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 **WOOLITE MERCANTILE COMPANY 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 Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER

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

BY

MRS. SEEMA ALOK PATHAK

(hereinafter referred to as "the Acquirer") residing at B - 1205, Silicon Tower, Plot No. 46, Sector - 30/A, Vashi, Navi Mumbai – 400705, Maharashtra, India. Tel. No. +91-22-27814595; Email: seemapathak@hotmail.com; There are no Persons Acting in Concert ("**PACs**") with the Acquirer for the purpose of this Offer.

TO

THE SHAREHOLDERS OF WOOLITE MERCANTILE COMPANY LIMITED

(hereinafter referred to as "WOOLITE" or "the Target Company") having its Registered Office at E-18, Everest Building, 6th Floor, Tardeo, Mumbai – 400 034, India; Tel. No.: +91-22-23531504; Fax No. +91-22-23520490; Email: woolitemercantile@gmail.com

TO ACQUIRE

Upto 3,98,400 fully paid-up equity shares of Rs. 10/- each, representing in aggregate upto 20% of the Paid up and Voting Equity Share Capital of WOOLITE for cash ("**Offer Size**"), at a price of **Rs. 33/-** (Rupees Thirty Three Only) per Fully Paid-up Equity Share **("Offer Price")**.

ATTENTION

1. To the best of knowledge of the Acquirer, no other statutory approvals are required to acquire shares tendered pursuant to this Offer. However, the Offer would be subject to all statutory approvals as may become applicable at a later date.
2. If non-resident shareholders, overseas corporate bodies and foreign shareholders had required any RBI approval in respect of any equity shares held by them in the Target Company; they will be required to submit their previous RBI approvals that they would have obtained for holding the equity shares of the Target Company. In case such permissions are not submitted, the Acquirer reserves the right to reject such equity shares tendered in the Open Offer.
3. In case of delay in the receipt of the statutory approvals, SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to shareholders who have validly tendered their Equity Shares, subject to the Acquirer 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 by the Acquirer in obtaining the requisite approval, Regulation 22(13) of the SEBI (SAST) Regulations will also become applicable.
4. 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 June 17, 2011.
5. If there is any upward revision in the Offer Price by the Acquirer prior to or on the last date for revising the Offer Price viz., June 13, 2011, you will be informed by way of another Public Announcement in the same newspapers in which the Public Announcement was published. The Acquirer shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer or 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.
6. There has been no competitive bid to this Offer till the date of filing of this letter of offer.
7. **This Offer is not a competitive bid and there has been no competitive bid to this Offer.**
8. As the Offer Price cannot be revised during seven working days prior to the closing date of the Offer, it would, therefore, be in the interest of Shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.
9. This Offer is not conditional upon any minimum level of acceptance.
10. **A copy of the Public Announcement and the Letter of Offer (including Form of Acceptance-cum-Acknowledgement and Form of Withdrawal) are also available on SEBI's website: www.sebi.gov.in**

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
SYSTEMATIX GROUP Investments Re-defined	**Systematix Corporate Services Limited** SEBI Registration No. INM 000004224 J. K. Somani Building, 2nd Floor, British Hotel Lane, Fort, Mumbai – 400 001. Tel. No: +91-22-3029 8280/86; +91-22-6619 8280/86 Fax No. +91-22-3029 8029 / 6619 8029 Email: investor@systematixgroup.in Website: www.systematixshares.com Contact Person: Mr. Amit Kumar / Mr. Ankit Doshi	U R P V A	**Purva Sharegistry (India) Private Limited** SEBI Registration No. INR000001112 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400 011. Tel. No. +91-22-23016761; Fax No. +91-22-23012517 E-mail: busicomp@vsnl.com Web: www.purvashare.com Contact Person: Mr. V. B. Shah
OFFER OPENS ON: June 3, 2011 (Friday)		**OFFER CLOSES ON: June 22, 2011 (Wednesday)**	

SCHEDULE OF ACTIVITIES

Activity	Original Date (Day)	Revised Date (Day)
Public Announcement	March 4, 2011 (Friday)	March 4, 2011 (Friday)
Specified Date	March 18, 2011 (Friday)	March 18, 2011 (Friday)
Last date for a Competitive Bid	March 25, 2011 (Friday)	March 25, 2011 (Friday)
Date by which Letter of Offer to be posted to the shareholders	April 18, 2011 (Monday)	May 30, 2011 (Monday)
Date of Opening of the Offer	April 27, 2011 (Wednesday)	June 3, 2011 (Friday)
Last date for revising the Offer Price / Number of equity shares	May 5, 2011 (Thursday)	June 13, 2011 (Monday)
Last date for withdrawal of acceptance by the shareholders	May 11, 2011 (Wednesday)	June 17, 2011 (Friday)
Date of Closure of the Offer	May 16, 2011 (Monday)	June 22, 2011 (Wednesday)
Date of communicating the rejection / acceptance of shares and payment of consideration for the acquired shares	May 31, 2011 (Tuesday)	July 7, 2011 (Thursday)

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 the owners (registered or unregistered) of equity shares of Target Company, (except the Acquirer and the Seller) anytime before the closure of the Offer, are eligible to participate in the Offer.

Note: Duly Signed Application and Transfer Deed should reach the Registrar to the Offer, on or before closure of the Offer.

RISK FACTORS

A. RELATING TO THE OFFER

The risk factors set forth below 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.

1) The Offer involves an Offer to acquire up to 20% of the Voting Capital that will constitute the share capital of WOOLITE from the Eligible Persons for the Offer. In the case of over subscription in the Offer, as per the 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.

2) In the event that (a) any statutory and regulatory approvals are not received in a timely manner, (b) there is any litigation leading to a "stay" of the Offer, or (c) SEBI instructing the Acquirer 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 WOOLITE whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 22(12) of the Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to willful default or negligence or failure to diligently pursue such approvals on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders, as may be specified by SEBI.

3) Shareholders should note that after the last date of withdrawal i.e. June 17, 2011 the shareholders who have lodged the equity shares would not be able to withdraw them even if the acceptance of equity shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

4) The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer, and wherever applicable, by the Target Company, in connection with the Offer. In terms of Regulation 27 of the Regulations, the Acquirer may not be able to proceed with the Offer in the event the approvals are not received. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

5) 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 WOOLITE. Accordingly, the Acquirer makes 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 WOOLITE on whether to participate or not to participate in the Offer.

B. IN ASSOCIATION WITH THE ACQUIRER

The Acquirer makes no assurance with respect to the financial performance of the Target Company. They also make no assurance with respect to the market price of the equity 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 Acquirer does 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 Acquirer) would be doing so at his / her / its own risk.

C. RISK IN THE TRANSACTION

The Offer 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 Seller or the Acquirer shall not act upon the Agreement for such sale.

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 and regrouping.

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ABBREVIATIONS / DEFINITIONS

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

ABBREVIATION	DETAILS
Acquirer	Mrs. Seema Alok Pathak
B.Ed.	Bachelor of Education
BSE	Bombay Stock Exchange Limited, Mumbai
CIN	Corporate Identification Number
Corrigendum	Manager to the Offer has published revised schedule w.r.t. the Offer on May 24, 2011 in the same newspapers in which PA was released
ECS	Electronic Clearing Services
Eligible Persons	All Shareholders of WOOLITE MERCANTILE COMPANY LIMITED (registered and unregistered) who own the equity shares at any time prior to the Closure of the Offer, except the Seller
FEMA	Foreign Exchange Management Act, 1999
FIIs	Foreign Institutional Investors
Form of Acceptance	The form of application cum acknowledgement which is enclosed with this Letter of Offer for accepting the Offer
GIR	General Index Register
Income Tax Act	Income Tax Act, 1961
IFSC	Indian Financial System Code
LOF / Letter of Offer	Letter of Offer dated May 25, 2011
M.A.	Master of Arts
Manager to the Offer	Systematix Corporate Services Limited
MICR	Magnetic Ink Character Recognition
MOA	Memorandum of Association
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NRI	Non-Resident Indian
OCBs	Overseas Corporate Bodies
Offer Closing Date	June 22, 2011 i.e. Equity Shares received by the Registrar to the Offer on that date by 4.00 p.m. in a valid form as mentioned in Letter of Offer
Offer/Open Offer	Cash Offer @ Rs. 33/- per equity share being made by the Acquirer to the shareholders of Target Company to acquire upto 3,98,400 fully paid up equity shares of Woolite Mercantile Company Limited
Offer Period	From June 3, 2011 to June 22, 2011
Offer Price	Rs. 33/- for each fully paid-up equity share payable in cash
Offer Size	3,98,400 equity shares of Rs. 10/- each being 20% of the total paid up and voting capital of Woolite Mercantile Company Limited
Parties to the Agreement	The Acquirer and the Seller who signed the Share Purchase Agreement dated February 25, 2011
Public Announcement (PA)	Public Announcement of the Offer issued in newspapers on March 4, 2011 (Friday) by the Manager to the Offer on behalf of the Acquirer.
PACs (Persons Acting in Concert)	Those (persons/entities) who are directly or indirectly associated with the Acquirer for the purpose of this Offer.
Promoter	Promoter of Woolite Mercantile Company Limited
RBI	Reserve Bank of India
Registrar to the Offer / Registrar / RTA	Purva Sharegistry (India) Private Limited
Regulations	SEBI (SAST) Regulations, 1997 as amended till date
Rs./Rupees/INR/₹	Indian Rupees, the legal currency of India
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India

SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 1997 and subsequent amendments thereto.
Shares/equity shares	Fully paid up equity share with one vote per equity share of Woolite Mercantile Company Limited, having face value of Rs. 10/- each.
Shareholders	Shareholders of Woolite Mercantile Company Limited
SPA / the Agreement	Share Purchase Agreement dated February 25, 2011 entered between the Acquirer and the Seller
Specified Date	March 18, 2011 (Friday)
Target Company / WOOLITE	Woolite Mercantile Company Limited, Mumbai
TDS	Tax Deduction at Source

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF 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 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 WOOLITE MERCANTILE COMPANY LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S), PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER(S) IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SYSTEMATIX CORPORATE SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 17, 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 ACQUIRER(S) FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. BACKGROUND AND DETAILS OF THE OFFER

2.1. The Open Offer ("**the Offer**") is being made by the Acquirer, in compliance with Regulation 10 and 12 of the Regulations, to the shareholders of Woolite Mercantile Company Limited, a company incorporated under the Companies Act, 1956 and having its registered office at E-18, Everest Building, 6th Floor, Tardeo, Mumbai – 400 034, India ("**the Target Company**" or "**WOOLITE**") for the purpose of substantial acquisition of equity shares and voting rights of WOOLITE accompanied with the change in control and management.

2.2. The Acquirer entered into a Share Purchase Agreement (hereinafter referred to as **"SPA"** or **"the Agreement"**) dated February 25, 2011 with the Promoter of the Target Company i.e. Mr. Umesh P. Chamdia (hereinafter referred to as **"the Seller"**), for the acquisition of 9,80,000 fully paid up equity shares (**"Sale Shares"**) of ₹ 10/- each representing 49.20% of the issued, subscribed and paid up equity share capital of the Target Company, at a price of ₹ 25.35/- (Rupees Twenty Five and Paise Thirty Five only) per share (**"the Negotiated Price"**) aggregating to ₹ 2,48,43,000 (Rupees Two Crore Forty Eight Lac and Forty Three Thousand only) i.e. ("**the consideration**").

2.3. The acquisition of 9,80,000 (49.20%) equity shares under the SPA was executed on February 25, 2011 through bulk deal on Bombay Stock Exchange Limited, Mumbai (**"BSE"**). The consideration for the above Sale Shares has been paid to the Seller through their respective Share and Stock Brokers and the Sale Shares are being transferred to the depository account of the Acquirer.

2.4. Pursuant to the aforesaid SPA, the Acquirer shareholding in the Target Company exceeded 15% of the total voting capital in the Target Company and therefore provisions of Regulation 10 read with Regulation 12 of the Regulations have been attracted. Hence, a Public Announcement ("**PA**") was released by the Acquirer on March 4, 2011 in compliance with the Regulations.

2.5. The brief details of SPA in terms of the total number of shares agreed to be bought and sold are as follows:

Name of the Acquirer	**No. of Shares (%) of Woolite**	**Name of the Seller / Promoter**	**No. of Shares (%) of Woolite**
Mrs. Seema Alok Pathak	9,80,000 (49.20%)	Mr. Umesh P. Chamdia	9,80,000 (49.20%)

Address & Contact details of the Seller:
Building 12, Flat No. 1201, Seawood Estates, Sector 54, 56 & 58, Nerul, Navi Mumbai – 400 706;
Tel. No.: +91-22-23531504; Fax No. +91-22-23520490; Email: umeshchamdia@hotmail.com

2.6. The salient features of SPA as follows:

2.6.1 The Seller recognises that the sale of the said Sale Shares is the subject matter of Chapter III of SEBI (SAST) Regulations, 1997 and amendments thereof and accordingly the Acquirer will invoke the voting rights of the Sale Shares only after due compliance with the Regulations.

2.6.2 The Acquirer agrees to comply with the requirements of the Regulations including acquisition of additional 20% of the voting capital of the Company as prescribed in the Regulations.

2.6.3 The Acquirer also agreed to pay the Seller the total consideration of Sale Shares i.e. ₹ 2,48,43,000 (Rupees Two Crore Forty Eight Lac and Forty Three Thousand Only) in compliance with Bulk Deal of Sale Shares and other applicable provisions of the Regulations as amended to.

2.6.4 The Acquirer confirms that no other consideration either in kind or cash is to be paid to the Seller except as stated herein above.

2.6.5 The Sale Shares held by the Seller are and shall be free from all lien, claim, pledge, charge, mortgage and encumbrance and have a controlling stake in the Company and constituting the promoter group within the meaning of Regulations issued by the Securities and Exchange Board of India ("**SEBI**").

2.7. The Acquirer has not acquired any equity shares of Target Company during the 12 months period prior to the date of the PA except 9,80,000 equity shares acquired under the SPA dated February 25, 2011 as stated in Para 2.3 above.

2.8. As on date of PA, the Manager to the Offer does not hold any equity shares in the Target Company. They have declared and undertaken that they shall not deal in the equity shares of Target Company during the period commencing from the date of the appointment as Manager to the Offer till the expiry of 15 days from the date of closure of the Offer.

2.9. The proposed change in control is not through any arrangement other than by virtue of the equity shares to be acquired and tendered as a result of the Open Offer.

2.10. The Offer is not conditional to any minimum level of the acceptance. The Acquirer will acquire all the equity shares of WOOLITE (i.e. upto 3,98,400 equity shares) that are tendered in valid form in accordance with the terms and conditions set out in the Letter of Offer which is sent to all the Shareholders except the Seller.

2.11. The Acquirer, the Seller and the Target Company have not been prohibited by SEBI from dealing in securities in terms of the direction issued u/s 11B of SEBI Act or under any of the Regulation made under the SEBI Act.

2.12. There are no Persons Acting in Concert ("**PACs**") with the Acquirer for the purpose of this Offer.

2.13. The Acquirer has 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 the PA. Also, the Acquirer has not made any further acquisition of equity shares in the open market or through negotiation or otherwise, from the date of PA to the date of this LOF.

2.14. The Acquirer has made the Offer at a price of Rs. 33/- (Rupees Thirty Three Only) per share ("**the Offer Price**"), payable in cash in terms of Regulation 20 of the Regulations to the shareholders of Target Company to acquire upto 3,98,400 equity shares of Rs. 10/- each representing 20% of the paid-up & voting capital ("**the Offer Size**") and in compliance with the Regulations.

2.15. The Public Announcement and the Corrigendum were made by the Manager to the Offer on behalf of the Acquirer on March 4, 2011 (Wednesday) and May 24, 2011 (Tuesday) respectively as per Regulation 15(1) of the SEBI (SAST) Regulations in the following newspapers:

Sr. No.	Newspapers	Editions
1.	The Financial Express (National English Daily)	All India Editions
2.	Jansatta (National Hindi Daily)	All India Editions
3.	Apla Mahanagar (Marathi Daily)	Mumbai Edition

The PA, Corrigendum and this Letter of Offer are also available on the SEBI's website: www.sebi.gov.in

2.16. The Offer to the equity Shareholders of WOOLITE is to acquire 3,98,400 fully paid up equity shares representing 20% of the equity voting capital of the Target Company at a price of Rs. 33/- (Rupees Thirty Three only) per Share. The payment to the Shareholders whose shares have been accepted shall be paid in cash.

2.17. 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.

2.18. This is not a competitive bid.

2.19. The Offer is not subject to any minimum level of acceptance; hence it is not a conditional offer. The Acquirer will acquire all the fully paid up equity shares of WOOLITE that are validly tendered and accepted in terms of this Offer upto 3,98,400 fully paid equity shares representing 20% of the total paid up and voting capital of the Target Company.

2.20. All equity shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.

2.21. The Offer is not a global acquisition resulting in indirect acquisition of the Target Company.

3. OBJECT OF THE ACQUISITION / OFFER

3.1. The Acquirer has entered into an SPA and subsequently acquired 9,80,000 equity shares of Rs. 10/- each of WOOLITE, representing 49.20% of the issued, subscribed and paid up share capital of the Target Company from the Promoter of the Target Company through block deal. This acquisition is thus a substantial acquisition of shares along with the voting rights in WOOLITE, which enables the Acquirer to gain control of the Target Company. As a result of the acquisition, provisions of Regulation 10 & 12 of the Regulations have been attracted. The Acquirer has made an Offer to acquire an additional 3,98,400 fully paid equity shares of Rs. 10/- each being 20% of the paid up equity share capital of the Target Company in order to comply with the provisions of the Regulations.

3.2. The acquisition is in the nature of strategic investment and to focus on business and revenue generation by way of infusion of additional funds if required for growth of the Target Company. The Acquirer may change the name and main objects of the Target Company and venture into different business in future if required upon necessary approvals. Also, the Acquirer may shift the Registered Office of the Target Company upon necessary approval.

3.3. As of the date of this LOF, the Acquirer does 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.

4. BACKGROUND OF THE ACQUIRER - MRS. SEEMA ALOK PATHAK

4.1 Mrs. Seema Alok Pathak, W/o Mr. Alok Pathak, aged 49 years and a resident of India is qualified as M.A., B.Ed. She holds an Indian Passport bearing no. G2874910.

4.2 The Acquirer resides at B - 1205, Silicon Tower, Plot No. 46, Sector - 30/A, Vashi, Navi Mumbai – 400705, Maharashtra, India. Tel. No. 91-22-27814595; Email: seemapathak@hotmail.com

4.3 The Acquirer has over 10 years of experience in Entertainment Industry. Currently she has been actively associated with a theatre named Shilpkaar Production House as a Producer where she has staged over 500 shows in India and abroad.

4.4 The Acquirer is one of the Promoter in the following companies; the brief details of these companies are as follow:

1. Prism Informatics Limited

Date of Incorporation: March 04, 1983
CIN: L67120MH1983PLC029483
Registered Office: B-505, BSEL Tech Park, 5th Floor, Opposite Vashi Station, Vashi, Navi Mumbai – 400705.
Nature of Business: To carry on the business of imparting Software Development, Software Exports, and Imports, computer education, data processing, to undertake electronic projects, to import, export and deal in all types of industrial, office and household electronic equipments including computer systems, computer printers, photocopier, telecommunication systems and equipments wireless transmitting and receiving equipments and to act as consultants on telecommunications, computer systems, software technology and process automation.
Directorship in the Company: No
Status of Listing: Yes, on BSE only.
Brief audited financials of the company for the last 3 years are as follows:

(Rs. in Lac except as stated)

Particulars	31/03/2010	31/03/2009	31/03/2008
Equity Share Capital	63.00	63.00	63.00
Reserves & Surplus (excluding Revaluation Reserve)	108.43	86.27	64.63
Networth	158.60	149.27	127.63
Total Income	173.05	40.82	38.01
Profit after Tax (PAT)	44.12	21.65	22.08
Earnings Per Share (EPS) [Rs.]	4.68	3.43	3.50
Net Asset Value (NAV) [Rs.]	25.17	23.69	20.26

2. Prism Institute of Medical Science Private Limited

Date of Incorporation: February 24, 2011
CIN: U85110CT2011PTC022334
Registered Office: C 211/6 RDA Colony, Vallabh Nagar, Ring Road No. 1, Raipur, Chhattisgarh - 492001.
Nature of Business: To establish, construct, erect, maintain, run, manage, develop, own, acquire, purchase, undertake, improve, equip, promote, initiate, encourage, subsidies & organize, hospital dispensaries, clinics, diagnostic centers, polyclinics, pathology laboratories, research centers, operation theatres, blood banks, eye banks, kidney banks, nursing homes, physiotherapy college, education, medical centre etc.
Directorship in the Company: Yes
Status of Listing: No
Brief audited financials of the company is not available since it is a newly incorporated company.

3. Shilpi Pathak Infratrade Private Limited

Date of Incorporation: November 22, 2010
CIN: U70100CT2010PTC022179
Registered Office: C 211/6 RDA Colony, Vallabh Nagar, Ring Road No. 1, Raipur, Chhattisgarh - 492001.
Nature of Business: To carry on the business activities as developers of land, colonies, sheds, building, structure, residential plots, commercials plots, industrial plots and sheds, roads, bridges, channels, culverts and to act as architect, designers, contractor, sub-contractor, for all types of constructions and developments work for private sector, government departments, semi government departments and to develop the sites and plots and to carry on the business activities of acquirer, purchaser, lease, exchange, hire or otherwise all types of land, and properties of any tenure or any interest etc.

Directorship in the Company: Yes
Status of Listing: No
Brief audited financials of the company is not available since it is a newly incorporated company.

4. Prism Medical and Pharmacy Private Limited

Date of Incorporation: November 22, 2010
CIN: U24230CT2010PTC022180
Registered Office: C 211/6 RDA Colony, Vallabh Nagar, Ring Road No. 1, Raipur, Chhattisgarh - 492001.
Nature of Business: To establish hospital dispensaries, clinics, diagnostic centers, polyclinics, pathology laboratories, research centers, operation theatres, blood banks, eye banks, kidney banks, nursing homes, physiotherapy college, education, medical centre, investigation centers and other similar Establishments.
Directorship in the Company: Yes
Status of Listing: No
Brief audited financials of the company is not available since it is a newly incorporated company.
Prism Medical and Pharmacy Private Limited is also a subsidiary company of Woolite.

The above mentioned companies are neither sick within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor they belong to any group.

4.5 The Networth of the Acquirer as on February 28, 2011 is ₹ 6,35,77,209/- (Rupees Six Crore Thirty Five Lac Seventy Seven Thousand Two Hundred and Nine Only) and the same is certified by Mr. Jayesh S. Vora (Membership No. 041681); Chartered Accountant having his office at E-1002, Marathon Cosmos, LBS Marg, Mulund (West), Mumbai - 400 080. Tel. No. +91-22-40244542; Email: jayeshvora123@gmail.com

4.6 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the Regulations made under the SEBI Act.

4.7 Compliance with requirements of Chapter II of the Regulations is applicable to the Acquirer and she has complied with the provisions of the Regulations on time.

5. DISCLOSURE IN TERMS OF REGULATION 16 (ix)

5.1. The Acquirer does 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.

5.2. Other than in the ordinary course of business, the Acquirer undertake that he 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.

6. FUTURE PLANS OF THE ACQUIRER WITH REGARD TO THE TARGET COMPANY

6.1 The acquisition is in the nature of strategic investment and to focus on business and revenue generation by way of infusion of additional funds if required for growth of the Target Company. The Acquirer may change the name and main objects of the Target Company and venture into different business in future if required upon necessary approvals. Also, the Acquirer may shift the Registered Office of the Target Company upon necessary approval.

6.2 Other than in the ordinary course of business, the Acquirer undertakes that she will not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company.

6.3 The Offer is not a global acquisition resulting in indirect acquisition of the Target Company.

7. OPTION IN TERMS OF REGULATION 21

Upon completion of the Offer, assuming full acceptance to this Offer and the Sale Shares acquired through SPA, the Acquirer will hold 13,78,400 equity shares constituting 69.20% of paid-up and voting capital of the Target Company and will not result in the public shareholding falling below the minimum limit specified in Clause 40A of the Listing Agreement i.e. 25% of its outstanding equity share and voting capital. Further, the Acquirer undertakes that she will comply with the Listing Agreement for continuous listing of equity shares of the Target Company with BSE. Further, the Seller has provided an undertaking that he would like to classify himself along with his residual shareholding as a public shareholder on completion of the Offer.

8. BACKGROUND OF TARGET COMPANY ("WOOLITE MERCANTILE COMPANY LIMITED" / "WOOLITE")

8.1 Woolite Mercantile Company Limited was incorporated on February 21, 1985 under the Companies Act, 1956, (no. I of 1956) in Mumbai and received a Certificate of Commencement of Business from the Registrar of Companies, Maharashtra on March 08, 1985. The Corporate Identification Number ("**CIN**") of the Target Company is L51109MH2002PLC206595.

8.2 The Registered Office of the Target Company is situated at E-18, Everest Building, 6th Floor, Tardeo, Mumbai - 400034, India. Tel. No.: +91-22-23531504; Fax No. +91-22-23520490; Email: woolitemercantile@gmail.com

8.3 The main objects of the Target Company to be pursued on its incorporation are:

To carry on the business of exporters, importers, retailers, merchants, buyers, sellers, brokers, buying agents, selling agents, packers, re-packers, commission agents etc.

8.4 As on date of the PA, Woolite has one subsidiary namely, Prism Medical & Pharmacy Private Limited for which the details are mentioned in the sub para 4 of para 4.4.

8.5 There are no outstanding instruments in the nature of warrants / fully convertible debentures (FCDs) / partly convertible debentures (PCDs) etc. which are convertible into equity shares at any later date. There are no shares which are under lock-in.

8.6 As on the date of the PA, the Authorised Share Capital of the Target Company is ₹ 200.00 Lac comprising of 20,00,000 equity shares of ₹ 10/- each. The issued, subscribed, paid up and voting equity share capital of the Target Company is ₹ 199.20 Lac comprising of 19,92,000 equity shares of ₹ 10 each, fully paid. There are no partly paid shares in the Target Company.

8.7 Capital Structure of the Target Company as on date of PA as follows:

Paid-up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Share / Voting Rights
Fully Paid-up Equity Shares	19,92,000	100.00
Partly Paid-up Equity Shares	-	-
Total Paid-up Equity Shares	19,92,000	100.00
Total Voting Rights in Target Company	**19,92,000**	**100.00**

8.8 There is no manufacturing unit of the Target Company as on date of the PA. Also, there have not been any operations in the Target Company for the past few years.

8.9 The equity shares of the Target Company are listed on BSE only. The equity shares of WOOLITE are frequently traded within the meaning of Regulation 20(4) of the Regulations on BSE. The Scrip Code of the equity shares of the Target Company at BSE is 512217 and is placed in "T" group.

8.10 The equity shares of the Target Company are frequently traded in terms of explanation (i) to Regulation 20(4) of the Regulations on BSE. The equity shares of WOOLITE were suspended for trading from BSE during the year 2003 due to non-compliances of various provisions / clauses of the Listing Agreement. The said suspension was revoked during August 2004 by the BSE.

8.11 The current Promoter and major shareholders of WOOLITE have complied with the applicable provisions of Chapter II of the Regulations except filing under Regulation 7(1A) of the Regulations for the year 2009 with a delay of 2 days. The Target Company complied with the applicable provisions of Chapter II of the Regulations on time except for Regulation 8(3) of the Regulations for the year 2007 where there was a delay in compliance with the Regulations by 177 days.

8.12 The existing capital built-up of WOOLITE is shown in the table mentioned below:

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				
21-Feb-85	70	0.00	700	Cash	Subscriber to the Memorandum	Capital Issued prior to the IPO
22-Aug-85	98,930	4.97	990,000	Cash	Promoters	Complied with
04-Sep-85	150,000	7.53	2,490,000	Cash	Public Issue	Complied with
16-Sep-86	80,350	4.03	3,293,500	Cash	Preferential Issue	Complied with
22-Sep-86	92,080	4.62	4,214,300	Cash	Preferential Issue	Complied with
30-Sep-86	76,500	3.84	4,979,300	Cash	Preferential Issue	Complied with
01-Oct-86	70	0.00	4,980,000	Cash	Preferential Issue	Complied with
22-Mar-88	113,700	5.71	6,117,000	Cash	Preferential Issue	Complied with
25-Mar-88	207,230	10.40	8,189,300	Cash	Preferential Issue	Complied with
26-Mar-88	103,630	5.20	9,225,600	Cash	Preferential Issue	Complied with
29-Mar-88	73,440	3.69	9,960,000	Cash	Preferential Issue	Complied with
26-Jul-89	57,300	2.88	10,533,000	Cash	Rights Issue	Complied with
04-Sep-89	938,700	47.12	19,920,000	Cash	Rights Issue	Complied with
Total	**1,992,000**	**100.00**	**19,920,000**			

* Information has been taken from the Letter of Offer sent to the shareholders of the Target Company while acquisition of substantial shares and control by Mr. Umesh P. Chamdia during the FY 2008-09. Also, a Search Report on the above is submitted by M/s Makrand M. Joshi & Company (C. P. No. 3662).

8.13 The capital built-up of the promoter and promoter group of WOOLITE is shown in the table mentioned below:

Date of Transaction	Name of the Promoter and Promoter Group	Opening Balance of Promoter's Holding	Change in Promoter's Holding	Closing Balance of Promoter's Holding	Compliances	Remarks
		No. of shares (% of shares)	No. of shares (% of shares)	No. of shares (% of shares)		
21/12/2005	Mr. Sridhar Bhupathiraju	0 (0.00%)	606,130 (30.43%)	606,130 (30.43%)	Complied with	Through SPA

21/03/2006	Mr. Sridhar Bhupathiraju	606,130 (30.43%)	2,400 (0.12%)	608,530 (30.55%)	Complied with	Through Open Offer
29/10/2008	Mr. Sridhar Bhupathiraju	608,530 (30.55%)	608,530 (30.55%)	0 (0.00%)	Complied with	Through Market Sale
29/10/2008	Mr. Umesh Chamdia and Mrs. Arwa U. Chamdia	90,000* (4.52%)	691,334 (34.71%)	781,334 (39.22%)	Complied with the provisions of Reg. 10 and 12 of SEBI (SAST) Regulations, 1997 in the F.Y. 2008-09.	Shares acquired via bulk deal on BSE from Promoters and Public.
03/02/2009	Mr. Umesh Chamdia and Mrs. Arwa U. Chamdia	781,334 (39.22%)	368,136 (18.48%)	1,149,470 (57.70%)	Complied with the above Regulations	Shares acquired under Open Offer made in 2008-09
26/03/2009	Mr. Umesh Chamdia and Mrs. Arwa U. Chamdia	1,149,470 (57.70%)	45,000 (2.26%)	1,149,470 (57.70%)	Filing under Regulations was done with a delay of 2 days.	Inter-se Transfer within the Group
29/05/2009	Mr. Umesh Chamdia	1,149,470 (57.70%)	55,912 (2.81%)	1,205,382 (60.51%)	Filing under Regulations was done in time.	Through Open Market Purchase
01/06/2009	Mr. Umesh Chamdia	1,205,382 (60.51%)	29,437 (1.48%)	1,234,819 (61.99%)	Filing under Regulation was not applicable.	Through Open Market Purchase
18/06/2009	Mr. Umesh Chamdia	1,234,819 (61.99%)	14,151 (0.71%)	1,248,970 (62.70%)	Filing under Regulation was not applicable.	Through Open Market Purchase
25/02/2011	Mr. Umesh Chamdia	1,248,970 (62.70%)	980,000 (49.20%)	268,970 (13.50%)	Filing under Regulation was done on time.	Bulk Deal Sale as per the SPA

*Mrs. Arwa Umesh Chamdia who happens to be the wife of Mr. Umesh P. Chamdia acted as a PAC to the Acquirer during the previous Open Offer made by Mr. Umesh P. Chamdia. Further, both the Acquirer and the PAC were holding 45,000 (2.26%) each in their respective name before the date of Public Announcement i.e. November 06, 2008.

Due to inter-se transfer dated 26/03/2009, the shareholding of Mrs. Arwa Umesh Chamdia was transferred to Mr. Umesh P. Chamdia and he became the sole promoter of the Target Company.

Source: Para 3.1.2 & 3.1.3 of the Letter of Offer dated December 12, 2008.

8.14 **Details of merger, de-merger, spin-offs during last 3 years**

There has not been any merger / demerger or spin-off in WOOLITE during the last 3 years.

8.15 **Details of Board of Directors of WOOLITE as on date of PA as follows:**

Sr. No.	Name & Address	DIN	Qualification	Experience	Date of Appointment
1.	**Mr. Umesh P. Chamdia** Building 12, Flat No. 1201, Seawood Estates, Sector 54, 56 & 58, Nerul, Navi Mumbai – 400 706.	01212286	B.Com	Experience of 17 years in Share Trading and Investment.	09-Feb-2009
2.	**Mr. S. M. Zafar** Sector 21 A/2, Type 269, Turbe, Vashi, Navi Mumbai – 400 706.	02229538	Diploma in Software Engineering	Experience of 8 years in Computer and Telecom industry.	18-Jan-2008
3.	**Mr. Praful S. Hande** Plot No. 12, Darave Gaon, Nr. Police Station, Sector 23, Nerul, Navi Mumbai – 400 706.	02229500	Diploma in Software Engineering	Experience of 10 years in Computer and Telecom industry.	18-Jan-2008

None of the above Director(s) is /are representatives of the Acquirer or associated / related with the Acquirer in any manner.

8.16 **Brief Financial Details of Target Company as follows:**

(Rs. in Lac except for other financial data)

Profit & Loss Account as on	**30/09/2010 Unaudited***	**31/03/2010 Audited**	**31/03/2009 Audited**	**31/03/2008 Audited**
Income from Operations	2.48	3.74	3.30	3.09
Other Income	-	-	-	-
Total Income	2.48	3.74	3.30	3.09
Total Expenditure	5.14	10.31	2.66	1.79
PBDIT	(2.66)	(6.57)	0.64	1.30
Depreciation	0.60	0.70	-	-
Interest	-	-	-	-
Profit/(Loss) Before Tax	(3.26)	(7.27)	0.64	1.30
Provision for Tax	-	2.25	0.20	0.40
Profit/(Loss) After Tax	**(3.26)**	**(5.02)**	**0.44**	**0.90**
Balance Sheet as at				
Sources of Funds				
Paid-up Share Capital	199.20	199.20	199.20	199.20
Reserves and Surplus (Excluding Revaluation Reserve)	8.07	11.33	16.36	15.91
Net worth	207.27	210.53	215.56	215.11
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Total	**207.27**	**210.53**	**215.56**	**215.11**
Uses of Funds				
Net Fixed Assets	4.59	5.19	-	-
Investments	-	-	-	-
Net Current Assets	202.68	203.09	215.56	215.11
Total Misc. expenditure not w/o	-	-	-	-
Deferred Tax Asset	-	2.25	-	-
Total	**207.27**	**210.53**	**215.56**	**215.11**
Other Financial Data				
Dividend (%)	-	-	-	-
Earning Per Share (Rs.)	(0.16)	(0.25)	0.02	0.04
Return on Net worth (%)	(1.57)	(2.38)	0.20	0.41
Book Value Per Share (Rs.)	10.41	10.56	10.82	10.79

**Unaudited figures are certified by the Statutory Auditors of the Target Company.*

Reasons for fall/rise in Total Income and Profit After Tax

- **Comparison between 2009-10 and 2008-09**

  Income for FY 2009-10 is Rs. 3.74 Lac as against Rs. 3.30 Lac for FY 2008-09 which includes income from interest and TDS. Profit / (Loss) after Tax for FY 2009-10 is Rs. (5.02) Lac as against Rs. 0.44 Lac for FY 2008-09 due to significant increase in administrative expenses and legal & professional charges incurred by the Target Company.

- **Comparison between 2008-09 and 2007-08**

  Income for FY 2008-09 is Rs. 3.30 Lac as against Rs. 3.09 Lac for FY 2007-08 which includes income from interest and TDS. Profit / (Loss) after Tax for FY 2008-09 is Rs. 0.44 Lac as against Rs. 0.90 Lac for FY 2007-08 due to increase of administrative expenses incurred by the Target Company.

Significant Accounting Policies adopted by the Target Company:

System of Accounting:

1. **Accounting Convention:** The Company follows the accrual basis of accounting in the preparation of accounts and recognized income and expenses on accrual basis. The accounts are prepared on the historical cost basis as a going concern basis and are consistent with generally accepted accounting principles; and comply in all material respects with the mandatory Accounting Standards issued by the Institute OF Chartered Accountants of India (ICAI) and relevant provision of the Companies Act, 1956

2. **Revenue Recognition:** Items of income and expenditures are recognised on accrual basis except where the receipt of the income is uncertain. Profit and Loss on the transactions in futures and options are accounted for on transactions date; unrealized gains on future contracts at year end are reversed in the profit and loss account and credited to mark and market equity future.

3. **Accounting for Taxes on Income:**
   i. Current tax is determined as the amount of tax payable in respect of taxable income for the year.
   ii. Deferred tax is recognised on timing differences; being the difference between taxable incomes and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is a reasonable certainty of its realisation.

Contingent Liability as on March 31, 2010: Nil

8.17 **Pre and Post Offer Shareholding Pattern of the WOOLITE as on date is and shall be as follows:**

Shareholders' Category as on date	Shareholding & voting rights prior to the agreement /acquisition and offer		Shares / voting rights agreed to be acquired which triggered off the Regulations		Shares/ voting rights to be acquired in open offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and offer	
	A		B		C		A+B+C=D	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group								
a) Parties to the agreement if any	12,48,970	62.70	(9,80,000)	(49.20)	NA	NA	2,68,970#	13.50#
b) Promoter other than above	NA	NA	NA	NA	NA	NA	NA	NA
Total 1 (a+b)	**12,48,970**	**62.70**	**(9,80,000)**	**(49.20)**	**0**	**0**	**2,68,970**	**13.50**
(2) Acquirer								
a) Main Acquirer	0	0	9,80,000	49.20	3,98,400	20.00	13,78,400	69.20
b) PACs	NA	NA	NA	NA	NA	NA	NA	NA
Total 2 (a+b)	**0**	**0**	**9,80,000**	**49.20**	**3,98,400**	**20.00**	**13,78,400**	**69.20**
(3) Parties to agreement other than 1 (a) & (b)	NA	NA	NA	NA	NA	NA	NA	NA
(4) Public (other than parties to the agreement, acquirer & PACs								
a) FIs/MFs/FIIs/Banks	0	0	0	0	(3,98,400)	(20.00)	3,44,630	17.30
b) Bodies Corporate	1,09,256	5.48	0	0				
c) Clearing Members	0	0	0	0				
d) NRIs	0	0	0	0				
e) Indian Public	6,33,774	31.82	0	0				
Total (4) (a+b+c+d+e)	**7,43,030**	**37.30**	**0**	**0**	**(3,98,400)**	**(20.00)**	**3,44,630**	**17.30**
Grand Total (1+2+3+4)	**19,92,000**	**100.00**	**0**	**0.00**	**0**	**0.00**	**19,92,000**	**100.00**

NA stands for Not Applicable

The residual holding of the promoter will be categorized under the public category.

8.18 **Status of Corporate Governance**

The Clause 49 of the Listing Agreement is not applicable to the Target Company since the total paid up capital of the Target Company is below Rs. 300.00 Lac.

8.19 **Status of Pending Litigation as on date of the Letter of Offer**

There is no pending litigation against the Target Company as on date of this Letter of Offer.

8.20 **Details of Compliance Officer of the Target Company as follows:**

Mr. Praful S. Hande
Address: E-18, Everest Building, 6th Floor, Tardeo, Mumbai – 400 034, India.
Tel. No.: +91-22-23531504; Fax No. +91-22-23520490;
Email: woolitemercantile@gmail.com

9. OFFER PRICE AND ITS JUSTIFICATION

9.1. The equity shares of the Target Company are listed on BSE only. Based on the information available, the equity shares of the Target Company, within the meaning of Regulation 20(4) of the Regulations, are frequently traded on BSE only.

Name of the Stock Exchange	Total number of shares traded during the 6 calendar months prior to the month in which PA was made	Total Number of Listed Shares	Annualized Trading Turnover (in terms of % to Total Listed Shares)
BSE	10,33,324*	19,92,000	103.75

Source: www.bseindia.com
* inclusive of 9,80,000 equity shares acquired under SPA via bulk deal.

9.2. The Offer Price of Rs. 33/- (Rupees Thirty Three only) per share has been justified in terms of Regulation 20(4) of the Regulations applicable to frequently traded shares.

Sr. No.	Particulars		Rupees per share
(a)	Negotiated price under the Shares Purchase Agreement		₹ 25.35
(b)	Highest price paid by the Acquirer 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.		NA
(c)	The average of the weekly high and low of closing prices of the shares during 26 weeks period preceding the Date of Public Announcement		₹ 32.97
(d)	The average of the daily high and low of the prices of the shares during two weeks period preceding the Date of Public Announcement		₹ 26.00
(e)	**Other Parameters**	**30/09/2010 (Unaudited)#**	**31/03/2010 (Audited)**
i.	Return on Networth (in %) i.e. (Profit after Tax/Networth) X 100	Negative	Negative
ii.	Book Value i.e. Networth/Total number of outstanding shares	₹ 10.41*	₹ 10.56
iii.	Earnings Per Share i.e. Profit after Tax/Total number of outstanding shares	Negative	Negative

*Not annualised; #Certified by the Auditors of WOOLITE

9.3. In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 33/- (Rupees Thirty Three Only) per Share being higher than the highest of the prices mentioned above is justified in terms of Regulation 20(4) and 20(11) of the Regulations.

9.4. The details of the average of the weekly high and low of the closing prices and volume of the Shares of the Target Company on BSE for the 26-week period prior to the date of the Public Announcement are as under:

Weeks	From	To	Volume	Closing High	Closing Low	Average
1	03-Sep-10	09-Sep-10	5,992	34.80	28.70	31.75
2	10-Sep-10	16-Sep-10	12,466	38.30	34.70	36.50
3	17-Sep-10	23-Sep-10	180	33.10	33.00	33.05
4	24-Sep-10	30-Sep-10	90	31.50	31.50	31.50
5	01-Oct-10	07-Oct-10	9,874	33.00	31.40	32.20
6	08-Oct-10	14-Oct-10	10,998	33.90	31.00	32.45
7	15-Oct-10	21-Oct-10	97	29.50	28.50	29.00
8	22-Oct-10	28-Oct-10	1,106	31.35	29.90	30.63
9	29-Oct-10	04-Nov-10	646	36.80	32.00	34.40
10	05-Nov-10	11-Nov-10	1,758	39.00	38.60	38.80
11	12-Nov-10	18-Nov-10	10	39.00	39.00	39.00
12	19-Nov-10	25-Nov-10	32	42.50	40.60	41.55
13	26-Nov-10	02-Dec-10	6	42.25	40.40	41.33
14	03-Dec-10	09-Dec-10	205	40.15	40.15	40.15
15	10-Dec-10	16-Dec-10	No Trade	No Trade	No Trade	No Trade
16	17-Dec-10	23-Dec-10	No Trade	No Trade	No Trade	No Trade
17	24-Dec-10	30-Dec-10	No Trade	No Trade	No Trade	No Trade
18	31-Dec-10	06-Jan-11	No Trade	No Trade	No Trade	No Trade
19	07-Jan-11	13-Jan-11	No Trade	No Trade	No Trade	No Trade
20	14-Jan-11	20-Jan-11	No Trade	No Trade	No Trade	No Trade
21	21-Jan-11	27-Jan-11	5,150	38.15	34.45	36.30
22	28-Jan-11	03-Feb-11	285	32.75	26.75	29.75
23	04-Feb-11	10-Feb-11	3,965	25.45	24.20	24.83
24	11-Feb-11	17-Feb-11	388	25.40	25.40	25.40
25	18-Feb-11	24-Feb-11	75	24.15	24.15	24.15
26	25-Feb-11	03-Mar-11	980,951	27.90	25.35	26.63
			1,034,274	**Average Price**		**32.97**

(Source: www.bseindia.com)

9.5. The details of the average of the daily high and low prices and volume of the Target Company on BSE for the 2-week period prior to the date of the Public Announcement are as under:

Days	Date	Volume	Daily High	Daily Low	Average
1	18-Feb-11	No Trade	No Trade	No Trade	No Trade
2	21-Feb-11	No Trade	No Trade	No Trade	No Trade
3	22-Feb-11	No Trade	No Trade	No Trade	No Trade
4	23-Feb-11	No Trade	No Trade	No Trade	No Trade

5	24-Feb-11	75	24.15	24.15	24.15
6	25-Feb-11	980,000	25.35	25.35	25.35
7	28-Feb-11	No Trade	No Trade	No Trade	No Trade
8	01-Mar-11	950	26.60	26.60	26.60
9	02-Mar-11	Holiday	Holiday	Holiday	Holiday
10	03-Mar-11	1	27.90	27.90	27.90
		981,026	**Average Price**		**26.00**

(Source: www.bseindia.com)

9.6. Non-compete Fee

The Acquirer has not entered into any agreement for payment of non-compete fee and has not made payment in this regard.

9.7. Based on the above and in the opinion of the Manager to the Offer and the Acquirer, the Offer Price is justified in terms of the Regulation 20(11).

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

9.9. If the Acquirer acquires 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.

10. FINANCIAL ARRANGEMENTS

10.1. The Acquirer has adequate resources to meet the financial requirements of the offer in terms of Regulation 16 (xiv) of the Regulations.

10.2. The total fund requirement for the Offer is ₹ 1,31,47,200/- (Rupees One Crore Thirty One Lac Forty Seven Thousand and Two Hundred only). In accordance with Regulation 28 of the Regulations, the Acquirer has opened an Escrow Account in the name and style as "**Seema A Pathak – Woolite – Escrow A/c**" bearing Account No. 0152-BH0417-050 with IndusInd Bank Limited ("**Escrow Bank**"), Branch: Manratna Business Park, Junction of Tilak Road and Derasar Lane, Opp. Food Spot, Ghatkopar (East), Mumbai – 400 077 and made a deposit of ₹ 35,00,000/- (Rupees Thirty Five Lac only) in the account, being more than 25% of the total consideration payable to the shareholders under the Offer. A lien has been marked on the said Escrow Account in favour of the Manager to the Offer by the Escrow Bank. The Manager to the Offer has been solely authorised by the Acquirer to operate and realise the value of Escrow Account in terms of the Regulations.

10.3. In terms of Regulation 16 (xiv) of the Regulations, it is confirmed that the Acquirer has adequate resources and have made firm financial arrangements to meet their offer obligations in full. The financial obligations of the Acquirer under the Offer have been fulfilled through internal resources of the Acquirer and no borrowings from Banks or Financial Institutions is envisaged.

10.4. The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of her own Networth and no borrowings from any Bank and/or Financial Institutions is envisaged. Mr. Jayesh S. Vora (Membership No. 041681); Chartered Accountant having his office at E-1002, Marathon Cosmos, LBS Marg, Mulund (West), Mumbai - 400 080. Tel. No. +91-22-40244542; Email: jayeshvora123@gmail.com has certified vide Certificate dated February 28, 2011 that on the basis of necessary information and explanation given by the Acquirer and on the verification of their assets, liabilities, and the requirement of the funds, the Acquirer has adequate resources to fulfil the obligations under this Offer in full.

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

10.6. Based on above, the Manager to the Offer is satisfied about the ability of the Acquirer 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.

11. TERMS AND CONDITIONS OF THE OFFER

OPERATIONAL TERMS AND CONDITIONS

11.1. 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 in the Target Company.

11.2. The acceptance of the Offer is entirely at the discretion of the equity Shareholders of WOOLITE and each Shareholder (except the Seller) of WOOLITE holding fully paid-up equity shares to whom this Offer is being made is free to offer his/her shareholding in WOOLITE, in whole or in part while accepting the Offer.

11.3. 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.

11.4. 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.

11.5. 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 centres mentioned in Para 12.2 under "Procedure for Acceptance and Settlement" on or before June 22, 2011. If any change or modification is made in the Form of Acceptance, the same is liable to be rejected.

11.6. The Offer is not subject to any minimum level of acceptance. The Acquirer will acquire all the fully paid up equity shares of WOOLITE that are validly tendered and accepted in terms of this Offer upto 3,98,400 fully paid-up equity shares of Rs. 10/- each representing 20% of the paid up and voting capital of the Target Company. Thus, the Acquirer will proceed with the Offer even if they are unable to obtain acceptance to the full extent of the equity shares of WOOLITE for which this Offer is made.

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

11.8. The Acquirer 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 WOOLITE are advised to adequately safeguard their interest in this regard.

11.9. 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 June 17, 2011.

11.10. If the aggregate of the valid responses to the Offer exceeds 3,98,400 fully paid up equity shares, then the Acquirer 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 of 100 equity shares.

11.11. Any change or modification related to the Offer will be notified in the form of an Announcement in the same newspapers in which the Public Announcement had appeared.

11.12. LOCKED IN SHARES

There are no equity shares of WOOLITE that are "locked-in" as on the date of the PA.

11.13. ELIGIBILITY FOR ACCEPTING THE OFFER

The Offer is made to all the equity shareholders (except the Seller) of WOOLITE whether registered or not who own the fully paid up equity shares anytime 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 WOOLITE at the close of business hours on the Specified Date i.e. March 18, 2011. Shareholders (except the Seller) holding fully paid equity shares of WOOLITE any time prior to the closure of the Offer are eligible to tender their equity shares in terms of this Offer.

11.14. STATUTORY APPROVALS

As on date of this Letter of Offer, no statutory approvals are required to acquire shares tendered pursuant to this Offer. If non-resident shareholders, overseas corporate bodies and foreign shareholders had required any RBI approval in respect of any equity shares held by them in the Target Company; they will be required to submit their previous RBI approvals that they would have obtained for holding the equity shares of the Target Company. In case such permissions are not submitted, the Acquirer reserves the right to reject such equity shares tendered in the Open Offer.

11.15. The Acquirer has also received SEBI's observations in terms of proviso of Reg. 18(2) of the Regulations vide their letter no. [.] dated [.] to implement the Offer.

11.16. To the best of the knowledge of the Acquirer, as on the date of this Letter of Offer, there are no statutory approvals required to implement the Offer. If any other statutory approvals become applicable, the Offer would also be subject to such statutory approvals. The Acquirer, in terms of Regulation 27 of SEBI (SAST) Regulations, will not proceed with the Offer in the event the statutory approvals indicated above are refused.

11.17. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to shareholders of WOOLITE, subject to Acquirer 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 willful default or neglect or inaction or non-action by the Acquirer 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.

11.18. To the best of their knowledge, the Acquirer does not require any approvals from financial institutions or banks for the Offer.

12. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

12.1. The Acquirer has appointed **Purva Sharegistry (India) Private Limited** as Registrar to the Offer. Therefore, the Form of Acceptance-cum-Acknowledgement along with all the relevant documents shall be sent only to the Registrar to the Offer. No documents should be sent to the Acquirer, WOOLITE or the Manager to the Offer.

12.2. All eligible owners of fully paid equity shares of WOOLITE, registered or unregistered who wish to avail and accept the Offer can hand deliver or by way of Registered Post of the Form of Acceptance-cum-Acknowledgement along with all the relevant documents on all working days at the below mentioned collection centre during its working hours. The collection centre will be remain closed on Sundays and Public Holidays.

Address of Collection Centre	Contact Person, Contact Numbers, Fax No., Email and Website	Mode of Delivery, Days & Timings
Purva Sharegistry (India) Pvt. Ltd. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400 011.	**Mr. V. B. Shah** Tel. No.: +91-22-23016761 Fax. No.: +91-22-23012517 E-mail: busicomp@vsnl.com Web: www.purvashare.com	Hand Delivery / Registered Post Monday to Friday from 11 am to 4 pm except public holidays

12.3. **Procedure for equity shares held in demateralised form**

❖ **Beneficial Owners should enclose:**

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose names appear in the beneficiary account and in the same order therein. The Form of Acceptance has to be tendered by the beneficial holder of equity shares only. In case of non-receipt of the aforesaid documents, but receipt of the equity shares in the Special Depository Account, the Offer shall be deemed to be accepted.

- A photocopy or counterfoil of the Delivery Instructions in "Off-market" mode, duly acknowledged by the beneficial owners depository participant and filled as per the details of the Special Depository Account given below.

- Shareholders desirous of participating in the 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 closing date 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 as per instructions given below:

Name of the Escrow Account	PSIPL Escrow A/c Woolite Open Offer
Depository Name	Central Depository Services (I) Limited ("**CDSL**")
Depository Participant (DP) Name	BCB Brokerage Private Limited
DP ID Number	10400
Beneficiary Account Number / Client ID	1201040000020703
ISIN	INE730E01016
Mode of Instruction	Off-Market

12.4. Shareholders who tender their equity shares in electronic form are requested to attach their respective counterfoils of the transaction duly stamped by their respective DPs along with the Form of Acceptance cum Acknowledgement which will be sent along with LOF to them. Shareholders of the Target Company having their beneficiary account with National Securities Depository Limited ("**NSDL**") shall use the inter-depository delivery instruction slip and send the same (duly stamped by their Depository Participants) for the purpose of crediting their equity shares in favour of the special depository account with CDSL.

❖ **Shareholders who have sent their equity share certificates for dematerialization should enclose:**

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein by the sole/joint equity shareholders whose name appears on the equity share certificate and in the same order and as per the specimen signature lodged with the Target Company.
- A copy of the dematerialisation request form duly acknowledged by the equity shareholders depository participant. Such equity shareholders should ensure that the credit of their equity shares tendered under Offer to the Special Depository Account is made on or before the date of closing of the Offer, otherwise the same are liable to be rejected. Alternatively, if the equity shares sent for dematerialisation are yet to be processed by the equity shareholders depository participants, the equity shareholders can withdraw their dematerialization request and tender the equity share certificates in the Offer as per procedure mentioned in this Letter of Offer.

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

12.5. **Procedure for equity shares held in physical form**

❖ **Registered shareholders of the Target Company should enclose:**

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the equity share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
- Original equity share certificate(s);
- Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures as mentioned above. Attestation, where required (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank. A blank share transfer form is enclosed along with this Letter of Offer.

In case of registered shareholder, non receipt of the aforesaid documents, but receipt of the share certificates and the duly completed transfer deed, shall be deemed that the Offer has been 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 the Target Company or are not in the same order, such equity shares are liable to be rejected under this Offer even if the Offer has been accepted by a *bona fide* owner of such equity shares.

❖ **Unregistered owners of equity shares of the Target Company should enclose:**

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein;
- Original equity share certificate(s);
- Original broker contract note;
- Valid share transfer deed(s) as received from the market. The details of buyer should be left blank failing which the same will be considered invalid under the Offer. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance.
- The acknowledgement received, if any, from the Target Company in case the equity shares have been lodged with the Target Company. Such persons should instruct the Target Company and its Registrar and Transfer agents to send the transferred share certificate(s) directly to the collection centres as mentioned in Para 12.2 above of this Letter of Offer. The applicant should ensure that the certificate(s) reach the designated collection centre before the date of closing of the Offer.

12.6. Unregistered owners can send their acceptance of the Offer in writing to the Registrar to the Offer at the collection centre as mentioned in Para 12.2 above of this Letter of Offer, on plain paper stating name, address, number of equity shares held, no. of equity shares offered, distinctive numbers, folio numbers, together with the original share certificate(s), valid transfer deeds in case of equity shares held in physical form. No indemnity is required from the unregistered owners. Unregistered owners if they so desire may also apply on the Form of Acceptance downloaded from the SEBI's website (www.sebi.gov.in).

12.7. Procedure to be adopted in case of non-receipt of the Letter of Offer

❖ **By equity shareholders holding equity shares in physical form**

In case of non-receipt of the Letter of Offer, eligible persons may send their acceptance of the Offer in writing to the Registrar to the Offer at the collection centre as mentioned in Para 12.2 above of this Letter of Offer, on plain paper stating their name, address, number of equity shares held, no. of equity shares offered, distinctive numbers, folio numbers together with the original share certificate(s), valid transfer deeds in case of equity shares held in physical form, so as to reach the Registrars to the Offer on or before the date of closing of the Offer.

Shareholders who have lodged their equity shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of equity shares. Shareholders who have sent their equity share certificates for dematerialisation should send a copy of the dematerialised request form duly acknowledged by their depository participant.

- **By equity shareholders holding equity shares in dematerialised form**

Beneficial Owners may send the acceptance of the Offer in writing to the Registrar to the Offer at the collection centre as mentioned in Para 12.2 above of this Letter of Offer, on plain paper, stating name, address, number of equity shares held, number of equity shares offered, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the beneficial owners depository participant, in favour of the Special Depository Account, the details of which are mentioned in Para 12.3 above of Offer.

Shareholders, having their beneficial account with NSDL have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the Special Depository Account with CDSL. No indemnity is required while sending the acceptance of the Offer on plain paper.

Shareholders not receiving the Letter of Offer, if they so desire, may also apply on the Form of Acceptance downloaded from SEBI web site (www.sebi.gov.in).

12.8. The shareholders should also provide all relevant documents, which are necessary to ensure transferability of the equity shares in respect of which the acceptance is being sent in connection with the Offer. Such documents may include, but are not limited to:

i. duly attested death certificate and succession certificate in case of single shareholder;
ii. duly attested Power of Attorney if any person apart from the shareholder has signed the Form of Acceptance and/or transfer deed(s);
iii. in case of companies, the necessary corporate authorization (including applicable resolutions, consents and approvals of the applicable governing bodies of such companies);
iv. any other relevant documentation.

12.9. The Registrar to the Offer will hold in trust the Form of Acceptance, equity share certificates, transfer deeds and other documents on behalf of the shareholders of the Target Company who have tendered in the Offer, until the cheques/drafts for the consideration and/or the unaccepted equity shares/equity share certificates are dispatched/returned, the Acquirer would not have access to these equity shares until such time.

12.10. The Acquirer shall accept all valid fully paid up equity shares tendered (except those which are withdrawn, within the date specified for withdrawal) up to the Offer Size. Equity shares will be acquired by the Acquirer free from lien, charges and encumbrances of any kind whatsoever and together with all the rights attached thereto including the right to dividend, bonus and rights issue thereafter.

12.11. If the number of equity shares tendered by the shareholders in connection with the Offer is more than the Offer Size, the acquisition from each shareholder will be as per Regulation 21(6) of the Regulations, on a proportionate basis in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that, acquisition of equity shares from a shareholder, shall not be less than the minimum marketable lot of 100 equity shares or the entire holding, if it is less than the marketable lot.

12.12. The consideration for the equity shares of the Target Company accepted by the Acquirer will be paid by crossed account payee cheques/demand drafts. Such cheques/demand drafts exceeding Rs. 1,500 or unaccepted equity share certificates, transfer deeds and other documents, if any, will be returned by registered post/speed post at the shareholders'/unregistered owners' sole risk, to the sole/first shareholder/unregistered owner. Cheques/demand drafts for Rs. 1,500 or less will be sent under certificate of posting. All cheques/demand drafts will be drawn in the name of the first holder, in case of joint registered holders.

12.13. In case of dematerialised equity shares, the equity shares would reside in the Special Depository Account as mentioned above. The Registrar to the Offer will debit the Special Depository Account to the extent of payment of consideration made by the Acquirer and give instructions for the credit to the beneficial account of the Acquirer. The equity shares held in dematerialised form to the extent not accepted as a result of non-payment/part payment of consideration by the Acquirer under the Offer will be released to the beneficial owner's depository account with the respective beneficial owners depository participant as per details furnished by the beneficial owner in the Form of Acceptance, at the sole risk of the beneficial owners.

12.14. In terms of Regulation 22(5A) of the Regulations, shareholders desirous of withdrawing their acceptance tendered by them in the Offer, may do so up to three working days prior to the date of closing of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrars to the Offer at any of the collection centre mentioned above as per the mode of delivery indicated therein on or before June 17, 2011.

12.15. The withdrawal option can be exercised by submitting the following:

❖ **For equity shares held in demat form**

Beneficial owners should enclose:

- Duly signed and completed Form of Withdrawal accompanying this LOF. The signature(s) should be attested by the depository participant.
- Acknowledgement slip in original/copy of the submitted Form of Acceptance submitted by registered post.
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the depository participant.

❖ **For equity shares held in physical form:**

Registered shareholders should enclose:

- Duly signed and completed Form of Withdrawal accompanying this LOF.
- Acknowledgement slip in original/copy of the submitted Form of Acceptance submitted by registered post.
- 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 the Target Company and duly witnessed at the appropriate place.

Registered shareholders should enclose:

- Duly signed and completed Form of Withdrawal accompanying this LOF.
- Acknowledgement slip in original/copy of the submitted Form of Acceptance submitted by registered post.
- 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 the Target Company and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal.
- Acknowledgement slip in original/Copy of the submitted Form of Acceptance submitted by registered post.

12.16. In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

- In case of physical equity shares: name; address; distinctive numbers; folio number, number of equity shares tendered and to be withdrawn;
- In case of dematerialized equity shares: name; address; number of equity shares offered and number of equity shares to be withdrawn; DP name; DP ID; beneficiary account number and a photocopy of the delivery

instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the Special Depository Account;

- Acknowledgement slip in original/Copy of the submitted Form of Acceptance submitted by registered post.
- The withdrawal of equity shares will be available only for the share certificates/shares that have been received by the Registrar to the Offer/credited to Special Depository Account.
- The intimation of returned equity shares to the Shareholders will be at the address as per the records of the Target Company /Depository as the case may be.
- The Form of Withdrawal should be sent only to the Registrar to the Offer.
- In case of partial withdrawal of equity shares tendered in physical form by the registered shareholder, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from the Target Company.
- The equity shares withdrawn by the Shareholders would be returned by registered post.

12.17. **Payment Consideration**

Payment to those shareholders whose certificates and/or other documents are found valid and in order and are approved by Manager and Registrar will be paid by way of a crossed account payee Cheque/Demand Draft/Pay Order through Direct Credit (DC)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/National Electronic Clearing Services (NECS)/ Electronic Clearing Services (ECS). Shareholders who opt for receiving consideration through DC/NEFT/RTGS/NECS/ECS are requested to give the authorisation for the same in the Form of Acceptance cum Acknowledgement and enclosed a photocopy of cheque along with form of Form of Acceptance cum Acknowledgement. The consideration to the shareholders will be paid as per the option selected by the shareholders while providing their bank account details mentioned in the Form of Acceptance cum Acknowledgement.

12.18. Mode of making Payment to the Shareholders whose shares are accepted in the Open Offer

Electronic Clearing System ('ECS') – Payment would be done through ECS for Shareholders having an account at any of the following 68 centers: Ahmedabad, Bangalore, Bhubaneshwar, Kolkata, Mumbai, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram (managed by RBI); Baroda, Dehradun, Nashik, Panaji, Surat, Trichy, Trichur, Jodhpur, Gwalior, Jabalpur, Raipur, Calicut, Siliguri (Non-MICR), Pondicherry, Hubli, Shimla (Non-MICR), Tirupur, Burdwan (Non-MICR), Durgapur (Non-MICR), Sholapur, Ranchi, Tirupati (Non-MICR), Dhanbad (Non-MICR), Nellore (Non-MICR) and Kakinada (Non-MICR) (managed by State Bank of India); Agra, Allahabad, Jalandhar, Lucknow, Ludhiana, Varanasi, Kolhapur, Aurangabad, Mysore, Erode, Udaipur, Gorakpur and Jammu (managed by Punjab National Bank); Indore (managed by State Bank of Indore); Pune, Salem and Jamshedpur (managed by Union Bank of India); Visakhapatnam (managed by Andhra Bank); Mangalore (managed by Corporation Bank); Coimbatore and Rajkot (managed by Bank of Baroda); Kochi/Ernakulum (managed by State Bank of Travancore); Bhopal (managed by Central Bank of India); Madurai (managed by Canara Bank); Amritsar (managed by Oriental Bank of Commerce); Haldia (Non-MICR) (managed by United Bank of India); Vijaywada (managed by State Bank of Hyderabad); and Bhilwara (managed by State Bank of Bikaner and Jaipur). This mode of payment would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment through ECS is mandatory for Shareholders having a bank account at any of the abovementioned 68 centers, except where the Shareholder, being eligible, opts to receive payment through direct credit or RTGS.

Direct Credit ('**DC'**) – Shareholders having bank accounts with the Escrow Banker, as mentioned in the Acceptance cum Acknowledgement Form, shall be eligible to receive payments through direct credit. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirer.

Real Time Gross Settlement ('RTGS') – Shareholders having a bank account at any of the abovementioned 68 centres and whose amount exceeds Rs. 2.00 Lac, have the option to receive the payment through RTGS. Such eligible Shareholders who indicate their preference to receive payment through RTGS are required to provide the IFSC code in the Acceptance-cum-Acknowledgement Form. In the event the same is not provided, payment shall be made through ECS. Charges, if any, levied by the Escrow Bank for the same would be borne by the Acquirer. Charges, if any, levied by the Shareholder's bank receiving the credit would be borne by the Shareholder.

National Electronic Fund Transfer ('NEFT') – Payment shall be undertaken through NEFT wherever the Shareholder's bank has been assigned the Indian Financial System Code ('IFSC'), which can be linked to a MICR, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment will be made to the Shareholder through this method. The process flow in respect of payments by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.

For all other Shareholders, and those who have not updated their bank particulars with the MICR code, the payments will be despatched under certificate of posting for value upto Rs. 1,500 and through Speed Post/ Registered Post for payments above Rs. 1,500. Such payments will be made by cheques, pay orders or demand drafts drawn on the Escrow Bank and payable at par at places where acceptance forms are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Shareholders.

13. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the Shareholders of WOOLITE at the Office of Systematix Corporate Services Limited at J.K. Somani Building, 2nd Floor, Mumbai Samachar Marg, British Hotel Lane, Fort, Mumbai – 400 001 during the offer period from Monday to Friday except bank holidays till the Offer Closing date of the Offer between 10.00 a.m. to 5.00 p.m.

13.1. Certificate of Incorporation, Memorandum and Articles of Association of Woolite Mercantile Company Limited.

13.2. Certificates from Mr. Jayesh S. Vora (Membership No. 041681); Chartered Accountant about the Acquirer's Networth and having adequate resources to fulfill the total obligation under the Offer in full.

13.3. Annual Reports of Woolite Mercantile Company Limited for the financial years ended 31st March 2008, 31st March 2009, 31st March 2010 and unaudited financials as certified by the Statutory Auditors of the Target Company for the six months period ended on September 30, 2010.

13.4. A copy of the PA and Corrigendum published on March 4, 2011 and May 24, 2011 respectively.

13.5. Escrow Account Details opened with IndusInd Bank Limited, Branch: Manratna Business Park, Junction of Tilak Road and Derasar Lane, Opp. Food Spot, Ghatkopar (East), Mumbai – 400 077 and availability of Cash deposit of Rs. 35.00 Lac (Rupees Thirty Five Lac only) in the said account, being more than 25% of the total consideration payable to the shareholders under the Offer.

13.6. A Copy of letter bearing reference number CFD/DCR/TO/DA/16273/11 dated May 20, 2011 received from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

13.7. A Copy of Share Purchase Agreement dated February 25, 2011 between the Acquirer and the Seller.

13.8. Memorandum of Understanding between the Acquirer and the Manager to the Offer.

13.9. Memorandum of Understanding between the Acquirer and the Registrar to the Offer.

13.10. Memorandum of Understanding between the Acquirer, Escrow Banker and the Manager to the Offer.

14. DECLARATION

14.1. I 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.

14.2. I am responsible for ensuring compliance with the Regulations. All information contained in this document is true and correct as on date of the Public Announcement, unless stated otherwise.

14.3. I 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.

By the Acquirer

Sd/-
Seema Alok Pathak

Date: May 25, 2011
Place: Mumbai.

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

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FORM OF ACCEPTANCE – CUM – ACKNOWLEDGEMENT

(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)

OFFER OPENS ON: June 3, 2011 (Friday)
OFFER CLOSES ON: June 22, 2011 (Wednesday)

Shareholder(s) Details:

Name: ____

Full Address:____

____

Dist.:______________________**State:** ____________________; **Pin Code:** ______________

Tel. No. with STD Code: ______________________; **Mobile No.**______________________

Fax No. with STD Code: ______________________; **Email:**______________________

To,
Purva Sharegistry (India) Private Limited
9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg, Lower Parel (East),
Mumbai - 400 011.

Sub.: Open Offer to purchase 3,98,400 Equity Shares of WOOLITE representing 20% of the Equity & Voting Capital at a price of Rs. 33/- (Rupees Thirty Three Only) per Equity Share by Mrs. Seema Alok Pathak under SEBI (SAST) Regulations.

Dear Madam/Sir,

I/We refer to the Letter of Offer dated May 25, 2011 for acquiring the Equity Shares held by me/us in WOOLITE.

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

For Equity Shares held in Physical Form:

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

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

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

I/We note and understand that the original Equity 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 Acquirer pay the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

--**Tear along line**--

Woolite Mercantile Company Limited – Open Offer [Acknowledgement Slip]

Received from Mr./Ms./Mrs.____

Folio No. ________________Form of Acceptance cum Acknowledgement,______________Number of certificate for ____________________Equity Shares.

Stamp of Collection Centre	Signature of Official	Date of Receipt

For Equity Shares held in Demat Form:

I/We hold Equity Shares in demat form and accept the Offer and enclosed photocopy of the Delivery Instruction duly acknowledged by my/our DP in respect of my/our Equity Shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares

I/We have done an off market transaction for crediting the Equity Shares to the Escrow Account opened with CDSL named "**PSIPL Escrow A/c Woolite Open Offer**". Shareholders whose Equity Shares are held in beneficiary Account with NSDL have to use an "inter–depository delivery instruction slip" for the purpose of crediting their Equity Shares in favour of the Escrow Account with CDSL.

I/We note and understand that the Equity Shares would lie in the Escrow Account until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.

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

I/We authorize the Acquirer to accept the Equity Shares so Offered which he may decide to accept in consultation with the Registrar to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, Equity Share Certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof.

I/We authorize the Acquirer or the Registrar to the Offer to send by Registered Post/Courier the draft/cheque in settlement of the amount to the sole/first holder at the address mentioned below:

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

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. Please indicate the preferred mode of receiving the payment consideration. (Please (✓) tick at appropriate places)

1.) Electronic Mode: ( ) ***2.) Physical Mode: ( )***

Sr. No.	*Particulars required*	*Details*
i.	*Bank Name*	
ii.	*Complete Address of the Bank Branch*	
iii.	*Account Type*	**Current Account ( ) / Savings Account ( ) / Others ( )**
iv.	*Account No.*	
v.	*9 digit MICR Code (for ECS / DC)*	
vi.	*IFSC Code (for RTGS / NEFT)*	

Yours faithfully,

Signed & Delivered by	Full Name	Verified and Attested (by DP in case of Demat Shares and by Registrar in case of Physical Shares)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

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

Place:________________ Date:________________

Note: All future correspondence, if any should be addressed to the Registrar to the offer at

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

UNIT: WOOLITE MERCANTILE LIMITED – OPEN OFFER

9, SHIV SHAKTI INDUSTRIAL ESTATE,

J. R. BORICHA MARG, LOWER PAREL (EAST),

MUMBAI - 400 011.

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: June 3, 2011 (Friday)
	LAST DATE OF WITHDRAWAL: June 17, 2011 (Friday)
	OFFER CLOSES ON: June 22, 2011 (Wednesday)

Shareholder(s) Details:

Name: ____

Full Address:____

____

Dist.:______________________**State:** ____________________; **Pin Code:** ______________

Tel. No. with STD Code: ______________________; **Mobile No.**______________________

Fax No. with STD Code: ______________________; **Email:**______________________

To,
Purva Sharegistry (India) Private Limited
9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg, Lower Parel (East),
Mumbai - 400 011.

Sub.: Open Offer to purchase 3,98,400 Equity Shares of WOOLITE representing 20% of the Equity & Voting Capital at a price of Rs. 33/- (Rupees Thirty Three Only) per Equity Share by Mrs. Seema Alok Pathak under SEBI (SAST) Regulations.

Dear Madam/Sir,

I/We, the undersigned, have read the Letter of Offer dated May 25, 2011 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 Acquirer 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 Acquirer/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 June 17, 2011 by 4.00 pm.

I I/We note that the Acquirer /Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay/loss in transit for the Equity Shares held in physical form.

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

------------------------------------**Tear along line**------------------------------------

Woolite Mercantile Company Limited – Open Offer [Acknowledgement Slip]

Received from Mr./Ms./Mrs.____

Folio No. ______________Form of Withdrawal dated ______________________________

Stamp of Collection Centre	Signature of Official	Date of Receipt

For Equity Shares Tendered in Physical Form:

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

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

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

I/We note and understand the terms of withdrawal of acceptance and request you to return the original Equity Share Certificate(s) and valid Share transfer deed(s) will be held in trust for me/us by you and authorize you not to remit the consideration as mentioned in the Letter of Offer.

For Equity Shares Tendered in Demat Form:

I/We hold the following Equity Shares in demat form and tendered the Equity Shares in the Offer and had done an off market transaction for crediting the Equity Shares to the Escrow Account opened with CDSL named "**PSIPL Escrow A/c Woolite Open 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 Equity Shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Share

I/We hold the following Equity Shares in demat form and tendered the Equity Shares in the Offer and had done an off market transaction for crediting the Equity Shares to the Escrow Account opened with CDSL named "**PSIPL Escrow A/c Woolite Open Offer**".

I/We note that the Equity Shares will be credited back only to that Depository Account, from which the Equity Shares have been tendered and necessary standing instructions have been issued in this regard.

In case of dematerialized Equity Shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

I/We authorise the Acquirer to reject the Equity Shares so offered which he may decide in consultation with Registrar to the Offer and in terms of the Letter of Offer.

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

Yours faithfully,

Signed & Delivered by	Full Name	Verified and Attested (by DP in case of Demat Shares and by Registrar in case of Physical Shares)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

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

Place:________________ Date:________________

Note: All future correspondence, if any should be addressed to the Registrar to the offer at

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

UNIT: WOOLITE MERCANTILE LIMITED – OPEN OFFER

9, SHIV SHAKTI INDUSTRIAL ESTATE,

J. R. BORICHA MARG, LOWER PAREL (EAST),

MUMBAI - 400 011.

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