & Managing Director	MBA	Experience of over 10 years in the field of Finance & Administration.	22/03/2011
3	Mr. Labh Chand Maloo 21-C, Barwara House, Civil Lines, Jaipur – 302006. DIN No.: 00893889	Director	B.A. & LLB	Experience of over 30 years in banking sector and currently involved in capital market.	22/03/2011
4	Mr. Deepak Arora 6, CHA-31, Jawaharnagar, Jaipur – 302004. DIN No.: 00103920	Director	Company Secretary	Experience of over 11 years in Secretarial & Legal matters.	22/03/2011
5	Mr. Atul Jain 607, Gayatri, Off J.P.Road, Versova, Andheri (E), Mumbai –400053. DIN No.: 00096052	Director	B.Com. (Hon) & FCA	Experience of over 25 years in the field of Auditing, Taxation, Finance & Capital Markets.	22/03/2011
6	Mr. Sunil Nair Flat No.12, Carnation CHS, Plot No. 4, Kadeshwari Mandir Marg, Bandra (W), Mumbai – 400050. DIN No.: 01607923	Director	Bachelor of Arts & Economics, Master in HRDM	Experience of over 14 years in National / International Capital & Derivatives Market.	22/03/2011

Mr. Sandeep Maloo, Mrs. Neeta Maloo and Mr. Labh Chand Maloo are Persons Action in Concert with the Acquirers. They undertake that they will recuse themselves and will not participate in any matter(s) concerning or 'relating' to the offer including any preparatory steps leading to the offer as per Regulations 22(9). Mr. Deepak Arora, Mr. Atul Jain and Mr. Sunil Nair are professional in nature and are not representing the Acquirers.

5.9 There has not been any merger / demerger or spin-off in TMLL during the past 3 years.

5.10 Brief Financial Details of Target Company **(Rs. In Lacs)**

Profit & Loss Account as on	31-Mar-11 (Un-audited)*	31-Mar-10 (Audited)	31-Mar-09 (Audited)	31-Mar-08 (Audited)
Income from Operations	150.53	173.99	369.90	186.39
Other Income (Including Extra-ordinary Income)	646.08	72.00	475.34	93.97
Total Income	796.61	245.99	845.24	280.36
Total Expenditure	222.85	174.54	448.27	205.16

PBDIT	573.76	71.45	396.97	75.20
Depreciation	10.00	11.24	9.83	12.31
Interest	0.05	0.36	0.11	0.10
Profit/(Loss) Before Tax	563.71	59.85	387.03	62.79
Provision for Tax	107.00	8.94	41.95	6.90
Deferred Tax Liability	10.96	1.03	8.68	3.68
Profit/(Loss) After Tax	**445.75**	**49.88**	**336.40**	**52.21**

Balance Sheet as on	31-Mar-11 (Un-audited)*	31-Mar-10 (Audited)	31-Mar-09 (Audited)	31-Mar-08 (Audited)
Sources of Funds				
Capital Account	70.51	70.51	70.51	70.51
Reserves and Surplus	1,295.98	850.23	816.81	513.36
Net Worth	1,366.49	920.74	887.32	583.87
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Total	**1,366.49**	**920.74**	**887.32**	**583.87**
Uses of Funds				
Net Fixed Assets	0.06	74.80	68.16	72.83
Investments	1,106.00	269.08	292.39	339.40
Current Assets Loan and Advances	308.07	634.83	657.47	243.90
Current Liabilities	47.64	68.93	142.69	92.93
Net Current Assets	260.43	565.90	514.78	150.97
Deferred Tax Assets	-	10.96	11.99	20.67
Total	**1,366.49**	**920.74**	**887.32**	**583.87**

Other Financial Data	31-Mar-11 (Un-audited)*	31-Mar-10 (Audited)	31-Mar-09 (Audited)	31-Mar-08 (Audited)
Dividend (%)	-	20	40	20
Earnings Per Share (Rs.)	63.31	7.08	47.78	7.42
Return on Net worth (%)	32.62	5.42	37.91	8.94
Book Value Per Share (Rs.)	194.09	130.78	126.03	82.93

* Un-audited but certified by the Auditor of the Company.

Reasons for fall / rise in the total income and PAT in the relevant year:

Financial Year 2010-11 to 2009-10: During 2010-11, an extra-ordinary income of Rs. 376.47 Lacs was generated by surrender of Tenancy Rights' and sale of Factory Land & Building. Besides above, an amount of Rs. 171.84 Lacs was also generated by sale of entire equity holding as investment comparing to only profit of Rs. 3.78 Lacs on sale of equity investment in 2009-10.

Financial Year 2009-10 to 2008-09: During 2009-10, profit on sale of equity investment was generated at Rs. 3.78 Lacs while the said profit was Rs. 334.71 Lacs by sale of entire equity investment in the Company during 2008-09.

Financial Year 2008-09 to 2007-08: During 2008-09, by liquidating entire equity investment in the Company, Profit of Rs. 334.71 Lacs was generated as against said profit of Rs. 50.91 Lacs during 2007-08.

5.11 Significant Accounting Policies adopted by the Target Company:

Basis of Preparation of Financial Statements: The Financial Statements are prepared in accordance with the Generally Accepted Accounting Principles of India and comply with the Accounting Standards specified by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

Method of Accounting: The Financial Statements are prepared on historical costs and are prepared on Accrual basis except where impairment is made.

Fixed Assets: All Fixed Assets are capitalized at costs of acquisition and Capital WIP is stated at cost and other relevant overheads.

5.12 Pre and Post Offer Shareholding Pattern of the TMLL is and shall be as follows:

Shareholders' Category	Shareholding & Voting Rights prior to the SPA / acquisition & offer (A)		Shares / voting rights agreed to be acquired which triggered off the Regulations (B)		Shares/ voting rights to be acquired in open offer (assuming full acceptances) (C)		Shareholding / voting rights after the acquisition and offer i.e. (A)+(B)+(C) = (D)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group								
a) Parties to the Agreement	3,62,520	51.49	(3,62,520)	(51.49)	-	-	-	-
b) Promoters other than (a) above	3,750	0.53	-	-	-	-	3,750	0.53
Total 1 (a+b)	**3,66,270**	**52.02**	**-**	**-**	**-**	**-**	**3,750**	**0.53**
(2) ACQUIRERS								
a) ECIPL	-	-	2,43,280	34.55	70,405	10.00	3,13,685	44.55
b) SJEIL			1,19,240	16.94	70.405	10.00	1,89,645	26.94
b) PACs - NA	-	-	-	-	-	-	-	-
Total 2 (a+b)	**-**	**-**	**3,62,520**	**51.49**	**1,40,810**	**20.00**	**5,03,330**	**71.49**
(3) Parties to agreement other than (1) & (2) above	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement) #								
a) FIs / MFs / FIIs / Banks	35,370	5.02	-	-				
b) Others								
1) Private & Corporate Bodies	32,930	4.68	-	-	(1,40,810)	(20.00)	1,96,970	27.98
2) Indian Publics	2,69,030	38.21	-	-				
3) NRI	450	0.06						
Total 4(a+b)	**3,37,780**	**47.98**	**-**	**-**	**(1,40,810)**	**(20.00)**	**1,96,970**	**27.98**
Grand Total (1+2+3+4)	**7,04,050**	**100.00**	**-**	**-**	**-**	**-**	**7,04,050**	**100.00**

Number of Shareholders in Public category as on December 31, 2010 is 3250 (Three Thousand Two Hundred and Fifty Only).

Details of Changes in the Shareholding of the Promoters in TMLL are given below:

Period of Purchase / Sale	Purchase / (Sale)		Cumulative Shareholding		Status of Compliances
	No. of Shares	% of Total Paid-up Equity Share Capital	No. of Shares	% of Total Paid-up Equity Share Capital	
Shareholding as on March 31, 1997	335,750	47.69	335,750	47.69	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 1998	8,050	1.14	343,800	48.83	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 1999 **(other than inter-se transfer)**	9,490	1.35	353,290	50.18	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2000	1,550	0.22	354,840	50.40	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2001	1,550	0.22	356,390	50.62	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2002	1,650	0.23	358,040	50.85	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2003	1,210	0.17	359,250	51.03	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2004	190	0.03	359,440	51.05	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2005	1,330	0.19	360,770	51.24	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2006	-	-	360,770	51.24	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2007	1,430	0.20	362,200	51.45	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2008	600	0.09	362,800	51.53	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2009 **(other than inter-se transfer)**	359	0.05	363,159	51.58	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made during the year ending March 31, 2010	1,042	0.15	364,201	51.73	Filing under Regulation 7(1A) is not applicable.
Purchases / (Sales) made from March 31, 2010 till the date of Public Announcement **(other than inter-se transfer)**	2,069	0.29	3,66,270	51.88	Filing under Regulation 7(1A) is not applicable.

Notes:

1) While filing the shareholding patterns to Stock Exchanges and other regulatory authorities, the Company had erroneously included holding of new Directors or their relatives in promoter group holding as and when they joined and removed their holdings and as and when the respective Director ceased to be a Director. Such Directors were not promoters or part of the promoter group.

2) There were inter-se transfers of 1,250 (0.18%) equity shares in FY 1998-1999.

3) There were inter-se transfers of 11,350 (1.61%) equity shares in FY 2008-2009.

4) There were inter-se transfers of 35,780 (5.08%) equity shares in FY 2010-2011. Filings under Regulation 7 of the SEBI (SAST) Regulations are not complied with till date.

5) The promoters have not purchased or sold any shares after the Public Announcement till the date of this Letter of Offer.

5.13 Status of Corporate Governance and Pending Litigation

Since the paid up capital of the Company is only Rs. 70.40 Lacs, the compliance with Corporate Governance is not applicable to the Company.

The Union of India, through Controller of Stores, Northern Railway ("UoI") filed a petition against the Target Company (OMP No. 124/1987) under Section 28 of the Arbitration Act, 1940. The dispute between the parties to the petition was regarding supply 10 (ten) hoists by the Target Company to the UoI which were alleged to be defective. The UoI quantified the loss on account of breach by the Company at Rs. 24,24,000/- (Rupees Twenty Four Lacs Twenty Four Thousand Only). As per the arbitration clause of the contract entered into amongst the Target Company and the UoI, a Gazetted Railways Officer was to be nominated by the UoI as the sole Arbitrator for the dispute arising out of the contract. Accordingly, Mr. H.P. Mittal (CRSE, Northern Railway) was appointed as the sole Arbitrator by the UoI. Thereafter, UoI was required to file the statement of claim before the sole Arbitrator within four months but there was delay on the part of the UoI in filing the same. Therefore, the Target Company refused to extend the time required for making and publishing the award after receiving the statement of claim from the petitioner. In the meantime Mr. H.P. Mittal retired from service and there was no Arbitrator for the dispute between the parties.

Subsequently, the Target Company filed an Original Suit No. 2426-A of 1999 against UoI under Section 33 of the Arbitration Act, 1940, wherein the Company objected to the pending arbitration proceedings on the ground, amongst others, that there has been delay on the part of the UoI to file statement of claim within the prescribed time.

Both the petitions were decided by the Hon'ble High Court of Delhi vide its judgment dated 14th May 14, 2006 wherein the petition under Section 28 (OMP Nno.124/1987) filed by UoI seeking extension of time for the appointment of arbitrator was allowed and CS (OS) No.2426A/1989 was dismissed. However, no arbitrator has been appointed by the UoI after the order of the Hon'ble High Court of Delhi dated 14th May 14, 2006.

5.14 Details of Compliance Officer

Mr. N.A. Mogaveera
308, Maker Bhavan No. III, 21, New Marine Lines,
Above Balwas Restaurant, Mumbai – 400 020.
Tel. No.: 022 –2205 4105.
Fax No.: 022 – 2205 4106.
E-mail: namogaveera@rediffmail.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1. The shares of the Target Company are presently listed in India on the Bombay Stock Exchange (BSE) and Ahmedabad Stock Exchange (ASE).

6.1.2. Trading data of equity shares of TMLL on BSE is as follows:

Name of the Stock Exchange	Total Number of shares traded during August 2010 to January 2011	Total Number of Listed Shares	Annualized Trading Turnover (in terms of % to Total Listed Shares)
BSE	3,600	7,04,050	1.02 *
ASE	Nil	7,04,050	Nil

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

* The annualized trading turnover in the shares of the Target Company on BSE based on trading volume during August 01, 2010 to January 31, 2011 i.e. for the preceding six calendar months from the month of the PA which is less than 5% (five percent) of total listed shares at the stock exchange, the Shares are deemed to be infrequently traded as per explanation (i) to Regulation 20(5) of the Regulations.

6.1.3. Since, as on the date of Public Announcement, the equity shares of the Target Company have been infrequently traded as per explanation (i) to Regulation 20(5) of the Regulations at the BSE; the Offer price of Rs. 234/- has been justified, taking into account, the following parameters, as set out under Regulation 20(5):

(a)	Negotiated price under the Shares Purchase Agreement	Rs. 234/-	
(b)	Highest price paid by the Acquirers for acquisitions, if any, including by way of allotment in a Public or Rights or Preferential Issue, during the 26 week period prior to the date of the Public Announcement	Not Applicable	
(c)	Fair Value based on the financial parameters of the Target Company*	31-Mar-11 (Un-audited)	31-Mar-10 (Audited)
		183.64/-	105.94/-

Fair Valuation of the Target Company based on unaudited financials for year ended 31-Mar-11:		
Particulars	**Weight**	**Value**
Book Value Per Share	2.00	194.09
Value based on Earnings Multiple	1.00	162.75
Average Fair Value per share	**183.64**	
Fair Valuation of the Target Company based on audited financials for year ended 31-Mar-10:		
Particulars	**Weight**	**Value**
Book Value Per Share	2.00	130.78
Value based on Earnings Multiple	1.00	56.25
Average Fair Value per share	**105.94**	

** M/s. Patkar & Pendse, Chartered Accountants having their office at 9&204, Chartered House, 297/298, Dr. Cawasji Hormasji Street, Marine Lines, Mumbai – 400002, have vide their certificate dated June 23, 2011 derived the fair values based on financial parameters as mentioned above.*

In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 234/- (Rupees Two Hundred and Thirty Four Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 20(5) of the Regulations.

6.1.4. **Non-compete Fee**

The Acquirers have not entered into any agreement for payment of non-compete fee and have not made payment of any non-compete fees.

6.1.5. Based on the above and in the opinion of the Manager to the Offer and the Acquirers, the Offer Price is justified as per the Regulation 20(5) & 20(11).

6.1.6. The Acquirers shall not acquire any Shares in TMLL during the Offer Period except in compliance with the Regulations and the details of such acquisitions shall be disclosed to the Stock Exchange and to the Manager within 24 hours thereof in terms of Regulation 22(17) of the Regulations.

6.1.7. If the Acquirers purchase Shares after the original PA and upto seven working days prior to closure of the offer at a price higher than the Offer Price, then the highest price paid for such acquisitions shall be payable for all the acceptances received under the Offer. Any such revision in the Offer Price shall be notified by advertisement in the same newspapers in which the PA has appeared.

6.2 Financial Arrangements

6.2.1 The maximum purchase consideration payable by the Acquirers in the case of full acceptance of the offer is Rs. 3,29,49,540/- (Rupees Three Crores Twenty Nine Lacs Forty Nine Thousand and Five Hundred Forty Only). In accordance with the provisions of regulation 28 of the Regulations, the Acquirers have created an escrow in the form of fixed deposit of Rs. 3,30,00,000/- (Rupees Three Crores Thirty Lacs Only) in Account Number 3600201109253 with ICICI Bank Limited, Address: 105-106, Business Classic Building, Chincholi Bunder Road, Off S. V. Road, Malad (W), Mumbai – 400 064 (Escrow Account). The amount placed in the Escrow Account is more than 100% of the maximum consideration payable under the offer.

6.2.2 The Manager to the Offer is authorized to operate the above-mentioned Deposit amount to the exclusion of all others and to instruct the Escrow Banker to issue cheques / pay orders / demand drafts / NECS credit, if required, in accordance with the Regulations.

6.2.3 In terms of Regulation 16(xiv) of the Regulations, it is confirmed that the Acquirers has adequate resources and have made firm financial arrangements to meet their offer obligations in full. The financial obligations of the Acquirers under the Offer will be fulfilled through owned as well as borrowed funds of the Acquirers. However, no borrowings from Banks or FI's or NRI's or otherwise are envisaged.

6.2.4 Mr. Surendra Nahta (Membership No. 408571) of S. Nahta & Co., Chartered Accountants, having its office situated at 32, Hathi Babu Ka Bagh, Kanti Nagar, Jaipur – 302 001. Phone: 09460313411 Email: canahta@gmail.com; has confirmed that sufficient resources are available with the Acquirers for fulfilling the obligations under this 'Open Offer' in full.

6.2.5 The Acquirers in compliance with Regulation 22(11) of the Regulations has made firm financial arrangements to fulfill the obligations under the Offer.

6.2.6 The Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the Regulations and confirms that firm arrangements for funds and money for payment through verifiable means are already in place to fulfill the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 OPERATIONAL TERMS AND CONDITIONS

7.1.1 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 TMLL.

7.1.2 The acceptance of the Offer is entirely at the discretion of the equity Shareholders of TMLL and each Shareholder (except the Acquirers and the Sellers) of TMLL holding fully paid-up equity Shares to whom this Offer is being made is free to offer his shareholding in TMLL, in whole or in part while accepting the Offer.

7.1.3 Accidental omission to despatch this Letter of Offer or any further communication to any person to whom this Offer is made or the non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.

7.1.4 The instructions, authorisations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of this Offer.

7.1.5 The acceptance of the Offer must be unconditional and should be sent in the attached Form of Acceptance along with the other documents duly filled in and signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at the collection centre mentioned in para 8.1 under "Procedure for Acceptance and Settlement" on or before August 08, 2011. If any change or modification is made in the Form of Acceptance, the same is liable to be rejected.

7.1.6 The Offer is not subject to any minimum level of acceptance. The Acquirers will acquire all the fully paid up equity shares of TMLL that are validly tendered and accepted in terms of this Offer upto 1,40,810 (One Lac Forty Thousand Eight Hundred and Ten Only) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten Only) each representing 20% (Twenty percent) of the paid up capital of the Target Company. Thus, the Acquirers will proceed with the Offer even if they are unable to obtain acceptance to the full extent of the equity Shares of TMLL for which this Offer is made.

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

7.1.8 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 TMLL are advised to adequately safeguard their interest in this regard.

7.1.9 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 August 03, 2011.

7.1.10 If the aggregate of the valid responses to the Offer exceeds 1,40,810 (One Lac Forty Thousand Eight Hundred and Ten Only) fully paid up Equity Shares, then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations in such a way that acquisition from a shareholder shall not be less than the market lot or the entire holding, if it is less than the market lot. The equity shares of the Target Company are traded in physical mode as well as in Demat mode, with the lot size of 50 (fifty) shares and 1 (one) share respectively.

7.1.11 The Acquirers, in terms of Regulation 27 of the Regulations will not proceed with the Offer in the event of any applicable statutory approval is refused. Any such withdrawal from the Offer by the Acquirers will be notified in the form of a Public Announcement in the same newspapers in which the PA appeared.

7.2 LOCKED IN SHARES

Currently none of the outstanding equity shares of the company are under lock-in.

However, in case any of the equity shares do undergo lock-in prior to closure of offer, the acceptance of such lock-in shares, whether acquired pursuant to the agreement or the offer, the same can be acquired by the Acquirers subject to continuation of the residual lock-in period in the hands of the Acquirers and there shall be no discrimination in the acceptance of locked-in and not locked-in shares.

7.3 ELIGIBILITY FOR ACCEPTING THE OFFER

The Offer is made to all the equity shareholders (except the Acquirers and the Sellers) of TMLL whether registered or not who own the fully paid Shares any time prior to the Closure of the Offer. However, the Letter of Offer is being mailed to those Shareholders whose names appear on the Register of Members of TMLL at the close of business hours on the Specified Date i.e. March 04, 2011. Shareholders (except the Acquirers and the Sellers) holding fully paid Shares of TMLL any time prior to the Closure of the Offer are eligible to tender their Shares in terms of this Offer.

7.4 STATUTORY APPROVALS

7.4.1 The Offer is subject to the Acquirers obtaining the approval(s) from Reserve Bank of India (RBI), if any, under the Foreign Exchange Management Act, 1999 ("FEMA").

7.4.2 As on date of this Letter of Offer, to the best of the knowledge of the Acquirers, there are no other statutory approvals and / or consents required. However, the Offer would be subject to all-statutory approvals as may be required and / or may subsequently become necessary to acquire at any later date.

7.4.3 In case of delay in receipt of any statutory approval, SEBI has the power to grant an extension of the time required for payment under the Offer provided that the Acquirers agrees to pay interest in accordance with Regulation 22(12) of the Regulations. Further, if the delay occurs due to the willful default or neglect or inaction of Acquirers in obtaining the requisite approvals, the amount lying in the Escrow Account shall be liable to be forfeited and dealt in the manner provided in Regulation 28(12)(e) of the Regulations, apart from the Acquirers being liable for penalty as provided in the Regulations.

7.4.4 No approval is required from any bank or financial institution, for this Offer, to the best of the knowledge of the Acquirers.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 Shareholders who are holding fully paid Equity Shares and wish to tender their Equity Shares will be required to send their Form of Acceptance, original Share Certificate(s) and blank transfer deed(s) duly signed to **Link Intime India Pvt. Ltd.**, the Registrar to the Offer by Hand Delivery / Registered Post at the applicants sole risk so that the same are received on or before the Offer closing date, at the address given below, in accordance with the procedures as specified in this Letter of Offer and the Form of Acceptance. The relevant documents should not be sent to the Sellers, Acquirers, TMLL or the Manager to the Offer.

If the shareholders of the Target Company hold the shares in dematerialised form, those desirous of participating in the Open Offer may send their application along with the duly filled Form of Acceptance to the Registrar to the Offer, such that the applications are received by the Registrar to the Offer, on or before the date of Closure of the Offer, stating the name, address, number of Shares held, number of shares offered, Depository Participant ('DP') name, DP ID number, beneficiary account number along with a photocopy of the delivery instruction in 'off-market' mode, duly acknowledged by the DP in favour of **"LIIPL TAK Machinery Open Offer Escrow Demat Account",** filled in as per instructions given below:

Depository Name	NSDL
DP Name	Ventura Securities Limited
DP ID Number	IN 303116
Beneficiary Account Number / Client ID	10708410

Shareholders should ensure credit of their shares in favour of the depository account above, before the date of Closure of the Open Offer. Shareholders holding their beneficiary account in Central Depository Services India Limited ('CDSL') will have to use an inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the special depository account with National Securities Depository Limited ('NSDL').

All eligible owners of fully paid Equity Shares of TMLL, registered or unregistered who wish to avail and accept the Offer can hand deliver / send by Registered Post the Form of Acceptance along with all the relevant documents on all working days i.e. from Monday to Friday between 11.00 a.m. and 4.00 p.m. and on Saturdays between 11.00 a.m. to 2.00 p.m. to the Registrar to the Offer at the collection centre mentioned below:

Name & Address of Collection Center	Contact Person & Contact Numbers	Mode of Delivery
Link Intime (I) Private Limited C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai – 400 078.	**Mr. Pravin Kasare** Tel.: 022 - 25960320 Fax No.: 022 – 25960329 E-mail: pravin.kasare@linkintime.co.in	Hand Delivery / Registered Post
Link Intime (I) Private Limited 203, Davar House, Next to Central Camera, D N Road, Fort, Mumbai – 400 001.	**Mr. Vivek Limaye** Tel.: 022 - 22694127 Fax No.: 022 - 25960329 E-mail: vivek.limaye@linkintime.co.in	Hand Delivery

Neither the share certificate(s) nor transfer deed(s) nor the Form of Acceptance should be sent to the Sellers or the Acquirers or TMLL or Manager to the Offer. Delivery made by Registered Post would be received on all days except Sundays and Public Holidays.

8.2 **Shareholders should send all the relevant documents as mentioned below to the above mentioned address.**

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

8.2.2 Original Share Certificate(s)

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

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

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

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

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

a. Board resolution authorising such acceptance / power to sell the Shares.
b. Board resolution authorising execution of transfer documents.
c. Signature(s) of the Authorised Signatories duly attested.

8.3 **Unregistered Shareholders should enclose:**

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

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

8.3.2 No indemnity is required from unregistered owners.

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

8.4.1 Form of Acceptance duly completed and signed in accordance with the instructions contained therein by the person accepting the Offer.

8.4.2 Share transfers deed(s) duly executed by the unregistered Shareholder.

8.4.3 Shareholders, who have lodged their Shares for transfer with TMLL, must also send the acknowledgement, if any, received from TMLL towards such lodging of Shares.

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

8.6 Non-Resident Shareholder:

8.6.1 Non-Resident Shareholders may tender their Shares in accordance with the Procedure mentioned at 8.2 or 8.3 (as applicable) above. In case the RBI approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares.

8.6.2 While tendering the shares under the Offer, NRIs / OCBs / foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have been required to submit to acquire the shares of the Target Company. In case the previous RBI approvals are not submitted, Acquirers reserves the right to reject such shares tendered. While tendering shares under the Offer, NRIs / 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 Acquirers under the Income Tax Act, 1961 (the "Income Tax Act"), before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, Acquirers will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

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

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

8.8.1 In case of non-receipt of the Letter of Offer, Shareholders may obtain a copy of the same by writing to the Registrar to the Offer at the collection centre mentioned at 8.1 marking the envelope "Tak Machinery – Open Offer". Alternatively, eligible Shareholders may send their acceptance to the Registrar to the Offer, on a plain paper stating their Name, Address, Folio No., Distinctive No., No. of Shares held, No. of Shares tendered, along with documents as mentioned at para 8.2 so as to reach the Registrar to the Offer on or before the Closure of the Offer i.e. August 08, 2011.

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

8.9 If the aggregate of the valid responses to the Offer exceeds 1,40,810 fully paid up Equity Shares, then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations in such a way that acquisition from a shareholder shall not be less than the market lot or the entire holding, if it is less than the market lot.

8.10 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to Acquirers for payment of consideration to shareholders of TMLL, subject to Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of the wilful default or neglect or inaction or non-action by the Acquirers in obtaining the requisite approval(s), the amount held in the escrow account shall be subject to forfeiture and be dealt with in the manner provided in Regulation 28(12) of the SEBI (SAST) Regulations.

8.11 Unaccepted share certificates, transfer deeds and other documents, if any, will be returned by registered post at the shareholders' sole risk to the sole/ first shareholder.

8.12 The Registrar to the Offer will hold in trust the shares / share certificates, Form of Acceptance, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

8.13 The Acquirers intends to complete all formalities pertaining to the Offer, including despatch of consideration to the Shareholders who have accepted the Offer, by August 23, 2011.

8.14 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 shareholders residing in any of the centres specified by the SEBI and have opted an option to get payment consideration through electronic transfer of funds by using NECS (National 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 (Magnetic Ink Character Recognition) code or RTGS code or IFSC (Indian Financial System Code) code in Form of Acceptance and the payment intimation will be sent to the sole / first named shareholder of TMLL whose equity shares are accepted by the Acquirers at his address registered with TMLL. Rejected documents will be sent by registered post/speed post. All other despatches will be made by ordinary post at the shareholder's sole risk. All cheques / demand drafts will be crossed Account Payee and will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide bank account details in the Form of Acceptance for incorporation in the cheque / demand draft.

8.15 In terms of Regulation 22(5A) of the Regulations, Shareholders desirous of withdrawing their acceptance tendered in the Offer, can do so up to three working days prior to the date of Closure of Offer. The withdrawal option can be exercised by submitting the document as per the instructions below, so as to reach the Registrars to the Offer at the collection centre mentioned above as per the mode of delivery indicated therein on or before August 03, 2011.

8.15.1 The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed herewith.

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

8.15.3 **Registered Shareholders should enclose:**

- ✓ Duly signed and completed Form of Withdrawal
- ✓ Copy of the Form of Acceptance / Plain Paper application submitted and the Acknowledgement slip in original.
- ✓ In case of partial withdrawal, Valid Share Transfer Form(s) duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with TMLL and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- ✓ Duly signed and completed Form of Withdrawal
- ✓ Copy of the Form of Acceptance /Plain Paper application submitted and the Acknowledgement slip in original.

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

8.15.5 The intimation of returned Shares to the Shareholders will be sent at the address as per the records of TMLL.

8.15.6 The Form of Withdrawal along with enclosures should be sent to the Registrar to the Offer at the collection centre mentioned in para. 8.1 only.

8.15.7 In case of partial withdrawal of Equity Shares tendered, if the original Share certificates are required to be split, the same will be returned on receipt of Share certificates from TMLL. The facility of partial withdrawal is available only to Registered Shareholders. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

8.15.8 In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with full detail of Name, Address, Distinctive numbers, Folio Number, number of shares tendered.

8.15.9 The Shares withdrawn by the Shareholders would be returned by registered post.

9. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the Shareholders of TMLL at the Office of Aryaman Financial Services Limited at 60, Khatau Building, Alkesh Dinesh Modi Marg, Opp. P J Towers (BSE building) Fort, Mumbai – 400 001 on Monday to Friday except bank holidays till the Offer Closing date (i.e. August 08, 2011) from 11.00 a.m. to 4.00 p.m.

9.1 Certificate of Incorporation, Memorandum and Articles of Association of Tak Machinery & Leasing Limited, E-Ally Consulting (I) Private Limited, and Shree Jaisal Electronics and Industries Limited.

9.2 Certificates by Mr. Surendra Nahta (Membership No. 408571) of S. Nahta & Co., Chartered Accountants, having its office situated at 32, Hathi Babu Ka Bagh, Kanti Nagar, Jaipur – 302 001. Phone: 09460313411 Email: canahta@gmail.com; that the Acquirers have adequate resources to fulfil the total obligation of the Offer.

9.3 Audited Accounts of Tak Machinery & Leasing Limited for the financial years ended 31st March 2008, 31st March 2009 and 31st March 2010 and un-audited but certified for the period ended 31st March 2011.

9.4 Audited Accounts of E-Ally Consulting (I) Private Limited for the financial years ended 31st March 2008, 31st March 2009 and 31st March 2010 and for the period ended 31st January, 2011.

9.5 Audited Accounts of Shree Jaisal Electronics Limited for the financial years ended 31st March 2008, 31st March 2009 and 31st March 2010 and for the period ended 31st December, 2010.

9.6 A published copy of the Public Announcement made on February 17, 2011 and Corrigendum to Public Announcement made on July 11, 2011.

9.7 Copy of Fixed Deposit No. 3600201109253 with ICICI Bank Limited of Rs. 3,30,00,000/- (Rupees Six Lacs & Fifty Thousand Only) submitted with the Merchant Banker.

9.8 Share Purchase Agreement (SPA) between the Acquirers and the Sellers.

9.9 A Copy of letter bearing reference number CFT/DCR/TO/DMS/20552/11dated June 28, 2011 received from SEBI in terms of Regulation 18(2) of the Regulations.

9.10 Memorandum of Understanding between the Acquirers and Aryaman Financial Services Limited.

9.11 Undertaking from the Acquirers that if they acquire any Shares of the Target Company after the date of the Public Announcement till the Closure of the Offer, they shall inform Stock Exchange and the Manager within 24 hours.

9.12 Undertaking from the Acquirers for unconditional payment of the considerations within 15 days of closure to all the Shareholders of the target company whose applications are accepted in the Open Offer.

10. DECLARATION

1. We have made all reasonable inquiries, accept responsibility for, and confirm that this Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

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. We hereby declare and confirm that all the relevant provisions of Companies Act, 1956 and all the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 1956 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations 1997.

Signed by:

For E-Ally Consulting (India) Private Limited

Neeta Maloo
Director

For Shree Jaisal Electronics and Industries Limited

Neeta Maloo
Director

Date: July 11, 2011
Place: Mumbai

Enclosures:
(1) Form of Acceptance
(2) Form of Withdrawal
(3) Transfer Deed

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)

FORM OF ACCEPTANCE – CUM – ACKNOWLEDGEMENT

OFFER OPENS ON:	**JULY 20, 2011**
OFFER CLOSES ON:	**AUGUST 08, 2011**

Name:
Address:
Folio No.: Sr. No: No of Shares Held:
Tel No: Fax No: E-Mail:

To
Link Intime India Pvt. Ltd.
(Unit – Tak Machinery - Open Offer)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup West,
Mumbai - 400 078, India

Sub.: Open Offer for purchase of 1,40,810 Equity Shares of Tak Machinery & Leasing Limited, representing 20% of the Equity Share Capital at a price of Rs. 234/- (Rupees Two Hundred and Thirty Four Only) per Share by E-Ally Consulting (India) Private Limited and Shree Jaisal Electronics and Industries Limited.

Dear Sir,

I/We refer to the Letter of Offer dated July 11, 2011 for acquiring the Equity Shares held by me/us in TMLL.

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:

SHARES HELD IN PHYSICAL FORM

Sr. No.	***Certificate No.***	**Distinctive No(s)**		**No. of Shares**
		From	***To***	
Total Number of Equity Shares				

(In case of insufficient space, please use additional sheet and authenticate the same)

I/We confirm that the Equity Shares of Tak Machinery & Leasing Limited, which are being tendered herewith by me/us under the Offer, are free from lien, charges and encumbrances of any kind whatsoever.

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

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Acknowledgement Slip **Sr. No.** ______

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

Address ____

Physical Shares: Folio No. ___________ / Demat Shares: DP ID: ___________ Client ID: _____________

Form of Acceptance along with (Tick whichever is applicable):

☐ Physical Shares: No. of Shares _____________; No. of certificate enclosed _______________

☐ Demat Shares: Copy of delivery instruction for ___________ number of shares enclosed

Signature of Official: ____________ Date of Receipt __________ Stamp of Collection Centre _________

SHARES HELD IN DEMATERIALISED FORM

I/We, holding Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in “Off-market” mode, duly acknowledged by the Depository Participant (“DP”) in respect of my/our Shares as detailed below:

Sr. No.	DP Name	DP ID	Client ID	No. of Shares

I/We have done an off market transaction for crediting the Shares to the special account opened for the purposes of the Offer, for which necessary instructions have been given to my/our DP.

I/We note and understand that the Shares would reside in the depository account opened for the purpose of this Offer until the time the Acquirers accepts the Shares and makes the payment of purchase consideration as mentioned in the Letter of Offer.

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 Manager 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:

Yours faithfully,

Signed and Delivered:

	FULL NAME (S)	PAN NO.	SIGNATURE (S)
First / Sole Shareholder			
Second Shareholder			
Third Shareholder			

Note: In case of joint holdings, all holders must sign. A corporation / Company must affix its common seal.

Address of First/Sole Shareholder:

____

Place: ________________ Date: ________________

So as to avoid fraudulent encashment in transit, 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 ________________

Account Number ________________ Savings / Current / Other (Please Specify)______________

I/We want to receive the payment through NECS [ ] RTGS [ ] NEFT [ ]

In case of NECS, 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 IFSC code [ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ]

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All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID /Client ID:

Link Intime India Pvt. Ltd.
(Unit – Tak Machinery - Open Offer)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup West,
Mumbai - 400 078, India

Business Hours (Except Public Holidays):

Monday to Friday: 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.
Saturday: 10.00 a.m. to 1.00 p.m.

FORM OF WITHDRAWAL

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to this Offer any time upto three working days prior to the date of closure of Offer. In case you wish to withdraw your acceptance please use this form.	**OFFER SCHEDULE** **OFFER OPENS ON: JULY 20, 2011** **LAST DATE OF WITHDRAWAL: AUGUST 03, 2011** **OFFER CLOSES ON: AUGUST 08, 2011**

Name:
Address:
Tel No.: Fax No.: E-mail:

To
Link Intime India Pvt. Ltd.
(Unit – Tak Machinery - Open Offer)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup West,
Mumbai - 400 078, India

Sub.: Open Offer for purchase of 1,40,810 Equity Shares of Tak Machinery & Leasing Limited, representing 20% of the Equity Share Capital at a price of Rs. 234/- (Rupees Two Hundred and Thirty Four Only) per Share by E-Ally Consulting (India) Private Limited and Shree Jaisal Electronics and Industries Limited.

Dear Sir,

I/We refer to the Letter of Offer dated July 11, 2011 for acquiring the Equity Shares held by me/us in Tak Machinery & Leasing Limited. I/We, the undersigned, have read the Letter of Offer and accept unconditionally its contents including the terms and conditions as mentioned therein. I/We have read the procedure for withdrawal of Equity Shares tendered by me/us in the Offer as mentioned in the Letter of Offer and unconditionally agree to the terms and conditions as mentioned therein.

I/We hereby consent unconditionally and irrevocably; to withdraw my/our Equity Shares from the Offer and I/We further authorize the Acquirers to return to me/us the tendered equity Share certificate(s)/Share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our Equity Shares from the Offer, no claim or liability shall lie against the Acquirers/Manager to the Offer/Registrar to the Offer. I/We note that this form of withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal August 03, 2011.

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 Equity Shares and also for non-receipt of Equity Shares due to inaccurate/incomplete particulars/instructions.

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

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Acknowledgement Slip – Withdrawal Form **Sr. No.** ______

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

Address ____

Physical Shares: Folio No. ___________ / Demat Shares: DP ID: ___________ Client ID: _____________

☐ Physical Shares: No. of Shares tendered _____________; No. of Shares Withdrawn ____________

☐ Demat Shares: No. of Shares tendered _____________; No. of Shares Withdrawn ____________

Signature of Official: _____________ Date of Receipt ________ Stamp of Collection Centre __________

FOR SHARES HELD IN PHYSICAL FORM

The particulars of tendered original Share certificate(s) and duly signed transfer deed(s) and the Shares we withdraw are detailed below.

Folio No.	Certificate No.	Distinctive No(s)		No. of Equity Shares
		From	To	
	Tendered			
Total				
	Withdrawn			
Total				

(In case of insufficient space, please use additional sheet and authenticate the same)

FOR SHARES HELD IN DEMATERIALISED FORM

I/We have tendered the Equity Shares in the offer and had done an off-market transaction for crediting the shares to the special account opened for the purposes of the Offer. Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my/our Shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares Tendered	No. of Shares Withdrawn

I/We note that the shares will be credited back only to that depository account, from which the shares have been tendered and necessary standing instructions have been issued in this regard. I/We confirm that the particulars given above are true and correct.

(Please enclose the Xerox copy of the Acknowledgement received for "Form of Acceptance")

Yours faithfully,

Signed and Delivered:

	FULL NAME (S)	PAN NO.	SIGNATURE (S)
First / Sole Shareholder			
Second Shareholder			
Third Shareholder			

Note: In case of joint holdings, all holders must sign. A corporation / Company must affix its common seal.

Address of First/Sole Shareholder:

____

Place: __________________ Date: _________________

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All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID /Client ID:

Link Intime India Pvt. Ltd.
(Unit – Tak Machinery - Open Offer)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup West,
Mumbai - 400 078, India

Business Hours (Except Public Holidays):

Monday to Friday: 10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.
Saturday: 10.00 a.m. to 1.00 p.m.