

## LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This Letter of Offer is sent to you as shareholder(s) of Lalit Polymers & Electronics Limited. If you require any clarification about the action to be taken, you may please consult your stockbroker or investment consultant or the RR Investors Capital Services Pvt. Ltd. (Manager to the Offer) or the Registrar to the Offer. In case you have recently sold your equity shares in Lalit Polymers & Electronics Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal cum Acknowledgement and Transfer Deed(s) to the Purchaser of the Equity Shares or to the Member of Stock Exchange through whom the said sale was effected.*

#### OPEN OFFER BY

**B.S. Traders Pvt. Ltd. (Acquirer) along with Alok Fintrade Pvt Ltd & Landmark Dealers Pvt Ltd  
(PAC, collectively called as Acquirers),**

**Registered Office: D-83, Gulmohar Park, New Delhi –110 049**

**Corporate Offices: A 9A, Green Park Main, New Delhi-110016; Tel: 91-11-26961849**

**Email: ldpvlimited@gmail.com**

To

**Acquire 12,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Share Capital and resultant Voting Rights of "Target Company" at an Offer price of Rs. 7/- (Rupees Seven Only) per fully paid up equity share payable in cash.**

Of

**LALIT POLYMERS & ELECTRONICS LIMITED**



Registered Office: **D-2, M.I.D.C Area Jejuri, Purandhar Taluka, District-Pune, Pin - 412 303 (Maharashtra) Tel: 02115-253110**

Pursuant to the Regulation 10 &12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof.

#### ATTENTION

1. The offer is not a conditional offer.
2. Approval for transfer of shares of a company registered in India by a Non-Resident to a person resident in India is required. The Acquirer shall apply for approval from RBI for transfer of shares in their names in due course after successful completion of the Offer.
3. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the offer i.e. **Friday, 4th September 2009.**
4. If there is any upward revision in the Offer Price by the Acquirer upto seven working days prior to the date of closure i.e. **Monday, 31st August 2009** the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revision in the Offer Price would be payable for all the equity shares tendered any time during the Offer Period.
5. As on the date of PA, to the best of the Acquirer's knowledge no other statutory Approval are required to be obtained for the purpose of this Open Offer other than mentioned under Point 10.2 below.
6. If there is a Competitive Bid: The Public Offers under all the subsisting bids shall close on the same date.
7. As the Offer Price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.
8. A copy of Public Announcement, Letter of Offer, Form of Acceptance-cum- Acknowledgement and Form of Withdrawal are also available on SEBI's web-site: [www.sebi.gov.in](http://www.sebi.gov.in)

**All future correspondence if any, should be addressed to the Manager / Registrar to the Offer at the following addresses :**

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p><b>RR Investors Capital Services Pvt. Ltd.</b> (SEBI REGN No: INM 000007508) 47 MM Road (Rani Jhansi Marg) Jhandewalan, New Delhi-110 055 <b>Contact Person: Mr. Ravi Sharma</b> Phone No.: 011-23636363/62 Fax No.: 011-23636745 E-Mail : raviksharma@rrfcl.com</p>	 <p><b>Beetal Financial &amp; Computer Services Pvt. Ltd.</b> (SEBI REGN No INR 000000262) 99, Madangir, New Delhi-110 062 <b>Contact Person: Mr. Punit Gupta</b> Phone No :011-29961281-283 Mobile: 91 9810186621 Fax :011-29961284 Email:beetal@rediffmail.com</p>
<b>OFFER OPENS: Friday, 21st August 2009</b>	<b>OFFER CLOSES ON: Wednesday, 9th September 2009</b>

**FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 11 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. [17] TO [20])**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT AND FORM OF WITHDRAWAL ARE ENCLOSED WITH THIS LETTER OF OFFER.**

#### SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Activity	Original Schedule Day & Date	Revised Schedule Day & Date
Date of Public Announcement	Thursday, 21st May 2009	Thursday, 21st May 2009
Specified date	Friday, 19th June 2009	Friday, 19th June 2009
Last date for a Competitive Bid	Thursday, 11th June 2009	Thursday, 11th June 2009
Date by which Letter of Offer to be dispatched to shareholders	Thursday, 25th June 2009	Monday, 17th August 2009
Date of Opening the Offer	Thursday, 10th July 2009	Friday, 21st August 2009
Last date for revising the offer price/number of shares.	Monday, 20th July 2009	Monday, 31st August 2009
Last date for withdrawal of acceptance form	Friday, 24th July 2009	Friday, 4th September 2009
Date of Closing the Offer	Wednesday, 29th July 2009	Wednesday, 9th September 2009
Date of communicating Rejections/ Acceptance and payment of consideration for the offer	Thursday, 13th August 2009	Thursday, 24th September 2009

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## DEFINITIONS

1.	Acquirer or The Acquirers / Acquirer & PAC	B.S. Traders Pvt. Ltd. (BSTPL), Alok Fintrade Pvt. Ltd. (AFTPL) Landmark Dealers Pvt. Ltd. (LDPL)
2.	BSE	Bombay Stock Exchange Limited
3.	ASE	The Ahmedabad Stock Exchange Limited
4.	DRS	Debt Restructuring Scheme
5.	FEMA	Foreign Exchange Management Act, 1999
6.	Form of Acceptance	Form of Acceptance cum Acknowledgement
7.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
8.	LOO or Letter of Offer	Offer Document
9.	Manager to the Offer or, Merchant Banker	RR Investors Capital Services Pvt. Ltd.
10.	Negotiated Price	Rs.7/-(Rupees Seven Only) per fully paid-up equity share of face of Rs.10/- each
11.	Offer or The Offer	12,00,000 Equity shares of Rs. 10/- each representing 20% of the total Equity share Capital and resultant voting capital of Target Company.
12.	Offer Price	Rs. 7/- (Rupees Seven Only) per fully paid equity share
13.	P / E	Price Earning Ratio is market price of Equity Share divided by Earning per Share
14.	Persons eligible to participate in the Offer	Registered shareholders of Lalit Polymers & Electronics Limited and unregistered shareholders who own the equity shares of Lalit Polymers & Electronics Limited any time prior to the Offer closure other than the Parties to SPA i.e. Acquirer & the Sellers.
15.	Public Announcement or “PA”	Announcement of the Open Offer by The Acquirer, which appeared in the newspapers on 21st May, 2009
16.	RBI	Reserve Bank of India
17.	Registrar or Registrar to the Offer	Beetal Financial & Computer Services Pvt Ltd
18.	SEBI (SAST) Regulations, 1997/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
19.	SEBI Act	Securities and Exchange Board of India Act, 1992
20.	SPA	Share Purchase Agreement
21.	Specified Date	Friday, 19th June 2009
22.	Sellers / Target Company/LPEL	Lalit Polymers & Electronics Limited
23.	AIL and KSGML	A Infrastructure Ltd and Kanoria Sugars and General Manufacturing Co. Ltd.

## 1. RISK FACTORS

- i. In the event SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of Target Company, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirer, may be delayed.
- ii. The Acquirer intends to make an offer for 20% of the Total Equity Share Capital and resultant voting capital amounting to 12,00,000 equity shares of Lalit Polymers & Electronics Ltd. under the SEBI (SAST) Regulations, 1997. Further, the shares tendered in the offer will lie to the credit of a designated escrow account, till the completion of the offer formalities. Accordingly, the Acquirer makes no assurance with respect to any decision by the shareholders on whether or not to participate in the Offer.
- iii. The Target Company has not been complying with some of the requirements of the listing agreement with all the stock exchanges where it is listed.
- iv. The Target Company has not fully complied with the provisions of Chapter II of SEBI (SAST), Regulations, 1997. Also, the Target Company had not availed the benefit under SEBI Regularization Scheme, 2002.
- v. The Acquirer and PAC are unlisted companies.
- vi. Litigations Involving Group Companies: There are 59 legal cases involving A Infrastructure Ltd. with ascertainable liability of Rs.1133.46 Lacs and 94 cases pending where Kanoria Sugar & Gen. Mfg. Co. Ltd is involved with ascertainable liability of Rs.420.67 lacs.

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of LPEL or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of Target Company are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

## 2. DISCLAIMER CLAUSE

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF LALIT POLYMERS & ELECTRONICS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES ARE 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 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 DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, RR INVESTORS CAPITAL SERVICES PVT LTD HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JUNE 2, 2009 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.**

## 3. DETAILS OF THE OFFER

### 3.1. Background of the Offer

- 3.1.1. This open offer (the "Open Offer") is being collectively made by M/s B.S. Traders Pvt. Ltd (Acquirer), and Alok Fintrade Pvt. Ltd & Landmark Dealers Pvt Ltd (PAC and collectively called as the "Acquirers") to the equity shareholders of Lalit Polymers & Electronics Limited ("Target Company"), pursuant to Regulation 10 and Regulation 12 of SEBI (SAST) Regulations, 1997 in relation to the substantial acquisition of shares or voting rights with change in control and management of "Target Company".
- 3.1.2. The Acquirer and PAC through Mr. Rakesh Saxena s/o Late Shri Jag Mohan Saxena, their duly authorized Person holding power of attorney, have entered into a Share Purchase Agreements ("SPA") on 15th May 2009 to acquire an aggregate of 30,29,696 (Thirty Lacs Twenty Nine Thousand Six Hundred and Ninety Six Only) (50.50%) fully paid up equity shares of Rs.10/- each representing of the total issued, subscribed, paid up capital and voting rights of LPEL, from the Promoters, Co Promoters, Promoter Group of LPEL and Sanman Coatings Pvt Ltd., (Collectively referred to as "Sellers" collectively owning /representing 53.31% of the total paid up Equity Shares of the Target Company) at a price of Rs.7.00 (Rupees Seven Only) per fully paid up equity share payable in cash ("Negotiated Price"). The total consideration for the shares acquired as mentioned above is Rs. 2,12,07,872.00 (Rs Two Crores Twelve Lacs Seven Thousand Eight Hundred and Seventy Two Only). The Sellers belong to the Promoter Group and Co-Promoter/Investors (PAC) of LPEL.

Sr. No.	Name of Sellers	No. of Shares Sold	% of Shares Sold
1	Sunder H. Bajaj	480000	8.00%
2	Manoj Chabria	214850	3.58%
3	Nitya Motwani	408360	6.81%
4	Meenu Manglani	358350	5.97%
5	Shamsunder J. Chabria	350100	5.84%
6	Lalita S. Chabria	290390	4.84%
7	Sanjay S. Chabria	308066	5.13%
8	Sweta Motwani	262350	4.37%
9	Sanman Coatings Pvt. Ltd	357230	5.95%
	<b>Total</b>	<b>3029696</b>	<b>50.50%</b>

The total consideration for the shares acquired as mentioned above is Rs 2,12,07,872/- (Rupees Two Crore Twelve Lac Seven Thousand and Eight Hundred Seventy Two Only).

- 3.1.3 After various discussions and analysis, the ACQUIRER COMPANIES and the SELLERS have mutually agreed for a consideration of Rs. 7/- (Rupees Seven Only) per share for equity shares of Rs 10/- each fully paid up. Acquirer companies and the Sellers hereto confirm that the price aforementioned is a negotiated price and is not based on any market price since the shares of the company have not been traded on the Bombay and Ahmedabad Stock Exchange for more than five years.
- 3.1.4 Furthermore, it has been mutually agreed between the ACQUIRER COMPANIES and the SELLERS that all assets and liabilities (present, past as well as future) of the TARGET COMPANY shall be the sole responsibility of the ACQUIRER COMPANIES only.
- 3.1.5 Neither the Acquirer, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- 3.1.6 Acquirers have not acquired any equity shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.
- 3.1.7 The Acquirers may be entitled to appoint its Directors on the "Board of Directors" of Target Company after a period of 21 days from the date of the PA in terms of Regulation 22(7) of SEBI (SAST), Regulations, 1997.

### 3.2 Details of the proposed Offer

- 3.2.1 The Acquirer has made a Public Announcement, which was published on 21st May, 2009 in the following newspapers in accordance with the Regulation 15 of SEBI (SAST) Regulations, 1997.

Publication	Editions
Financial Express	English—All Editions
Jansatta	Hindi—All Editions
Navshakti	Marathi—Mumbai Edition

The Public Announcement is also available on the SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in)

- 3.2.2 The Acquirers intend to make an Open Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of Target Company, other than the parties to the SPA, to acquire 12,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Share Capital and resultant Voting Rights of "Target Company" at an Offer price of Rs.7/- (Rupees Seven Only) per fully paid up equity share and Rs 7/- (Rupees seven Only) payable in Cash subject to the terms and conditions mentioned hereinafter.
- 3.2.3 There is no partly paid up share as on date.
- 3.2.4 The equity shares of LPEL to be acquired, pursuant to the Offer, shall be free from all lien, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends or other distributions hereinafter declared, made or paid.
- 3.2.5 The Offer is not subject to any minimum level of acceptances from the shareholders. The Acquirer will accept the equity shares of Target Company those are tendered in valid form in terms of this offer upto maximum of 12,00,000 equity shares.
- 3.2.6 The Acquirer has not acquired any Share in the Target Company since the date of Public Announcement i.e. 21st May, 2009 upto the date of Letter of Offer.
- 3.2.7 This is not a Competitive Bid.

### 3.3 Object of the acquisition/offer

- 3.3.1 The Offer is being made in accordance with Regulation 10 and Regulation 12 of the SEBI (SAST), Regulations, 1997 as a result of substantial acquisition of shares and voting rights along with change in the control of the Target Company.
- 3.3.2 The Open Offer to the public shareholders of Target Company is made for acquiring 20% of the total equity share capital/ resultant voting rights of the company. After completing the proposed Open Offer, the Acquirer will achieve substantial acquisition of equity shares and voting rights of the Target Company.
- 3.3.3 The Acquirer Company is contemplating to pursue the business activities of the Target Company after considering the present business/ market scenario. The Acquirer Company proposes to use the Target Company as a vehicle for developing business activities in various areas like manufacturing and marketing of GRP, PVC Pipes, Tanks, Silos, etc. in which the Acquirer has interest. The Acquirer Company may also consider using the Target Company for new business based upon the Opportunities from time to time.. The acquirers will undertake requisite steps to amend their Memorandum & Articles of Association to include the proposed activities on completion of the Offer formalities.
- 3.3.4 As on the date of PA, the Acquirers do not have 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 and with the prior approval of the shareholders of the Target Company to the extent required by applicable law.
- 3.3.5 The Acquirers may be entitled to appoint its Directors on the "Board of Directors" of Target Company after a period of twenty one days from the date of Public Announcement and before completion of the requirements under the Open Offer pursuant to Regulation 22(7) of the SEBI (SAST), Regulations, 1997.

#### 4. BACKGROUND OF THE ACQUIRERS/PAC

- 4.1 "B S Traders Pvt Ltd. (BSTPL), and Alok Fintrade Pvt. Ltd. (AFPL) & Landmark Dealers Pvt. Ltd. (LDPL)," known as Acquirer and PAC (collectively as Acquirers) respectively in present offer. The Open Offer is being made by the Acquirers/PAC i.e. BSTPL (CIN U67120DL1981PTC116873), and PAC i.e. AFPL (CIN U65921 DL1994 PTC116875), and LDPL (CIN U51311 DL1994 PTC 116874) having Registered Office at D-83, Gulmohar Park, New Delhi-110049 (Previously Registered Office at 506, City Centre 19, Synogoge Street, Calcutta-700 001) and Corporate Office at A9A Green Park main New Delhi, Tel. No 91 11 26961849 Email: ldpvtlimited@gmail.com.
- 4.2 General Details about Acquirers: The major areas of operation of the Acquirer and PACs are in the business of trading, investing in Shares, Stocks, Bonds, business of Investment company, acquire by purchase, lease, exchange or otherwise land, building etc. The general details are as under:

Sr	Acquirers' Name	Company Incorporation No. under Companies Act, 1956	Date of Incorporation	Equity Capital ('000)	No. of Shares	Each Share Price
1.	B.S. Traders Pvt Ltd	33619 of 1981 (Previous with Registrar of West Bengal)	5th May, 1981	48030	5180000	10
		U67120DL2002PTC116873 (Present with Registrar NCT of Delhi & Haryana)	6th Sept, 2002		42850000	100
2.	Alok Fintrade Pvt. Ltd.	21-64314 of 1994 (Previous with Registrar of West Bengal)	4th August, 1994	32361	478600	10
		U65921DL2002PTC116875 (Present with Registrar NCT of Delhi & Haryana)	6th Sept, 2002		275750	100
3	Landmark Dealers Pvt. Ltd.	21-65180 of 1994 (Previous with Registrar of West Bengal)	19th Sept, 1994	22417	261700	10
		U51311DL2002PTC116874 (Present with Registrar NCT of Delhi & Haryana)	6th Sept, 2002		198000	100

- 4.3 As on the date of the Public Announcement, the shareholding details of the Promoters of the Acquirers are as under:-

S. No	Acquirer/PAC Company Name	Authorised Capital (Rs. In lacs)			Paid up Capital (Rs. In Lacs)		
		Class A	Class B	Total	Class A	Class B	Total
1	B.S. Traders Pvt Ltd	144	556	700	51.8	428.50	480.30
2	Alok Fintrade Pvt Ltd	100	400	500	47.86	275.75	323.61
3	Landmark Dealers Pvt Ltd	80	320	400	26.17	198.00	224.17

- 4.4 None of the Directors of the Acquirers are ,as on the date of PA , on the Board of the Target Company.

- 4.5 The Composition of the Board of Directors of Acquirers are :

##### BS TRADERS PVT LTD

S. N.	Name	Designation / DIN No	Age/DOB	Residential Address	Qualification	Date of Appointment
1	Binod Kumar Kanoria	Director DIN No:01123009	10th May 1929	281, Kshitij, 47 Napeen Sea Road, Mumbai-400036	Intermediate	24th Dec 1992
2	Priyadarshini Kanoria	Director DIN No:00114513	1st Nov 1969	A-136, Neeti Bagh, New Delhi-110049	Graduate	21st Dec 1997
3	Krishnamurthy K.	Director DIN No:00150467	4th April 1935	1190, Sector A, Pocket B, Vasant Kunj, New Delhi-110070	FCA	1st Sep 2003

##### ALOK FINTRADE PVT LTD

S. N.	Name	Designation / DIN No	Age/DOB	Residential Address	Qualification	Date of Appointment
1	Binod Kumar Kanoria	Director DIN No:01123009	10th May 1929	281, Kshitij, 47 Napeen Sea Road, Mumbai-400036	Intermediate	22nd Dec 1997
2	Sanjay Kumar Kanoria	Director DIN No:00067203	11th Dec 1959	A-136, Neeti Bagh, New Delhi-110049	BA Boston University(USA)	21st Mar 1995
3	Priyadarshini Kanoria	Director DIN No:00114513	1st Nov 1969	A-136, Neeti Bagh, New Delhi-110049	Graduate	21th Mar 1995

**LANDMARK DEALERS PVT LTD**

S.No.	Name	Designation / DIN No	Age/DOB	Residential Address	Qualification	Date of Appointment
1	Binod Kumar Kanoria	Director DIN No:01123009	10th May 1929	281, Kshitij, 47 Napen Sea Road, Mumbai-36	Intermediate	22nd Dec 1997
2	Sanjay Kumar Kanoria	Director DIN No:00067203	11th Dec 1959	A-136, Neeti Bagh, New Delhi-110049	BA Boston University(USA)	15th Dec 1994
3	Priyadarshini Kanoria	Director DIN No:00114513	1st Nov 1969	A-136, Neeti Bagh, New Delhi-110049	Graduate	15th Oct 1994

4.6 **The Shareholding Pattern** of the Acquirers, as on date of PA, are as follows:

S.No.	Name of Shareholder	B.S. Traders	Alok Fintrade	Landmark Dealers
1	Bodies Corporate	95.68%	93.15%	92.41%
2	Directors/ Relatives of Directors	2.24%	2.52%	4.02%
3	Other Top 50 Shareholders	2.08%	4.33%	3.57%
	<b>TOTAL</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

4.7 The Acquirers are unlisted companies. However, one of the group companies i.e. A Infrastructure Ltd (AIL) is presently listed at Jaipur and Delhi Stock Exchange. There has been certain non compliances including that of Ch II of SEBI (SAST) regulations 1997 by the Company. Bombay Stock Exchange (BSE) de-listed the shares/scrip w.e.f 10th December 1989 due to certain non/delayed compliances etc. However, AIL is not part of Acquirers/PAC for the purpose of this Offer.

4.8 There are 59 legal cases involving A Infrastructure Ltd and 94 legal cases pending where Kanoria Sugar & Gen Mfg Co Ltd is involved. The details are as following:

**Cases involving "A Infrastructure Limited"**

S. No	Nature of Litigation	No. of Outstanding Litigation	Aggregate/Approx. Amount involved Wherever ascertainable (Rs. in Lacs)
1	Labour & Civil	35	53.95
2	Excise/Service tax	8	392.26
3	Income Tax	1	53.74
4	Sales Tax/Vat	15	633.51
	<b>Total</b>	<b>59</b>	<b>1133.46</b>

**Cases involving Kanoria Sugar & Gen Mfg Co Ltd**

S. No	Nature of Litigation	No. of Outstanding Litigation	Aggregate/Approx. Amount involved Wherever ascertainable (Rs. in Lacs)
1	Labour & Civil (including matters related sugar cane Growers)	74	Amount not ascertainable
2	Excise/ Cenvat/ Service tax	11	310.15
3	Sales Tax	9	110.52
	<b>Total</b>	<b>94</b>	<b>420.67</b>

4.9 As on the date of the Public Announcement the Acquirers hold no shares in the Target Company as under the Provisions of Regulation 7(1) and 7(3) of the SEBI (SAST), Regulations, 1997.

4.10 Also, the audited financial information as on 31.03.2009 of the Acquirers is as under:

**B. S. TRADERS PRIVATE LIMITED**
*(Rs in Lacs)*

Profit & Loss Statement	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Year ending 31.03.2009 (Audited)
Income from Operations	—	—	—
Other Income	—	0.04	—
Increase/(Decrease) in Stocks	129.54	—	—
<b>Total Income</b>	<b>129.54</b>	<b>0.04</b>	<b>—</b>
<b>Total Expenditure</b>	<b>130.49</b>	<b>1.00</b>	<b>0.75</b>
Profit before Depreciation, Interest and Tax	(0.95)	(0.96)	(0.75)
Depreciation	—	—	—
Interest	1.66	1.99	1.80
Profit before Tax	(2.61)	(2.95)	(2.55)
Provision for Tax	—	—	—
Profit after Tax	(2.61)	(2.95)	(2.55)

*(Rs in Lacs)*

Balance Sheet Statement	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Year ending 31.03.2009 (Audited)
<b>Sources of Funds</b>			
Paid up Share Capital	480.30	480.30	480.30
Share Application Money	124.30	123.90	123.50
Reserves & Surplus (Excluding Revaluation Reserve)	—	—	—
Secured Loan	—	—	—

(Rs in Lacs)

Balance Sheet Statement	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Year ending 31.03.2009 (Audited)
Unsecured Loan	0.38	13.03	12.25
Current Liabilities	0.35	2.31	2.11
Deferred Tax Liability	—	—	—
<b>Total</b>	<b>605.33</b>	<b>619.54</b>	<b>618.16</b>
<b>Uses of Funds</b>	—	—	—
Net Fixed Assets	7.78	7.78	7.78
Investments	179.64	179.64	183.89
Current Assets	135.81	136.01	135.95
Loans & Advances	183.76	195.33	187.75
Miscellaneous Expenses not written off	2.10	1.58	1.05
Profit & Loss A/c	96.24	99.20	101.74
<b>Total</b>	<b>605.33</b>	<b>619.54</b>	<b>618.16</b>

Other Financial Data	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Year ending 31.03.2009 (Audited)
Net Worth (Rs.in Lacs)	381.95	379.52	377.51
Dividend (%)	—	—	—
Earning Per Share (In Rs.)			
A Class	(0.28)	(0.31)	(0.27)
B Class	(2.75)	(3.12)	(2.69)
Return on Net worth (%)	(0.68)	(0.78)	(0.68)
Book Value Per Share(In Rs.)			
A Class in Rs	7.95	7.90	7.86
B Class in Rs	79.52	79.02	78.60

**ALOK FINTRADE PVT. LTD.**

(Rs in Lacs)

Profit & Loss Statement	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Year ending 31.03.2009 (Audited)
Income from Operations	0.00	0.00	0.00
Other Income	0.00	0.02	0.06
Increase /(Decrease) in stock	100.79	0.00	0.00
Total Income	100.79	0.02	0.06
Total Expenditure	100.89	0.09	0.23
Profit/(Loss) before Depreciation, Interest and Tax	(0.10)	(0.07)	(0.17)
Depreciation	0.00	0.00	0.00
Interest	0.00	0.00	0.00
Deferred Revenue Exp. written off	0.34	0.33	0.34
Profit/(Loss) before Tax	(0.44)	(0.40)	(0.51)
Provision for Tax	0.00	0.00	0.00
Profit/(Loss) after Tax	(0.44)	(0.40)	(0.51)

(Rs in Lacs)

Balance Sheet Statement	Year Ended 31.03.2007 (Audited)	Year Ended 31.03.2008 (Audited)	Year ending 31.03.2009 (Audited)
<b>Sources of Funds</b>			
Paid up Share Capital	323.61	323.61	323.61
Share Application Money	126.50	126.50	125.00
Reserves & Surplus (Excluding Revaluation Reserve)	0.00	0.00	0.00
Secured Loan	0.00	0.00	0.00
Unsecured Loan	0.00	0.00	0.00
Current Liabilities	0.14	0.12	0.10
Deferred Tax Liability	0.00	0.00	0.00
<b>Total</b>	<b>450.25</b>	<b>450.23</b>	<b>448.71</b>
<b>Uses of Funds</b>			
Net Fixed Assets	0.00	0.00	0.00
Investments	137.20	137.20	141.45

(Rs in Lacs)

<b>Balance Sheet Statement</b>	<b>Year Ended 31.03.2007 (Audited)</b>	<b>Year Ended 31.03.2008 (Audited)</b>	<b>Year ending 31.03.2009 (Audited)</b>
Current Assets	285.33	285.24	279.30
Miscellaneous Expenses not written off	1.34	1.01	0.67
<b>Profit &amp; Loss A/c</b>	<b>26.38</b>	<b>26.78</b>	<b>27.29</b>
<b>Total</b>	<b>450.25</b>	<b>450.23</b>	<b>448.71</b>

<b>Other Financial Data</b>	<b>Year Ended 31.03.2007 (Audited)</b>	<b>Year Ended 31.03.2008 (Audited)</b>	<b>Year ending 31.03.2009 (Audited)</b>
Net Worth (Rs. in Lacs)	295.9	295.82	295.65
Dividend (%)	-	-	-
Earning Per Share (in Rs.)			
'A' Class Equity Shares	(0.01)	(0.01)	(0.02)
'B' Class Equity Shares	(0.13)	(0.12)	(0.16)
Return on Networth (%)	(0.13)	(0.14)	(0.17)
Book Value Per Share (in Rs.)			
'A' Class Equity Shares	9.14	9.14	9.14
'B' Class Equity Shares	91.43	91.41	91.36

**LANDMARK DEALERS PVT. LTD.**

(Rs in Lacs)

<b>Profit &amp; Loss Statement</b>	<b>Year Ended 31.03.2007 (Audited)</b>	<b>Year Ended 31.03.2008 (Audited)</b>	<b>Year ending 31.03.2009 (Audited)</b>
Income from Operations	0.00	0.00	0.00
Other Income	0.00	0.00	0.06
Increase/ (Decrease) in Stock	60.00	0.00	0.00
Total Income	60.00	0.00	0.06
Total Expenditure	60.08	0.08	0.17
Profit/(Loss) before Depreciation, Interest and Tax	(0.08)	(0.08)	(0.11)
Depreciation	0.00	0.00	0.00
Interest	0.00	0.00	0.00
Deferred Revenue Exp. written off	0.20	0.20	0.20
Profit/(Loss) before Tax	(0.28)	(0.28)	(0.31)
Provision for Tax	0.00	0.00	0.00
Profit(Loss) after Tax	(0.28)	(0.28)	(0.31)

(Rs in Lacs)

<b>Balance Sheet Statement</b>	<b>Year Ended 31.03.2007 (Audited)</b>	<b>Year Ended 31.03.2008 (Audited)</b>	<b>Year ending 31.03.2009 (Audited)</b>
<b>Sources of Funds</b>			
Paid up Share Capital	224.17	224.17	224.17
Reserves	22.56	22.27	21.94
Share Application Money	110.00	110.00	110.00
Secured Loan	0.00	0.00	0.00
Unsecured Loan	4.25	4.25	14.25
Current Liabilities	0.11	0.12	0.10
Deferred Tax Liability	0.00	0.00	0.00
<b>Total</b>	<b>361.09</b>	<b>360.81</b>	<b>370.46</b>
Net Fixed Assets	0.00	0.00	0.00
Investments	166.15	166.15	170.40
Current Assets	194.14	194.06	199.66
Miscellaneous Expenses not written off	0.80	0.60	0.40
<b>Total</b>	<b>361.09</b>	<b>360.81</b>	<b>370.46</b>

<b>Other Financial Data</b>	<b>Year Ended 31.03.2007 (Audited)</b>	<b>Year Ended 31.03.2008 (Audited)</b>	<b>Year ending 31.03.2009 (Audited)</b>
Net Worth (Rs. in Lacs)	245.93	245.84	245.71
Dividend (%)	—	—	—
Earning Per Share (in Rs.)			
'A' Class Equity Shares	(0.01)	(0.01)	(0.01)
'B' Class Equity Shares	(0.13)	(0.13)	(0.14)
Return on Networth (%)	(0.12)	(0.12)	(0.13)
Book Value Per Share(in Rs.)			
'A' Class Equity Shares	10.97	10.97	10.96
'B' Class Equity Shares	109.71	109.67	109.60

**NOTE:**

1. Negative figures have been shown in Bracket.  
Equity Shares 'A' class are of Rs. 10/- each fully paid up.  
Equity Shares 'B' class are of Rs. 100/- each fully paid up.
- 4.11 The promoters of the Acquires/PAC are: Mr. Sanjay Kanoria and Family and their group companies i.e. Ganga Projects Pvt Ltd, Vishvjyoti Trading Ltd, Kanoria Properties Pvt Ltd, Alok Fintrade Pvt Ltd, Landmark Dealers Pvt Ltd, Pratyush Finance & Properties Pvt Ltd, BS Traders Pvt Ltd, and Reliance Steels Ltd. All are investment companies having no major business activities except A Infrastructure Ltd (AIL) and Kanoria Sugar & General Manufacturing Co. Ltd (KSGML) which are mainly engaged in the business of Manufacturing Activities.
- 4.12 In 1989, AIL filed a reference to BIFR as net worth of the Company had become negative and accordingly the Company was declared Sick under the provisions of the SICA Act. Later on the financial position of the company improved, its net worth became positive and it came out of BIFR w. e. f. 25.07.2002. KSGML had also filed a reference to BIFR in the year 2004 as net worth of the Company had become negative and accordingly the Company was declared Sick under the provisions of the SICA Act in 2006. However AIL and KSGML though part of the Acquirers Group but are not the part of PAC for this offer.
- 4.13 The Promoters and the Promoter companies of B S Traders Pvt Ltd are as under:

<b>Sr.No.</b>	<b>Name of Promoter</b>	<b>No. of Shares*</b>
1	Sh. Sanjay Kumar Kanoria	20000
2	Smt. Priyadarshini Kanoria	31000
3	Master Murlidhar Kanoria	16500
4	Baby Saraswati Kanoria	20000
5	M/s.Sanjay Kumar Kanoria (HUF)	20000
6	Ganga Projects Pvt. Ltd.	33000
7	Vishvjyoti Trading Ltd.	28000
8	Kanoria Properties Pvt. Ltd.	15000
9	Alok Fintarde Pvt. Ltd.	124000
10	Landmark Dealers Pvt. Ltd.	183000
11	Pratyush Finance & Prop. Pvt. Ltd.	27500
	<b>TOTAL</b>	<b>518000</b>

- 4.14 The Promoters and the Promoter companies of Alok Fintrade Pvt Ltd are as under:

<b>Sr.No.</b>	<b>Name of Promoter</b>	<b>No. of Shares*</b>
1	Sh. Sanjay Kumar Kanoria	15000
2	Smt. Priyadarshini Kanoria	29100
3	B.S. Traders Pvt. Ltd.	56500
4	Ganga Projects Pvt. Ltd.	55000
5	Landmark Dealers Pvt. Ltd	205500
8	Baby Saraswati Kanoria	22500
9	Master Murlidhar Kanoria	15000
10	Sanjay Kumar Kanoria (HUF)	20000
11	Reliance Steels Ltd	50000
12	Kanoria Properties Pvt. Ltd.	10000
	<b>Total</b>	<b>478600</b>

4.15 The Promoters and the Promoter companies of Landmark Dealers Pvt Ltd are as under:

Sr.No.	Name of Promoter	No. of Shares*
1	Sh. Sanjay Kumar Kanoria	100
2	Smt. Priyadarshini Kanoria	78100
3	Master Murlidhar Kanoria	12000
4	B. S. Traders Pvt. Ltd.	39000
5	Ganga Projects Pvt. Ltd.	27500
6	Alok Fintarde Pvt. Ltd.	105000
	<b>TOTAL</b>	<b>261700</b>

4.16 As per the declaration given by the Acquirers, there is no litigation pending against Acquirers as on date. However, there are few litigations pending against/ by AIL and KSGML (the group companies)

4.17 There is no contingent liability of the Acquirer / PAC as per audited balance sheet of FY 2008-09. The total income of Acquirers and PAC during the last 3 years are insignificant.

4.18 No action has been taken by SEBI under section 11B or under any of the Regulations made under the SEBI Act, 1992 against the Acquirers and disclosure in this regard have been made.

4.19 The Compliances under Chapter II of SEBI (SAST) Regulations, 1997 are not applicable to the Acquirers. However, one of the group companies i.e. A Infrastructure Ltd (AIL) is presently listed at Jaipur and Delhi Stock Exchange. There has been certain non compliances including that of Ch II of SEBI (SAST) regulations 1997 by the Company. Bombay Stock Exchange (BSE) de-listed the shares/ scrip w.e.f 10th December 1989 due to certain non/delayed compliances etc. However, AIL is not part of Acquirers/PAC for the purpose of this Offer.

4.20 M/s B.S. Traders Pvt. Ltd (Acquirer), and Alok Fintrade Pvt. Ltd & Landmark Dealers Pvt Ltd (PAC and collectively called as the "Acquirers") are not a NBFC and mainly into business of Investments like buying, holding and selling of shares, stocks, debentures, bonds, etc.

**4.21 Future plans/strategies of the acquirer with regard to the Target company.**

The Acquirer and its promoters are interested in taking over the management and control of Target Company. Thus substantial acquisition of shares and resultant voting rights accompanied with change in control and management is the reason and rationale for the acquisition.

The Acquirers have no 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.

Other than in the ordinary course of business, the Acquirers undertake that they shall 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 to the extent required by applicable law.

**5. DELISTING OPTION TO THE ACQUIRERS**

Pursuant to the Listing norms applicable to Target Company, the Target Company is required to maintain a minimum public shareholding of 25% of the Equity Capital. Assuming full acceptance the public shareholding in Target Company would not fall below 25% of its Equity Share Capital of Target Company, hence provisions of Regulation 21(2) of the SEBI (SAST), Regulations, 1997 shall not be attracted. Moreover the Acquirer / PACs undertake to comply with the stipulations of the Listing Agreement and that they intend to keep the company listed.

**6. BACKGROUND OF TARGET COMPANY**

6.1 Target Company was incorporated on 18.08.1984 as a Private Limited Company with the Registrar of Companies, Bombay, Maharashtra, in the name and style as 'Lalit Magnetics & Electronics Pvt Ltd' (CIN: 11 – 33783). The name of the company was changed to "Lalit Polymers & Electronics Pvt. Ltd." w.e.f. 18th September, 1991 as per provisions of Companies Act U/ S 21. It was converted into a Public Limited Company on 14th January, 1992. The registered office of the company was initially in Mumbai. It was shifted to D-2, M.I.D.C Area, Jejuri, Purandhar, Pune District (MS) w.e.f 15th January 1998 (Tel: 02115- 253110), Email: lalitpoly@rediffmail.com

6.2 The Authorized, Issued and Paid Up share capital of Target Company as on the date of Public Announcement is Rs. 6,00,00,000 (Rupees Six Crores only), comprising of 60,00,000 (Sixty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each with full voting rights. All the 60,00,000 shares are in Physical form.

6.3 The main objects of the Target Company is to act as a manufacturers, traders, dealers, agents, representative, collaborators, exporter, importer, wholesalers, stockiest, retailers, brokers, commission agents, or otherwise in any manner in respect of electronic goods, components and raw material, radio telecommunication, television, video vision, sound and recording system, computer and electronics, machines and equipments, and other electronic items of daily use. However one of the other objects of the company is "to manufacture, prepare, process, fabricate, repair, alter, maintain, rehabilitate, import, export, buy and sell and deal in all kinds of glass-fibre or Carbon fibre reinforced plastic hollow articles namely pipes, components and accessories for pipes, ribs and caps, fittings, flange opening and tanks".

6.4 LPEL made its maiden public issue of 2463030 (NET PUBLIC OFFER of 18,00,000) equity shares in MAY 1992.

Out of the total paid Capital of Sixty Lac shares, only 34,50,000 Shares of Target Company are listed on BSE & ASE (suspended due to some non/delayed compliance at BSE/ASE and for non payment of annual listing fees). But balance 25,50,000 are still not listed at any stock exchange. The lastly traded price on BSE was Rs. 1.40/- (as on 23rd Jan 2001, source BSE India).

The following are the reasons as given by the target company or not listing 25,50,000 equity share; "The company was undergoing financial distress from 2000 due to the following:

- Termination of prestigious order/contract of Gujarat Industrial Development Corporation
- High Input prices during the years
- High Excise Duty
- Lack of awareness of cost effectiveness of GRP pipes bulk users

The network of the company became negative which resulted into delay/non compliance and payment of the requisite fee to the stock exchanges due to financial challenges and in adequate manpower. As the target company had been undergoing acute financial distress, it was not able to fulfill all the listing compliances, specifically payment of listing fee".

6.5 Target Company has been intimated in the past in regard with the suspension from 05/02/01 in the trading of its shares on the Bombay Stock Exchange vide their letter No CRD/SUS/2006/524250/550 dated May 2, 2006 for non payment of listing fee. The Target Company vide its letter dated 23rd June, 2008 submitted some pending documents and requested for revocation of the suspension. But the suspension is still not revoked. As per the declaration given by the Target Company, the company has filed all the documents required to be submitted with BSE including compliance as per Chapter II of SEBI (SAST) Regulations 1997 and listing fee has also been paid. The Company has asked Stock Exchanges to furnish them with the information of suspension of Trading, if any, in any of the Stock Exchanges. The shares of the Target Company were infrequently traded at the Bombay Stock Exchange.

6.6 However the target company has taken the following steps for revocation of the shares at BSE/ASE:

6.6.1 After the implementation of the rehabilitation package, the Target Company made payment of the outstanding listing fee and also completed almost all the compliances.

6.6.2 The Target Company also paid the pending fee on 27th May 2009 for the period 2009-10.

The Acquirer also intends to continue to make all efforts for revocation of suspension of the shares of Lalit polymers & Electronics Ltd and will do all the compliances from time to time as and when fallen due. The company has filed the application for revocation of suspension in trading of Equity shares of LPEL with Bombay Stock Exchange vide its letter dated 23rd July, 2009.

6.7 There are no partly paid up shares and/or outstanding Debentures and/or Warrants issued by the Target Company. The Target Company had no Merger / De-Merger / Spin-Off in the last Three Years.

6.8 The Core activity of the Company is manufacturing and marketing of GRP pipes for Government and Private Bodies. The Company is licensed to manufacture Glass fiber Reinforced Plastic (GRP) Pipes, Tanks, Silos & Other GRP Products.

6.9 The Company filed a reference to BIFR in the year 1998 as network of the Company had become negative and accordingly the Company was declared Sick under the provisions of the SICA Act. Subsequently the Company was able to rehabilitate itself and the network of the Company turned positive and accordingly the Company was discharged from the purview of SICA in the year 2005. The Company has not carried on any business operations in the last three years.

6.10 The Directors of LPEL as on PA are as under :

Sr. No.	Name of Director	Address of Director	Designation / DIN No.	Qualification	Experience	No. of Shares Held (as on 31.03.2009)	Date of Appointment
1	SHAMSUNDER J. CHABRIA*	27, Guide Apts., 7th floor, 16, L.D.Ruparel Marg, Malabar Hill, Mumbai-400006 PAN : AADPC2630H	Managing Director DIN No: 00925010	B. E. (Civil)	More Than 30 years	349800	18.04.1984
2	SANJAY S CHABRIA*	27, Guide Apts., 7th floor, 16, L.D.Ruparel Marg, Malabar Hill, Mumbai-400006 PAN : ACLPC9803A	Executive Director DIN No: 00925250	MMS (Finance)	More Than 20 years	297840	23.10.1984
3	HARISH N. MOTIWALLA*	186/7,Enterprise Apts, Forjett Hill Road, Tardeo, Mumbai-400036 PAN : AAAPM7210J	Independent Director DIN No: 00029835	C.A.	More Than 25 years	NIL	20.12.2005

\*Mr. Harish N. Motiwalla has resigned from Board of Directors of LPEL with effect from 1st July, 2009. Shyamsunder J. Chabria and Sanjay S. Chabria resigned as Managing Director and Executive Director respectively but still on the Board of Director.

Mr. Sanjay Kanoria, Mrs. Priyadarshini Kanoria, Mr. Vimal Sharma, Mr. Munna Lal Goyal, Mr. Pradip Sahani were appointed in Board of Directors of LPEL after Public Announcement:

Sr. No.	Name of Director	Address of Director	Designation / DIN No.	Qualification	Experience	No. of Shares Held (as on 15.08.2009)	Date of Appointment
1	Sanjay Kumar Kanoria	A-136, Neeti Bagh, New Delhi-110049	Director DIN No: 00067203	BA Boston University (USA)	25 yrs in Sugar & Pipe Industry	NIL	27th June 2009

Sr. No.	Name of Director	Address of Director	Designation / DIN No.	Qualification	Experience	No. of Shares Held (as on 31.03.2009)	Date of Appointment
2	Priyadarshini Kanoria	A-136, Neeti Bagh, New Delhi-110049	Director DIN No: 00114513	Graduate	13 yrs	NIL	27th June 2009
3	Mr. Vimal Kumar Sharma	B-301, Fortune Estate, Indraprastha, Hadapsar, Pune – 411 028	Employee Director DIN No: 02723181	B.Tech.	25 Years Industry experience	NIL	1st July 2009
4	Mr. Munna Lal Goyal	B-40 A, Ganesh Marg, Babu Nagar, Jaipur-302 015	Independent Director DIN No: 01427276	B.A, M.A, LLB	Retired IAS Having experience of various Administrative position in Govt.	NIL	30th July 2009
5	Mr. Pradeep Sahani	8, Link Road, Ground floor, Jangpura Extn, New Delhi-110 044	Independent Director DIN No: 00343127	B.Com, MBA	20 yrs experience in Business	NIL	30th July 2009

6.11 The current capital structure of Target Company has been built up since inception as under:-

Date of allotment	No of shares issued	% of Total shares (60 lacs)	Cumulative paid up capital in Rs.	Mode of allotment	Identity of allottees (promoters/ex-promoters/ others)	Status of compliance
Inception	1000	0.02%	10,000.00	Cash	Promoters	Unlisted Company SEBI (SAST) Regulations 1997 not applicable & also not in force
23/10/1984	4250	0.07%	52,500.00	Cash	Promoters	As Above
31/03/1986	2250	0.04%	75,000.00	Cash	Promoters	As Above
23/01/1987	7500	0.13%	150,000.00	Cash	Promoters	As Above
30/03/1987	5000	0.08%	200,000.00	Cash	Others	As Above
26/06/1987	5000	0.08%	250,000.00	Cash	Others	As Above
17/12/1988	25000	0.42%	500,000.00	Cash	Promoters	As Above
02/09/1989	50000	0.83%	1,000,000.00	Cash	Promoters	As Above
23/11/1989	30000	0.50%	1,300,000.00	Cash	Promoters	As Above
29/01/1990	11000	0.18%	1,410,000.00	Cash	Promoters	As Above
16/04/1990	3580	0.06%	1,445,800.00	Cash	Promoters	As Above
19/06/1990	32320	0.54%	1,769,000.00	Cash	Promoters	As Above
19/06/1990	335650	5.59%	5,125,500.00	Cash	Promoters	As Above
15/07/1991	51000	0.85%	5,635,500.00	Cash	Promoters	As Above
21/07/1992	2913030	48.55%	34,765,800.00	Cash	Promoters & Public	SEBI (SAST) Regulations not in force
27/03/2000	550000	9.17%	40,265,800.00	Cash	Promoters & Public	As per DRS to BIFR / AIFR
26/12/2002	1266650	21.11%	52,932,300.00	Cash	Promoters & Public	do
31/10/2005	393750	6.56%	56,869,800.00	Cash	Promoters & Public	do
30/04/2008	313020	5.22%	60,000,000.00	Cash	Promoters & Public	do
<b>TOTAL</b>	<b>6000000</b>	<b>100.00%</b>				

6.12 Following are the reasons of suspension of trading, listing of additional equity and facilities for demating of shares

The company was undergoing financial distress and under BIFR which resulted into delay/non compliance and payment of the requisite fee to the stock exchanges. The company, however, completed almost all the compliances. The acquirers will take necessary steps to expedite the process for revocation of suspension, listing of unlisted shares and creating demating facilities for shareholders.

6.13 The companies promoted by the promoter of the target company other than LPEL are:

- Sanjay S Chabria: Convergies Technologies
- Lalita S. Chabria: Sanman Coatings Pvt Ltd.
- Manoj Chabria: Sanman Coatings Pvt. Ltd.
- Sweta Vinod Motwani: Besser Concret Systems Ltd.
- Meenu Joy Manglani: M/s Meenu Building Materials Pvt. Ltd. & M/s Premier Building Materials Pvt. Ltd.
- Nitya Suresh Motwani: M/s Nakshtra Properties Pvt. Ltd. & M/s Meenu Building Materials Pvt. Ltd

6.14 The Target Company has not fully complied with the provisions of Regulation 6, 7 and 8 of Chapter II of SEBI (SAST), Regulations, 1997. The Promoters/Sellers/major Shareholders have timely disclosed the information to the Target Company pertaining to provisions of Regulation 8(1) Chapter-II of the SEBI (SAST), Regulations, 1997. The Target Company had timely filed the disclosure pertaining to Regulation 8(3) as on 31.03.2008 with all the stock exchanges. The Company has not availed the SEBI (Regularization Scheme), 2002. SEBI may initiate appropriate action against the Target Company for non-compliance with aforementioned applicable provisions of the SEBI (SAST), Regulations, 1997.

Disclosure in terms of regulations 8 (1) and 8 (2) of the SEBI(SAST), Regulations for the year 2002 & 2004 were made with a delay of 9 days. SEBI may initiate action against the promoters and other entities holding more than 15 % shareholding in the target company at a later stage in terms of the regulations and provisions of the SEBI Act for delay in compliance of regulation 8 (1) & 8 (2) of the regulations for the year 2002 & 2004.

**INTER SE TRANSFER AMONGST PROMOTERS:**

Date of Allotment	No & % Shares Transferred (By)	Cumulative Shares after Transfer	Mode of Allotment	Identity of Allotees (% of Total Listed Capital)	Status of Compliance
15.03.2004	554000 (10.47%) of total Issued capital	Nil	Inter se Transfer	Co-Promoters 1. Nitya Motwani 350000 (6.61%, prev.nil)	Non Compliance Regulation 7(1) and 7(1A) of the SEBI (SAST) Regulations
15.04.2004	Kamini Motwani: Co-Promoter			2. Sweta Motwani 204000 (3.85%, prev.nil)	

There is Non Compliance in terms of regulations 7(1) and 7 (1A) of the SEBI (SAST), Regulations for the above inter se transfer. SEBI may initiate action against the promoters and other entities at a later stage in terms of the regulations and provisions of the SEBI Act for delay in compliance of regulation 7(1) and 7(1A) of the regulations during March/April 2004.

There is a delay of 71 days in Disclosure to the stock exchange the inter se transfers amongst Indian and foreign promoters in terms of regulations 7(1) and 7 (1A) of the SEBI (SAST) , Regulations. SEBI may initiate action against the promoters and other entities at a later stage in terms of the regulations and provisions of the SEBI Act for delay in compliance of regulation 7(1) and 7(1A) of the regulations during November 2005.

6.15 The Acquirer has not acquired shares of the Target Company during the 12 months period prior to the date of this Public Announcement.

6.16 As on date, none of the directors on the board of directors of the Target Company represent the Acquirer.

6.17 The audited financial information of Target Company is as under:

**Profit and Loss Statement**

(Rs. in lacs)

Particulars	YEAR ENDED AS ON (Audited)		
	31.03.07	31.03.08	31.03.09
Income from Operations	0.00	2.65	0.40
Other Income	3.00	4.88	0.00
Total Income	3.00	7.53	0.40
Total Expenditure	8.30	8.31	23.91
Profit Before Depreciation Interest and Tax	(5.03)	(0.78)	(9.82)
Depreciation	13.69	13.69	13.69
Interest	0.00	0.00	0.00
Profit Before Tax	(18.72)	(14.47)	(23.51)
Provision for Tax	0.00	0.00	0.00
Profit After Tax	(18.72)	(14.47)	(23.51)

## Balance Sheet Statement

(Rs. in lacs)

Particulars	YEAR ENDED AS ON (Audited)		
	31.03.07	31.03.08	31.03.09
<b>Sources of Funds</b>			
Paid up Share Capital	568.70	568.70	600.00
Reserves and Surplus (excluding revaluation reserves)	25.50	25.50	25.50
Secured Loans	0.00	0.00	0.00
Unsecured Loans	48.06	50.27	74.40
Current Liabilities	58.80	57.49	11.43
Other Liabilities	0.00	0.00	0.00
<b>Total</b>	<b>701.06</b>	<b>701.96</b>	<b>711.33</b>
<b>Uses of Funds</b>			
Net Fixed Assets	91.99	78.30	64.62
Investments	0.00	0.00	0.00
Net Current Assets	31.54	31.66	31.75
Profit & Loss account	577.53	592.00	614.96
<b>Total</b>	<b>701.06</b>	<b>701.96</b>	<b>711.33</b>

## Other Financial Data

Particulars	YEAR ENDED AS ON (Audited)		
	31.03.07	31.03.08	31.03.09
Net Worth (Rs. in Lacs)	16.67	2.20	10.54
Dividend (%)	0.00	0.00	0.00
Earnings Per Share (in Rs.)	(0.33)	(0.25)	(0.39)
Return on Networth (%)	(112.30)	(658.77)	(223.04)
Book Value Per Share (in Rs.)	0.29	0.03	0.18

Dividend (%) = (Dividend Paid/Face Value of Equity shares issued)\*100

Formula: Earning Per Share=Profit After Tax/No. of Equity Shares issued; Return on Networth (%)=(Profit After Tax/Networth)\*100; Book Value Per Share=Networth/ No. of Equity shares issued

\* The Total no. of Equity Shares issued is 60,00,000 (Sixty Lacs)

6.18 (a) Pre- and Post-Offer shareholding pattern of the Target Company is as per the following table:

Sr.No.	Shareholder Category	Shareholding & Voting rights prior to the Acquisition and offer		Shares/voting rights Acquired which triggered off the Regulations		Shares/Voting Rights to be Acquired in the Open Offer (Assuming Full Acceptance)		Shareholding/ Voting Rights after the Acquisition and Offer	
		(A)		(B)		(C)		(A+B+C)	
		No.	%	No.	%	No.	%	No.	%
<b>1</b>	<b>Promoter Group</b>								
	<b>a. Seller</b>								
	1. Shamsunder Chabria	351500	5.86	-350100	-5.84	NIL	NIL	1400	0.02
	2. Lalita S Chabria	291390	4.86	-290390	-4.84	NIL	NIL	1000	0.02
	3. Sanjay Chabria	308066	5.13	-308066	-5.13	NIL	NIL	NIL	NIL
		<b>2841446</b>	<b>15.85</b>	<b>-948556</b>	<b>-15.81</b>			<b>2400</b>	<b>0.04</b>

Sr.No.	Shareholder Category	Shareholding & Voting rights prior to the Acquisition and offer		Shares/voting rights Acquired which triggered off the Regulations		Shares/Voting Rights to be Acquired in the Open Offer (Assuming Full Acceptance)		Shareholding/ Voting Rights after the Acquisition and Offer	
		(A)		(B)		(C)		(A+B+C)	
		No.	%	No.	%	No.	%	No.	%
	<b>b. other than (a) above*</b>								
	1. Manoj S. Chabria	381430	6.36	-214850	-3.58	NIL	NIL	166580	2.78
	2. Meenu Manglani	358350	5.97	-358350	-5.97	NIL	NIL	NIL	NIL
	3. Sweta Motwani	262350	4.37	-262350	-4.37	NIL	NIL	NIL	NIL
	4. Nitya Motwani	408360	6.81	-408360	-6.81	NIL	NIL	NIL	NIL
	5. Sunder H. Bajaj	480000	8.00	-480000	-8.00	NIL	NIL	NIL	NIL
	6. Sanman Coatings Pvt Ltd	357230	5.95	-357230	-5.95	NIL	NIL	NIL	NIL
	<b>Total (1a+1b)</b>	<b>3198676</b>	<b>53.31</b>	<b>-3029696</b>	<b>-50.50</b>	<b>NIL</b>	<b>NIL</b>	<b>168980</b>	<b>2.82</b>
<b>2</b>	<b>Acquirer</b>								
	B S Trades	NIL	NIL	480000	8.00	1200000	20	1680000	28.00
	Alok Fintrade	NIL	NIL	1163406	19.39	NIL	NIL	1163406	19.39
	Landmark Dealers	NIL	NIL	1386290	23.11	NIL	NIL	1386290	23.11
	<b>Total</b>			<b>3029696</b>	<b>50.50</b>	<b>1200000</b>	<b>20</b>	<b>4229696</b>	<b>70.495</b>
	<b>Parties to agreement other than 1(a) &amp; (2)</b>	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	<b>Total</b>			<b>3029696</b>	<b>50.50</b>	<b>1200000</b>	<b>20</b>	<b>4398676</b>	<b>73.31</b>
<b>3</b>	<b>Non-Promoters Holding (other than 1 to 3)**</b>								
	1. FIs/MFs (3)	278300	4.64	Nil	Nil	1200000	20	1601324	26.69%
	2. Body Corporates (27)	42500	0.71						
	3. Indian Public (18385)	2422700	40.38						
	4. NRIs / OCBs (4)	57824	0.96						
	Total 3(1) + 3(2) + 3(3) +3(4)	<b>2801324</b>	<b>46.69</b>			1200000	20	<b>16011324</b>	<b>26.69</b>
	<b>Grand Total (1 to 3)</b>	<b>6000000</b>	<b>100.00</b>	<b>NIL</b>	<b>NIL</b>	<b>1200000</b>	<b>20</b>	<b>6000000</b>	<b>100.00</b>

Note: The data suffixed with (-) or within bracket indicate sale of equity shares.

6.19 Litigations pending by or against the Target Company are as under

- 6.19.1 Case filed by the Target Company in District Court of Gandhinagar against Gujrat Industrial Development Corporation (GIDC) for setting aside arbitration award. The claims filed by the company is for wrongful termination of contract amount of more than Rs.3cr.
- 6.19.2 Case filed by Eagle Industrial Services Pvt Ltd in the City Civil Court Pune against LPEL. The case is time barred, as the claims are of more than 7 Years old and LPEL has challenged case by making appropriate written statements. The amount involved is around Rs.2.5 lacs with interest and other costs.
- 6.19.3 Case filed by ex shopkeeper Mr. Zagade in Labour Court of Pune against LPEL. Evidence and Argument are completed and final order is to be delivered on next date. The amount claimed is Rs.50,000/- with interest and other costs.

**7. OFFER PRICE AND FINANCIAL ARRANGEMENTS**

7.1 Justification of Offer Price

- 7.1.1 The shares of the LPEL are listed at BSE having scrip code 524250 and ASE with company code 32130. The Shares are now suspended on both BSE and ASE. Last traded price on BSE was Rs. 1.40 (as on 23rd January 2001 Source: www.bseindia.com).
- 7.1.2 There is no trading of the securities of the company during the preceding six calendar months ended March 31, 2009 at BSE or ASE.

- 7.1.3 The shares are not admitted as permitted security in any other Stock Exchange.
- 7.1.4 As there is no trading in the shares of the company, in terms of the Regulations, the annualized trading turnover for last six months is 'NIL', Less than 5% (by number of equity shares) of the total number of listed equity shares at BSE and ASE as there is no trading of the shares at these stock Exchanges. Hence the offer price of Rs.7.00 (Rupees Seven Only) is justified in terms of Regulation 20(5) of the SEBI (SAST) Regulations, 1997 and the same has been determined after considering the following facts:

<b>a.</b>	Negotiated Price under the Acquisition	Rs.7.00 (SPA)
<b>b.</b>	Highest Price paid by the Acquirer or PAC's for acquisition, including by way of allotment in a public or rights issue during the 26 weeks prior to the date of PA.	Rs.7.00
<b>c.</b>	<b>Other Parameters</b>	<b>Based on the audited Balance Sheet as on 31st March, 2009.</b>
	i. Return on Net worth (%)	Negative
	ii. Book value (Rs.)	0.18
	iii. Earnings per share (Rs. per equity share of face value of Rs.10/- each)	Negative
	iv. The average industry P/E for the sector in which the Company Operates.	'Not Applicable' since there are no business operations

- 7.1.5 The Offer Price is as per the provisions of Regulation 20(5) of the SEBI (SAST) Regulations, 1997.
- 7.1.6 In the opinion of the acquirers and manager to the Offer, the offer price of Rs. 7/- (Rupees Seven Only) per fully paid equity shares is justified in terms of Regulation 20(11) of the SEBI (SAST) Regulation 1997.
- 7.1.7 If the Acquirer acquires equity shares after the date of Public Announcement upto 7 working days prior to the closure of the offer at a price higher than the offer price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the offer.
- 7.1.8 There is no non-compete agreement entered into between the Acquirer and the Sellers and accordingly, no non-compete fee is being paid which should have any bearing on the Offer Price.

## 7.2 Financial Arrangements

- 7.2.1 The Acquirer has made firm financial arrangements to meet the obligation under the offer in full. The Acquirer has confirmed that the firm financial arrangements required to meet the obligation under the offer are in place and are available with them. The Acquirers will meet out their financial obligations from internal resources and no borrowing from any bank(s)/FIs etc. is being made.
- 7.2.2 Assuming full acceptance, the total requirement of funds for the open Offer would be Rs. 84,00,000/- (Rupees Eighty Four Lacs Only). The Acquirer Company has already made firm arrangements for the financial resources required to implement the Open Offer in full. As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirers have opened an Escrow Account in the name and style " RRICS B.S. Traders Pvt Limited and AFPL & LDPL (PACs)-Open Offer Escrow Account" (A/C No4552002900000010) having Linked Fixed Deposit Receipts(FDRs) with Punjab National Bank, Capital Market Services Branch, 5 Sansad Marg, New Delhi-110001 in favour of the Acquirers and have marked a lien against the abovementioned Account and FDRs in favour of "RR Investors Capital Services Pvt Ltd", Manager to the Open Offer. The Acquirer has deposited a sum of Rupees 4,00,000/- (Rupees Four Lakh Only) in the said Escrow Account and a sum of Rupees 80,00,000/- (Rupees Eighty Lacs Only) in the linked FDRs, together being 100% of the consideration payable under the Open Offer ("the cash deposit").
- 7.2.3 The Acquirer has empowered RR Investors Capital Services Pvt. Ltd., Manager to the Offer to operate and realize the value of the Escrow Account in terms of SEBI (SAST) Regulations, 1997.
- 7.2.4 In terms of Regulation 28(13), in case of non-fulfillment of obligations by the Acquirer, the Manager to the Offer shall ensure realisation of escrow amount by way of foreclosure of deposit.
- 7.2.5 The Manager to the Open Offer, hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Open Offer obligations.
- 7.2.6 As required under regulation 16(xiv) of the SEBI(SAST), Regulations, 1997 the Acquirers have adequate resources to meet the financial requirements under the Open Offer.
- 7.2.7 As per the Net Worth Certificate dated May 18, 2009 issued by M/s Jain & CO, Chartered Accountants and auditor of B S Traders Pvt Ltd, having their office at A-6 Naraina Vihar, New Delhi -110 028 (Membership No. 51771), Tel: 91-11-25771611, Fax: 91-11-51411612, e-mail: jain\_co\_del@yahoo.co.in, the Net Worth of the B S Traders Pvt Ltd as on March 31, 2009 is Rs. 377.51/- Lacs (Rupees Three Crore Seventy Seven Lacs and Fifty One Thousand Only) and also has sufficient liquid surplus funds to meet its part of obligations in the offer. And as per the Net Worth Certificate dated May 18, 2009 issued by M/s Agiwal & Associates, Chartered Accountants and auditor of Alok Fintrade Pvt Ltd and Landmark Dealers Pvt Ltd, having their office at Lal Kothi, 2nd Floor, Pataudi House Road, above Bank of Baroda, Darya Ganj, New Delhi -110 002 (Membership No. 81979), Tel: 91-11-23267461/23283162/23278579, Fax: 91-11-23267461, E-mail: ajiwal@vsnl.in, the Net Worth of Alok Fintrade Pvt Ltd and as on March 31, 2009 is Rs. 295.65/- Lacs (Rupees Two Crore Ninety Five Lacs and Sixty Five Thousand Only) and as on 31.03.09 the net worth of Landmark Dealers Pvt Ltd is Rs. 245.71/- Lacs (Rupees Two Crore Forty Five Lacs and Seventy One Thousand Only) and also have sufficient funds to the extent of their network to meet their part of obligations in the offer.

## 8. TERMS AND CONDITIONS OF THE OFFER

### 8.1 Persons eligible to participate in the Offer

- 8.1.1 Registered shareholders of Target Company and unregistered shareholders who own the equity shares of Target Company any time prior to the date of Closure of the Offer, other than the parties to the SPA.
- 8.1.2 None of the existing shares of Target Company are under any Lock-in requirements.

### 8.2 Statutory Approvals

- 8.2.1 Approval for transfer of shares of a company registered in India by an NRI/OCB to a person resident in India is required. The Acquirers shall apply for approval from RBI for transfer of shares in their name in due course after successful completion of this Offer.
- 8.2.2 No approval from any bank or financial institutions is required for the purpose of this Open Offer, to the best of the knowledge of the Acquirers.
- 8.2.3 As on the date of PA, to the best of the Acquirers' knowledge, no other statutory approvals are required to be obtained for the purpose of this Open Offer.
- 8.2.4 The Open Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.
- 8.2.5 In case of delay in receipt of any statutory approvals, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to the Acquirers for payment of consideration to the shareholders subject to Acquirers agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of willful default by the Acquirer in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

### 8.3 Others

- 8.3.1 Accidental omission to dispatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.
- 8.3.2 This Letter of Offer has been mailed to all the shareholders of Target Company (other than parties to SPA), whose names appeared on the Register of Members Of Target Company as on Friday, 19th June 2009, being the Specified Date. Persons who own equity shares of Target Company any time prior to the date of Offer Closure, but are not registered holders, are also eligible for accepting the offer.
- 8.3.3 Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be credited back to respective depository account or returned by registered post at the shareholder(s) / unregistered owner(s) sole risk.
- 8.3.4 Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders / Electronic Clearance Services (ECS) wherever applicable and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.
- 8.3.5 In accordance with the Regulation 22(6) of the SEBI (SAST) Regulations, the Promoter Directors of the Acquirers accept the responsibility for the information contained in this Letter of Offer.

## 9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

- 9.1 Shareholders who wish to tender their equity shares will be required to send their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed Share Transfer Form(s) to the Registrar to the Offer by hand delivery /registered post or through courier, as the case may be, at the address mentioned in Para 9.13, in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.
- 9.2 Shareholders of Target Company to whom this Offer is being made, are free to offer his / her / their equity shares Of Target Company for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in this Offer.
- 9.3 Beneficial owners and shareholders holding shares in physical form, who wish to avail of this Offer will have to forward the following documents to the office of the Registrar to the Offer by hand delivery or by registered post, as the case may be, on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. **Wednesday, 9th September 2009** Form of Acceptance, duly completed in all respects and signed by all the joint shareholders in the same order and as per the specimen signature(s) registered with Target Company.
- Relevant Original Share Certificate(s).
  - Valid Share Transfer Deed(s), duly signed (in case the equity shares are held in joint names, by all the shareholders and in the same order as appearing in the Register of Members of Target Company or on the Share Certificate issued by Target Company) as per the specimen signature(s) lodged with Target Company and witnessed by an independent witness (if possible, by a Notary Public, Bank Manager or a Member of a recognised stock exchange with membership number). Please do not fill in any other details in the Share Transfer Deed. In the event that a shareholder needs additional Share Transfer Deed(s), the same can be obtained from the Registrar to the Offer as mentioned hereafter.
  - Where the Transfer Deed(s) are executed by Constituted Attorney, attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer.
- 9.4 In case the equity shares are held by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed.
- 9.5 In case the equity shares stand in the name of a sole shareholder, who is deceased, the Notarised copy of the legal representation obtained from a Competent Court.
- 9.6 The offer documents are being dispatched to only those shareholders, who are eligible to participate in the offer. All shareholders of the Target Company, except the Acquirer and Sellers, who own the shares any time before the closure of the open Offer, are eligible to participate in the Offer.
- 9.7 No document should be sent to the Acquirer or to Target Company or to the Manager to the Offer.
- 9.8 In case of non-receipt of Letter of Offer, the eligible shareholders may send his / her / their applications to the Registrar to the

Offer on the address mentioned hereinabove, on a plain paper stating the name, address, number of equity shares held, folio number(s), certificate number(s), distinctive number(s), and number of shares tendered along with the relevant documents as mentioned hereinabove, so as to reach them on or before 5.00 PM upto the date of closure of the offer i.e. **Wednesday, 9th September 2009.**

- 9.9 Persons who own equity shares of Target Company any time prior to the date of Offer Closure, but are not registered holders, can tender their equity shares for purchase by the Acquirer, by communicating his / her / their desire to tender, in writing to the Registrar to the Offer and obtain from them a copy of the Letter of Offer, the Application Form and Transfer Deed(s) and lodge the same along with the relevant Share Certificate(s) and other documents, as mentioned hereinabove together with the Original Contract Note issued by a registered Stock Broker of a recognized Stock Exchange, only at the address of Registrar to the Offer as mentioned in para 9.13.
- 9.10 An unregistered shareholder can send his / her / their application to the Registrar to the Offer on the address mentioned in para 9.13, on a plain paper stating the name, address, number of shares held, folio number(s), certificate number(s), distinctive number(s) and number of equity shares tendered along with the relevant documents as mentioned hereinabove, so as to reach them on or before 5.00 PM on **Wednesday, September 9, 2009.** The forms are also available on sebi website [www.sebi.gov.in](http://www.sebi.gov.in) .
- 9.11 No indemnity is required from the unregistered shareholders.
- 9.12 In case the Share Certificate(s) and the instrument(s) of transfer are lodged for transfer with Target Company, then the Form of Acceptance should be accompanied by (i) the Share Transfer Deed(s) and (ii) the acknowledgement of lodgment or receipt issued by Target Company by individual. Whereas the Transfer Deed(s) are executed by Constituted Attorney, also attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer along with the acknowledgement of lodgment or receipt issued by Target Company. In case the equity shares are lodged by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed along with the Form of Acceptance and the acknowledgement of lodgment or receipt issued by Target Company.
- 9.13 Shareholders of the Target Company, holding shares in physical and who wish to accept the Offer shall send/deliver the Form of Acceptance along with all of the relevant documents at the collection center of the Registrar of Offer mentioned below in accordance with the procedure as set out herein.

**Address of Registrar to the Offer:**

Sr. No.	Address of Registrar to the Offer	Business Hours	Mode of Delivery
1.	Beetal Financial & Computer Services Pvt Ltd (SEBI REGN No: INR 000000262 99 Madangir, New Delhi - 110062011-29961281-283 Fax 011-29961284 Contact Person: Mr. Punit Gupta Mobile : 9810186621 E-mail : beetal@rediffmail.com	<b>Monday to Friday</b> 10.30 AM to 5.00 PM <b>Saturday</b> 10.30 AM to 1.30 PM	Hand delivery/ Courier / Registered Post

**Holidays: Sundays and Bank Holidays**

- 9.14 The Registrar to the Offer will hold in trust the shares / share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques / drafts / ECS if applicable for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.
- 9.15 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, 1997, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. Friday, 4th september 2009. The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 PM upto the last date of withdrawal i.e **Friday, 4th september 2009.**
- 9.16 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:-
- 9.16.1 In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.
- 9.16.2 The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account. Physical shares withdrawn by shareholders would be returned to the shareholders by Registered post.
- 9.16.3 The acquirer shall acquire the shares received from the shareholders under the offer on a proportionate basis in terms of Regulation 21(6) of the SEBI (SAST), Regulations, 1997 & the intimation of returned shares to the Shareholders will be sent at the address as per the records of Target Company.
- 9.17 Acquirer will acquire all the shares up to 12,00,000 Equity Shares tendered in the Offer with valid applications.
- 9.18 Method of Settlement
- 9.18.1 The marketable lot of Target Company is 100 {Hundred} equity share for shares held in Physical form. The Form of Acceptance, relevant Original Share Certificate(s), valid Share Transfer Deed(s) and other documents or/ and shares lying in the special depository account, tendered by the shareholders of Target Company under this Offer, shall be accepted from such shareholders in terms of the Letter of Offer, but will become a fully valid and binding contract between such shareholder(s) and the Acquirer only upon the fulfillment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

- 9.18.2 The payment to the Shareholders would be done through various modes in the following order of preference.
- a. Electronic Clearing System (ECS) - Payment would be done through ECS for shareholders having an account at any of the following 15 Centres : Ahmedabad, Bangalore, Bhubaneswar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram (managed by RBI). 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 an Bank Account at any of the above mentioned 15 Centres except where the shareholder being eligible opts to receive payment through direct credit or RTGS.
  - b. Direct Credit - Shareholders having Bank account with the escrow Banker as mentioned in the Acceptance-cum-Acknowledgement Form shall be eligible to receive payment through Direct Credit. Charges, if any, levied by the escrow bank for the same would be borne by the acquirers.
  - c. Real Time Gross Settlement –( RTGS) - Shareholders having an Bank account at any of the above mentioned 15 centres and whose amount exceeds Rs. 1 million 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 acquirers. Charges, if any, levied by the Shareholders Bank receiving the credit would be borne by the shareholder.
  - d. National Electronic Fund Transfer (NEFT) – Payment shall be undertaken through NEFT, wherever the shareholders 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 date immediately prior to the date of payment, duly mapped with MICR Nos. Wherever the shareholders have registered their 9 digit MICR Number and their Bank Account No 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 not operationally feasible. The payment would be made through any one of the other modes as discussed above. For all other shareholders, including physical shareholders and those who have not updated their bank particulars with MICR Code the payment will be dispatched under certificate of posting for value upto Rs.1500/- through a speed post / Registered post for payments above Rs.1500/-. Such payment will be made by cheques, Pay Orders or Demand Draft drawn on the escrow bank and payable at par at places where acceptance forms are received. Bank charges, if any, for cashing such cheques, payorders or demand draft at other centres will be payable by the shareholders.
- On fulfillment of all the conditions herein mentioned, the Letter of Offer and Form of Acceptance, the Acquirer will pay the Offer Price by a crossed and “Account Payee Only” cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder or first named shareholder in case of joint holding. The payment consideration will be sent by Registered Post to the sole / first named shareholder of Target Company whose equity shares are accepted by the Acquirer at his address registered with Target Company. It is desirable that shareholders holding Shares in physical mode provide bank details of the first/ sole shareholder in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheque /demand draft / ECS if applicable.
- 9.18.3 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.
- 9.18.4 The Acquirer shall endeavor to complete all procedures relating to the Offer within fifteen days from the date of Closure of the Offer (i.e. Wednesday, 9th September 2009), including payment of consideration to the shareholders of Target Company whose equity shares are accepted for purchase by the Acquirer.
- 9.18.5 In case of non-receipt of any of statutory approvals, if any required, as per regulation 22(12), SEBI (SAST), Regulations, 1997, SEBI may grant extension of time for the purpose of making payments to the shareholders who have successfully tendered their equity shares pursuant to this Offer and in such an event, the Acquirer will pay interest for the delayed payment beyond fifteen days of the closure of the Offer, at such rate as may be prescribed by SEBI.
- 9.18.6 As per the provisions of Section 196D (2) of the Income Tax Act, 1961 (Income Tax Act), no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD payable to a Foreign Institutional Investor (“FII”) as defined in Section 115 AD of the Income Tax Act. However, while tendering the shares under the Offer, the NRIs/OCBs/FIIs will be required to submit the No-Objection Certificate/Tax Clearance Certificate, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, from the income Tax Authorities under Income Tax Act, 1961. In case the aforesaid No Objection Certificate/Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder, on the entire consideration amount payable to such shareholder. The Acquirer will send the proof of having deducted and paid the tax along with the payment consideration.

#### 9.19. General

- 9.19.1 The Form of Acceptance and instructions contained therein are integral part of this Letter of Offer.
- 9.19.2 Neither the Acquirer nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of Acceptance, Share certificate(s), Share transfer deed(s), and copy of delivery instructions or other documents.
- 9.19.3 The Offer Price is denominated and payable in Indian Rupees only.
- 9.19.4 All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole / first applicant, folio number, number of equity shares tendered, date of lodgment of the Form of Acceptance and other relevant particulars.
- 9.19.5 If there is any upward revision in the Offer Price (Regulation 26) by the Acquirer till the last day of revision, viz., at

any time upto seven working days prior to the date of closure of the Open Offer or withdrawal of the Offer i.e., the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised Offer would be payable for all the shares tendered anytime during the Offer.

9.19.6 **"If there is competitive bid:**

**9.19.6.1 The Public Offers under all the subsisting bids shall close on the same date.**

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

9.19.7 Acquirer does not hold any share in the Target Company before SPA and 30,29,696 fully paid equity shares is agreed to be acquired through SPA.

**9.19.8 In terms of Regulation 22 (5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrars to the Offer on or before 5.00 PM upto three working days prior to the date of Closure of the Offer, i.e., Friday, 4th September 2009.**

9.19.9 Alternatively, a copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal cum Acknowledgement can be obtained from SEBI's official **web-site: www.sebi.gov.in.**

9.19.10 The manager to the Offer i.e. RR Investors Capital Services Pvt. Limited does not hold any shares in Target Company as on the date of PA.

9.19.11 Applications which are complete in all respect and which reach the Registrar to the Offer on or before the date of closure of offer i.e. **Wednesday, 9th September 2009** would be approved and the shares so offered would be accepted by the Acquirer free from all lien, charges, encumbrances along with all the rights attached to the shares like the right to all dividends, bonus and right shares and all other rights as are attached to such acquired shares.

**9.19.12 Locked in shares**

There are no shares of "Target Company" with lock in period.

**10. DOCUMENTS FOR INSPECTION**

- 10.1 The following documents are available for inspection at the Office of the Manager to the Offer i.e. RR Investors Capital Services Pvt. Ltd. 47, MM Road, Jhansi Marg, New Delhi-110055 from 10:30 a.m. to 5:00 p.m. on all working days except Sundays, until the closure of the Offer:
- 10.2 Certificate of Incorporation, Memorandum and Articles of Association in case of the Acquirers.
- 10.3 Net worth Certificates of Landmark Dealers Pvt. Ltd. and Alok Fintrade Pvt. Ltd. are issued by Agiwal & Associates, New Delhi, certifying that the net worth of the Acquirers is sufficient to fulfill the open offer obligations.
- 10.4 Net worth certificates of B. S. Traders Pvt. Ltd. is issued by Jain & Co. New Delhi, certifying that the net worth of the Acquirer is sufficient to fulfill the open offer obligations.
- 10.5 Audited Annual Reports of Acquirers and "Target Company" for the last three financial year.
- 10.6 A letter dated 16th May 2009 from Punjab National Bank Capital Services Branch 5 Sansad Marg New Delhi confirming the amount kept in Escrow Account and Fixed Deposit on which a lien has been marked in favour of RR Investors Capital Services Pvt. Ltd., Manager to the Offer.
- 10.7 Copy of the Share Purchase Agreement (SPA) dated 15th May 2009.
- 10.8 Published copies of the Public Announcement dated 21st May 2009.
- 10.9 SEBI Letter under Regulation 18(2) bearing no CFD/DCR/TO/RM/172059/2009 dated August 05, 2009.

**11. DECLARATION BY THE ACQUIRER**

- 11.1 In accordance with the Regulation 22(6) of the SEBI (SAST) Regulations, the Acquirer accepts full responsibility for the information contained in this Letter of Offer.
- 11.2 The Acquirer would be severally responsible for ensuring compliance with the Regulations.

**For and on behalf of**

**B S Traders Pvt Ltd (Acquirer) and Alok Fintrade Pvt Ltd & Landmark Dealers Pvt Ltd (PAC)**

**Sd/-**

**Director**

**Place: New Delhi**

**Date: 13th August, 2009**

**Sd/-**

**Director**

**Sd/-**

**Director**

**12. Enclosures**

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal cum Acknowledgement
3. Blank Share Transfer Deed(s).

## FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

Please read the Instructions overleaf before filling-in this Form of Acceptance

**From:**

Name :

Address :

Status : Resident/Non-Resident

Tel. No.:

Fax No.:

E-mail:

**To,**

**BS Traders Pvt. Ltd.**

**C/o Beetal Financial & Computer Services Pvt Ltd**

**(SEBI REGN No: INR 000000262)**

99 Madangir, New Delhi - 110062

Tel. : 011-29961281-283 Fax : 011-29961284

Contact Person: Punit Gupta

Mobile : 9810186621

E-mail : beetal@rediffmail.com

Dear Sir,

**Sub: Open Offer to Acquire 12,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Share Capital and resultant Voting Rights of "Target Company" at an offer price of Rs. 7/- (Rupees Seven Only) per fully paid up equity share ("Offer Price") payable in Cash by B S TRADERS PVT LTD**

I / we, refer to the Letter of Offer dated 13th August, 2009 for acquiring the equity shares held by me / us in **Lalit Polymers & Electronics Ltd.**

- I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
- I / We, unconditionally offer to sell to **B S Traders Pvt Ltd**, (hereinafter referred to as the "Acquirer") the following equity shares in **Lalit Polymers & Electronics Ltd** (hereinafter referred to as "Target Company"), held by me / us, at a price of Rs. 7/- (Rupees Seven Only) per fully paid up equity share..

### SHARES HELD IN PHYSICAL FORM

- I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No.....		Number of share certificates attached.....		Representing .....		equity shares	
Number of equity shares held in Target Company				Number of equity shares offered			
In figures		In words		In figures		In words	

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
<b>Total no. of Equity Shares</b>				

- I / We confirm that the equity shares of Target Company which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
- I / We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirer to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
- My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these equity shares. I / We agree that the Acquirer may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
- I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
- I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
- I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.
- I / We irrevocably authorise the Acquirer to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) / ECS if applicable in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with Target Company/DP:

<b>Name and complete address of the Sole/ First holder (in case of member(s), address as registered with Lalit Polymers &amp; Electronics Ltd):</b>	
.....	
.....	
Place: .....	Date: ..... Tel. No(s) : ..... Fax No.: .....

**So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical mode may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. In case of shareholders holding Shares in electronic mode, bank particulars noted with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/ demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished.**

Bank Account No.: ..... Type of Account: .....  
(Savings / Current / Other (please specify))

Name of the Bank: .....

Name of the Branch and Address: .....

9 Digit MICR Code: ..... IFSC Code: .....

**Details of RTGS / NEFT**

In addition of above Bank Details, shareholders opting for the RTGS / NEFT options should provide the following details:

Payment through RTGS (Yes / No) .....

Payment through NEFT (Yes / No) .....

IFCI Code of Branch where the Account is maintained: .....

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

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN / GIR No.			

Yours faithfully,  
Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

**Note:** In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

**INSTRUCTIONS**

- Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
- The Form of Acceptance should be filled-up in English only.
- Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
- Mode of tendering the Equity Shares Pursuant to the Offer:**
  - The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder Of Target Company.
  - Shareholders of Target Company to whom this Offer is being made, are free to offer his / her / their shareholding in Target Company for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.
- Business Hours : Mondays to Friday : 10.30 AM to 5.00 PM  
Saturday : 10.30 AM to 1.30 PM  
Holidays : Sundays and Bank Holidays

**ACKNOWLEDGEMENT SLIP**

**Open Offer** to Acquire 12,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Share Capital and **resultant Voting Rights** of "Target Company" at an offer price of Rs. 7/- (Rupees Seven Only) per fully paid up equity share ("Offer Price") payable in Cash by **B S TRADERS PVT LTD.**

Received from Mr. / Ms. / Mrs. .... Ledger Folio No/ Client ID. .... DP ID.....Number of certificates enclosed..... under the Letter of Offer dated \_\_\_\_\_, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
<b>Total no. of Equity Shares</b>				

Authorised Signatory  
Date

Stamp

**Note:** All future correspondence, if any, should be addressed to **Registrar to the Offer**

**Beetal Financial & Computer Services Pvt Ltd**  
(SEBI REGN No: INR 000000262)  
99 Madangir, New Delhi - 110062  
Tel : 011-29961281-283 Fax : 011-29961284  
**Contact Person: Mr. Punit Gupta**  
Mobile : 9810186621  
E-mail : beetal@rediffmail.com

## FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

Please read the Instruction in Letter of Offer and overleaf before filling in this Form of Withdrawal

From:

Name :

Address :

OFFER OPENS ON	: Friday, 21st August, 2009
LAST DATE OF WITHDRAWAL	: Friday, 4th September 2009
OFFER CLOSES ON	: Wednesday, 9th September 2009

Status : Resident/Non-Resident

FOR OFFICE USE ONLY	
Withdrawal Number	
Number of equity shares offered	
Number of equity shares withdrawn	

Tel. No.:

Fax No.:

E-mail:

To,

**B S Traders Pvt Ltd,**

**Beetal Financial & Computer Services Pvt Ltd**

(SEBI REGN No: INR 000000262)

99 Madangir, New Delhi - 110062

Tel : 011-29961281-283 Fax : 011-29961284

**Contact Person: Punit Gupta**

Mobile : 9810186621, E-mail : beetal@rediffmail.com

Dear Sir,

**Sub: Open Offer to Acquire 12,00,000 equity shares of Rs. 10/- each representing 20% of the total Equity Share Capital and resultant Voting Rights of "Target Company" at an offer price of Rs. 7/- (Rupees Seven Only) per fully paid up equity share by B S Traders Pvt Ltd(BSTPL) along with Alok Fintrade Pvt Ltd(AFPL) & Landmark Dealers Pvt Ltd (LDPL) (PAC and "Collectively called as Acquirers")**

I/We refer to the Letter of Offer dated 13th August, 2009 for acquiring the equity shares held by me/us in **Lalit Polymers & Electronics Ltd**

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

I/We wish to withdraw our acceptance tendered in response to the said offer. We had deposited/sent our 'Form of Acceptance' to you on ..... alongwith original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

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

### SHARES HELD IN PHYSICAL FORM

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of Shares
		From	To	
1				
2				
3				
<b>Total number of equity shares</b>				

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed 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.

### SHARES HELD IN DEMATERIALIZED FORM

DP NAME	DP I.D.	CLIENT I D	NO OF SHARES OFFERED	NAME OF BENIFICIARY
Signed and Delivered:				
	FULL NAME (S) OF THE HOLDER(S)		SIGNATURE (S)	
First/Sole Shareholder				
Joint Holder 1				
Joint Holder 2				

Place:

Date:

**Note:** In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

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

Folio No./DP ID Client ID:

**Beetal Financial & Computer Services Pvt Ltd**

(SEBI REGN No: INR 000000262)

99 Madangir, New Delhi - 110062

Tel : 011-29961281-283 Fax : 011-29961284

**Contact Person: Punit Gupta**

Mobile : 9810186621, E-mail : beetal@rediffmail.com

Serial No.:

(Acknowledgement Slip)

Signature of Official and Date of Receipt	Stamp of Registrar to the Offer

Received from

Mr./Ms. ....

Form of withdrawal in respect of ..... Number of Share

Certificates representing ..... number of shares.

**Note:** All future correspondence, if any, should be addressed to **Registrar to the Offer**

**Beetal Financial & Computer Services Pvt Ltd**

(SEBI REGN No: INR 000000262)

99 Madangir, New Delhi - 110062, Tel : 011-29961281-283 Fax : 011-29961284

**Contact Person: Mr. Punit Gupta**

Mobile : 9810186621, E-mail : beetal@rediffmail.com

## INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 p.m. hours upto the last date of withdrawal i.e. **Friday, 4th September 2009**
2. Shareholders should enclose the following: -
  - a. **For Equity Shares held in demat form:**

**Beneficial owners should enclose**

    - i. Duly signed and completed Form of Withdrawal.
    - ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
    - iii. Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.
    - iv. Death Certificate/Succession Certificate if applicable.
  - b. **For Equity Shares held in physical form:**

**Registered Shareholders should enclose:**

    - i. Duly signed and completed Form of Withdrawal.
    - ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
    - iii. 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 Target Company and duly witnessed at the appropriate place.
  - c. **For Non-Resident Shareholders:**
    - i. Power of attorney.
    - ii. Attested copy of PAN of all the Shareholders.
    - iii. NOC and Tex Exemption Certificate under income tax Act, 1969.
    - iv. Corporate authorisation in case of companies/FI/FII alongwith Board Resolution and specimen signature of authorised signatory.
    - v. Others if any.
  - d. **Unregistered owners should enclose:**
    - Duly signed and completed Form of Withdrawal.
    - Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip
3. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer/.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company/ Depository as the case may be.
5. The Form of Withdrawal alongwith enclosure should be sent only to the Registrar to the Offer.

In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from Target Company. The facility of partial withdrawal is available only on to Registered shareholders.