

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a Shareholder(s) of Weekline Investment and Trading Company Limited (hereinafter referred to as "Target Company" or "Target" or "WITCL"). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

Open Offer By

Mr. Anil Gupta ("Acquirer 1") residing at D-158, Pushpanjali Enclave, Pitampura, New Delhi – 110034, Mobile no.: +91-9810009453 and **Mrs. Saroj Gupta ("Acquirer 2")**, residing at 5/127, First Floor, Vaishali, Ghaziabad, Uttar Pradesh, Mobile no.: +91-7838812757

(Acquirer 1 and Acquirer 2 hereinafter collectively referred to as the "Acquirers")

alongwith persons acting in concert

Mr. Rajeev Kumar Gupta ("PAC 1") residing at 5/127, First Floor, Vaishali, Ghaziabad, Uttar Pradesh, Mobile no.: +91-9873388877 and **Mrs. Sarita Gupta ("PAC 2")** residing at D-158, Pushpanjali Enclave, Pitampura, New Delhi- 110034, Mobile no.: +91-9650009453

(PAC 1 and PAC 2 hereinafter collectively referred to as the "Persons Acting in Concert"/"PACs")

**to the shareholder(s) of
Weekline Investment and Trading Company Limited**

Registered office: 509, 5th Floor, Arunachal Building, Barakhamba Road, New Delhi- 110001, Ph: +91-11-69111180 to acquire upto 52,000 (Fifty Two Thousand) Equity Shares of the face value of Rs. 10 each ("Offer Shares"), representing 26% of the fully paid up Equity Share Capital of the Target Company at a price of Rs. 12/- (Rupees Twelve Only) per fully paid up Equity Share of Rs. 10 each, payable in cash.

Please Note:

1. This Offer is being made by the Acquirers along with PACs pursuant to regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of SEBI (SAST) Regulations.
3. **This Open Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.**
4. **There has been no Competing Offer as on the date of this Letter of Offer.**
5. The Target Company has received the approval from RBI vide Letter No. DNBS ND No.2221/CMS/05.23.005/2015-16 dated December 28, 2015 under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2014 issued under Master Circular No. DNBS (PD) CC No. 397/03.02.001/2014-15 dated July 01, 2014
6. If there is any upward revision in the Offer Price or the number of Shares sought to be acquired under the Open Offer by the Acquirers along with PACs, at any time prior to the commencement of the last three working days before the commencement of the tendering period i.e. upto Thursday, January 07, 2016, the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. The revised Offer Price would be payable for all the Equity Shares validly tendered anytime during the Tendering Period.
7. A copy of the Public Announcement, the Detailed Public Statement, Draft Letter of Offer, Corrigendum to DPS and this Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on SEBI's website (www.sebi.gov.in).

MANAGER TO THE OFFER



SOBHAGYA CAPITAL OPTIONS LIMITED

SEBI Regn. No.: MB/INM000008571
Regd. Off.: B-206, Okhla Industrial Area, Phase- I, New Delhi- 110020.
Tel. No.: +91-11-40777000
Fax No.: +91-11- 40777069
Contact Person: Mr. Abhishek Jain and Mr. Suraj Jha
Email id: delhi@sobhagyacap.com
Website: www.sobhagyacapital.com

REGISTRAR TO THE OFFER



SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

SEBI Regn. No.: INR000003241
Regd. Off.: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
Tel No.: +91-11-26812682 - 83
Fax No.: +91-11-26812683
Contact Person: Mr. Virender Rana
Email id.: viren@skylinerta.com
Website: www.skylinerta.com

SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

| Nature of Activity | Original Time Schedule Day and Date | Revised Time Schedule Day and Date |
|--|--|---------------------------------------|
| Date of the Public Announcement | Tuesday, April 21, 2015 | Tuesday, April 21, 2015 |
| Date of publication of the Detailed Public Statement | Tuesday, April 28, 2015 | Tuesday, April 28, 2015 |
| Last date for a Competing Offer | Thursday, May 21, 2015 | Thursday, May 21, 2015 |
| Identified Date* | Tuesday, June 02, 2015 | Wednesday, December 30, 2015 |
| Last Date by which Letter of Offer will be dispatched to the Shareholders | Tuesday, June 09, 2015 | Wednesday, January 06, 2016 |
| Last date for upward Revision | Wednesday, June 10, 2015 | Thursday, January 07, 2016 |
| Last date by which an independent committee of the Board of Target Company shall give its recommendation | Friday, June 12, 2015 | Monday, January 11, 2016 |
| Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspaper | Monday, June 15, 2015 | Tuesday, January 12, 2016 |
| Date of commencement of tendering period (Offer Opening Date) | Tuesday, June 16, 2015 | Wednesday, January 13, 2016 |
| Date of expiry of tendering period (Offer Closing Date) | Monday, June 29, 2015 | Wednesday, January 27, 2016 |
| Date by which all requirements including payment of consideration would be completed | Monday, July 13, 2015 | Wednesday, February 10, 2016 |
| Date of Publication of Post Issue Advertisement | Monday, July 06, 2015 | Tuesday, February 16, 2016 |
| Report on the offer to be submitted by the Merchant Banker | Monday, July 20, 2015 | Tuesday, February 16, 2016 |

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.*

All owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirers, PACs and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.

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RISK FACTORS

RISKS RELATED TO THE TRANSACTION, THE PROPOSED OPEN OFFER AND THE PROBABLE RISKS INVOLVED IN ASSOCIATING WITH THE ACQUIRERS AND THE PACs

(A) Risk relating to the transaction

The Open Offer is subject to (i) the compliance of the terms and conditions as set out under the Share Purchase Agreement dated April 21, 2015; and (ii) receipt of approvals as more particularly set out in Paragraph 7.4 of this Letter of Offer. With respect to pending approval of RBI for proposed change in control/management of Target Company, SEBI vide letter no. CFD/DCR-II/25999/2015 dated September 09, 2015 has granted extension of time to proceed further pursuant to Regulation 18(11) of the SEBI (SAST) Regulations. The Letter of Offer has to be dispatched within 07 working days and tendering period for the Open Offer may commence not later than 12 working days from the receipt of approval from RBI, subject to the condition that Acquirers shall pay interest @ 10% per annum for the period of delay. In accordance with the Share Purchase Agreement, the transaction under the Share Purchase Agreement shall be completed upon the fulfillment of conditions precedent agreed between the Acquirers along with PACs and the Sellers in the Agreement. Regulation 23(1) of the SEBI (SAST) Regulations, lists the circumstances under which offer may stand withdrawn, in the present case, as on the date of the Letter of Offer, there are no apparent circumstances which may warrant a withdrawal of the offer under regulation 23(1) of the SEBI (SAST) Regulations. If at a later date, any other statutory or regulatory or other approvals/no objections are required, the Offer would become subject to receipt of such other statutory or regulatory or other approvals/no objections.

(B) Risk relating to the Offer

1. To the best of knowledge of the Acquirers and the PACs, no statutory approvals are required except that of the Reserve Bank of India under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2014 issued under Master Circular No. DNBS (PD) CC No. 397/03.02.001/2014-15 dated July 01, 2014, for which the Target Company has received the approval from RBI vide Letter No. DNBS ND No.2221/CMS/05.23.005/2015-16 dated December 28, 2015. However, the Offer will be subject to all statutory approvals that may become applicable at a later date. The Acquirers and the PACs reserve the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date are refused.
2. In the event: (a) the regulatory approvals are not received in a timely manner; or (b) there is any litigation to stay the Offer; or (c) SEBI instructs the Acquirers and the PACs not to proceed with the Offer or to comply with certain conditions before proceeding the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer.
3. Consequently, the payment of consideration to the public shareholders of WITCL, whose Equity Shares are validly accepted in the Offer as well as the return of Equity Shares not validly accepted in the Offer, may be delayed.
4. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations. With respect to pending approval of RBI for proposed change in control/management of Target Company, SEBI vide letter no. CFD/DCR-II/25999/2015 dated September 09, 2015 has granted extension of time to proceed further pursuant to Regulation 18(11) of the SEBI (SAST) Regulations. The Letter of Offer has to be dispatched within 07 working days and tendering period for the Open Offer may commence not later than 12 working days from the receipt of approval from RBI, subject to the condition that Acquirers shall pay interest @ 10% per annum for the period of delay.
5. The Registrar to the Offer will hold in trust the Equity Shares, by holding the share certificates pertaining to the Equity Shares held in physical form and the Equity Shares held in demat form in the Depository Escrow Account, along with the documents submitted by the Shareholders, on behalf of the Shareholders who have tendered their Equity Shares, till the completion of the formalities of this Offer (in accordance with the Regulations and other applicable laws, rules and regulations), and the Shareholders will not be able to trade in such Equity Shares which are in the custody of the Registrar to the Offer, even if the acceptance of the Equity Shares in this Offer is rejected and/or dispatch of payment consideration is delayed. Further, during such period, there may be fluctuations in the market price of the Equity Shares that may adversely impact the Shareholders who have tendered their Equity Shares in this Offer. Accordingly, the Acquirers and the PACs do not make any assurance with respect to the market price of the Equity Shares at any time, whether during or upon or after the completion of the Offer, and disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer. It is understood that the Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
6. Shareholders should note that the Shareholders who tender the Equity Shares in the Offer shall not be entitled to withdraw such acceptances during the Tendering Period, even if the tender of the Equity Shares in this Offer is rejected and / or dispatch of consideration is delayed.

7. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the Equity Shares validly tendered by the shareholders in the Offer will be accepted.
8. This Offer is subject to completion risks as would be applicable to similar transactions.

(C) Probable risk involved in associating with the Acquirers and the PACs

1. The Acquirers and the PACs make no assurance with respect to the financial performance of the Target Company and disclaim any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
2. The Acquirers and the PACs make no assurance with respect to their investment/disinvestment decisions relating to their proposed shareholding in the Target Company.
3. The Acquirers and the PACs do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.
4. The Acquirers and the PACs do not accept any responsibility for statements made otherwise than in the Letter of Offer (LOF)/Corrigendum to DPS/ Draft Letter of Offer (DLOF)/Detailed Public Statement (DPS)/Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirers and/or the PACs) would be doing so at his/her/its own risk.
5. The Acquirers and the PACs do not accept the responsibility with respect to the information contained in the PA or DPS or DLOF or Corrigendum to DPS or LOF that pertains to the Target Company and has been compiled from publicly available resources.

The risk factors set forth above, pertain to the Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of Target Company are advised to consult their Stock Brokers or Investment Consultants, if any, for analyzing all the risks with respect to their participation in the Offer.

1. DEFINITIONS

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| Acquirer 1 | Mr. Anil Gupta |
| Acquirer 2 | Mrs. Saroj Gupta |
| Acquirers | Mr. Anil Gupta and Mrs. Saroj Gupta |
| CSE | The Calcutta Stock Exchange Limited |
| DSE | Delhi Stock Exchange Limited |
| Date of Opening of Offer | Wednesday, January 13, 2016 |
| Date of Closure of Offer | Wednesday, January 27, 2016 |
| Detailed Public Statement/DPS | Detailed Public Statement dated April 27, 2015, made by the Manager to the Offer on behalf of the Acquirers and the PACs to the shareholders of WITCL, which was published on April 28, 2015 in all editions of Business Standard (English), all editions of Business Standard (Hindi) and Kolkata edition of Kalantar Patrika (Bengali) |
| Draft Letter of Offer/LOF/DLOO | The Draft Letter of Offer dated May 07, 2015 submitted to SEBI for its observations. |
| Eligible Person(s)/Eligible Shareholder(s) for the Offer | All owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirers, PACs and Sellers) are eligible to participate in the Offer any time before the closure of the Offer. |
| FIPB | Foreign Investment Promotion Board |
| Form of Acceptance/FOA | Form of Acceptance cum Acknowledgement |
| Identified Date | Wednesday, December 30, 2015 i.e. Date for the purpose of determining the names of shareholders as on such date to whom the Letter of Offer will be sent. |
| Letter of Offer/LOO | The final Letter of Offer dated January 04, 2016 |
| Offer/Open Offer | Open Offer for acquisition of upto 52,000 (Fifty Two Thousand) Equity Shares of the face value of Rs. 10 each ("Offer Shares"), representing in aggregate 26% of the fully paid up Equity Share Capital of the Target Company at a price of Rs. 12/- (Rupees Twelve Only) per fully paid up Equity Share of Rs. 10 each, payable in cash. |
| Offer Price | Rs. 12/- (Rupees Twelve Only) per fully paid up equity share of Rs. 10/- each. |

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| PAC 1 | Mr. Rajeev Kumar Gupta |
| PAC 2 | Mrs. Sarita Gupta |
| Persons Acting in Concert/PACs | Mr. Rajeev Kumar Gupta and Mrs. Sarita Gupta |
| Period of delay | Means period between the following dates:- Last date by which payment is required to be made to shareholders of Target Company who will tender their shares in the open offer based on observation letter issued by SEBI dated August 26, 2015 (receipt on September 03, 2015). Based on this, last date for payment to shareholders is Friday, October 23, 2015. Actual date of payment to shareholders of Target Company who will tender their shares in the open offer, based on extension letter no. CFD/DCR-II/25999/2015 dated September 09, 2015 issued by SEBI for making payment to the Shareholders, subject to the condition that Acquirers shall pay interest @ 10% per annum for the period of delay. |
| Public Announcement/PA | Public Announcement dated April 21, 2015 made by the Manager to the Offer on behalf of the Acquirers and the PACs on April 21, 2015 |
| RBI | Reserve Bank of India |
| Registrar/Registrar to the Offer/RTA | Skyline Financial Services Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at D-153 A, 1 st Floor, Okhla Industrial Area, Phase - I, New Delhi – 110020 |
| Regulations/ SEBI (SAST) Regulations /SAST Regulations/ Takeover Code | Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof. |
| SEBI | Securities & Exchange Board of India |
| SEBI Act | Securities & Exchange Board of India Act, 1992, and subsequent amendments thereof. |
| Sellers/Existing Promoters/ Promoter Group | Mrs. Neeta Kansal, Mr. Krishan Kumar Kansal, Mrs. Reena Kansal, Mr. Vinod Kumar Kansal, Mr. Nitin Kansal and Mr. Rajat Kansal |
| Share(s) | Equity Shares of Weekline Investment and Trading Company Limited |
| Sobhagya/SCOL/Manager to the Offer/MB/Merchant Banker | Sobhagya Capital Options Limited, the Merchant Banker appointed by the Acquirers pursuant to regulation 12 of the SEBI (SAST) Regulations, having its registered office at B-206, Okhla Industrial Area, Phase-I, New Delhi-110020. |
| SPA | Share Purchase Agreement dated April 21, 2015 entered into between the Acquirers and the Sellers |
| Stock Exchanges | The Calcutta Stock Exchange Limited and the Delhi Stock Exchange Limited |
| Tendering period | A period of 10 (Ten) working days period from the date of opening of offer on Wednesday January 13, 2016 to closing of offer on Wednesday, January 27, 2016. |
| Weekline Investment and Trading Company Limited/ WITCL/ Target Company/Target | A Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 509, 5 th Floor, Arunachal Building, Barakhamba Road, New Delhi- 110001. |

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations unless specified.

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 WEEKLINE INVESTMENT AND TRADING COMPANY LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SOBHAGYA CAPITAL OPTIONS LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MAY 06, 2015 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011 AND SUBSEQUENT AMENDEMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open Offer (the “Offer”) is being made by the Acquirers along with the PACs to the shareholders of the Target Company in compliance with regulation 3(1) and 4 of the SEBI (SAST) Regulations for taking complete Management Control of the Target Company along with acquisition of the entire present shareholding of the Sellers in terms of the Share Purchase Agreement (“SPA”) dated April 21, 2015.

3.1.2 The Acquirers have entered into a Share Purchase Agreement (“SPA”) with Mrs. Neeta Kansal , Mr. Krishan Kumar Kansal, Mrs. Reena Kansal, Mr. Vinod Kumar Kansal, Mr. Nitin Kansal and Mr. Rajat Kansal, the existing Promoters of the Target Company (hereinafter collectively referred to as the “**Sellers**”) with the objective of taking complete Management Control of the Target Company along with acquisition of the entire present shareholding of the Sellers, i.e. 98,600 (Ninety Eight Thousand Six Hundred) fully paid up Equity Shares of the Target Company, representing 49.30% of total fully paid-up Equity Share Capital of the Target Company presently held by the Sellers, at a price of Rs. 12/- (Rupee Twelve only) per fully paid Equity Share for cash consideration. **This mandatory Open Offer is made by the Acquirers and PACs in compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations, consequent to the agreement for acquisition of complete Control and Management of the Target Company along with entire shareholding of the sellers as contemplated under the SPA.**

3.1.3 The Details of the Sellers are as follows:

| Sr.No. | Name & Address of the Sellers | Nature of Entity | Part of Promoter Group (Yes/No) | Listed/ Unlisted | Shareholding (No. of Equity) | % of paid up and Voting Capital Shares) |
|--------|--|------------------|---------------------------------|------------------|------------------------------|---|
| 1. | Neeta Kansal 281, Industrial Area-A, Ludhiana, Punjab-141003 | Individual | Yes | Not Applicable | 15500 | 7.75 |
| 2. | Krishan Kumar Kansal 281, Industrial Area-A, Ludhiana, Punjab-141003 | Individual | Yes | Not Applicable | 15000 | 7.50 |
| 3. | Reena Kansal 281, Industrial Area-A, Ludhiana, Punjab-141003 | Individual | Yes | Not Applicable | 20000 | 10.00 |
| 4. | Vinod Kumar Kansal 281, Industrial Area-A, Ludhiana, Punjab-141003 | Individual | Yes | Not Applicable | 3000 | 1.50 |
| 5. | Nitin Kansal 281, Industrial Area-A, Ludhiana, Punjab-141003 | Individual | Yes | Not Applicable | 22550 | 11.275 |
| 6. | Rajat Kansal 281, Industrial Area-A, Ludhiana, Punjab-141003 | Individual | Yes | Not Applicable | 22550 | 11.275 |
| | Total | | | | 98600 | 49.30 |

3.1.4 The salient features of the SPA are as follows:

- The SPA is subject to the compliances of provisions of SEBI (SAST) Regulations and in case of non-compliances of any provisions of SEBI (SAST) Regulations, the SPA shall not be acted upon.
- The Agreement shall be binding on the parties.
- That the Sale Shares under the SPA are free from all Liens, Claim, encumbrance, charge, mortgage and the like.
- The Sellers should handover the Original Share Certificates along with original, valid and signed share transfer forms to the Acquirers.
- The Acquirers intends to acquire the complete management control along with the entire current shareholding of the Sellers.
- The Purchase Consideration of the Sale Shares in respect of the transfer of shares has been agreed to be Rs. 12/- per share resulting in an aggregate consideration of Rs. 11,83,200/- (Rupees Eleven Lakh Eighty Three Thousand and Two Hundred Only) payable by the Acquirers to the respective Sellers.

3.1.5 After the completion of this Offer and pursuant to the transfer of the Equity Shares so acquired, the Acquirers along with the PACs shall be in a position to exercise complete management control over the Target Company. Simultaneously with the purchase of the Sale Shares (or any part thereof) by the Acquirers and PACs under the SPA, the Sellers shall cease to be "Promoters" of the Target Company.

3.1.6 The Offer is not as a result of Global Acquisition resulting in indirect acquisition of Target Company.

3.1.7 As on the date of this Letter of Offer, the Acquirers along with PACs hold 35,680 Equity Shares representing 17.84% of the fully paid up Equity Share Capital of the Target Company, the break-up of the same is as follows:

| S. No. | Name of the Acquirers/PACs | No. of Equity Shares/% of Voting Rights held | Equity Shares or Voting Rights held |
|--------|--------------------------------|--|-------------------------------------|
| 1. | Mr. Anil Gupta (Acquirer 1) | 9500 | 4.75 |
| 2. | Mrs. Saroj Gupta (Acquirer 2) | 7180 | 3.59 |
| 3. | Mr. Rajeev Kumar Gupta (PAC 1) | 9500 | 4.75 |
| 4. | Mrs. Sarita Gupta (PAC 2) | 9500 | 4.75 |
| | Total | 35680 | 17.84 |

3.1.8 There is no separate arrangement for the proposed change in control of the Target Company except for the terms as mentioned in the SPA.

3.1.9 There is no agreement amongst the Acquirers, PACs and any other persons/entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other persons / entities propose to participate in the acquisition.

3.1.10 The Acquirers and the PACs have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.11 The Acquirers may, subsequent to successful completion of this Open Offer or in accordance with regulation 22(2) of SEBI (SAST) Regulations, reconstitute the Board of Directors of the Target Company. As on date, the Acquirers have not decided on the names of persons who may be appointed on the Board of Directors of the Target Company.

3.1.12 A recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy thereof shall be sent to SEBI, Stock Exchanges and the Manager to the Offer and in case of a competing offer(s) to the manager(s) to the open offer for every competing offer.

3.2 Details of the Proposed Offer

3.2.1 In accordance with regulation 13(4) of the SEBI (SAST) Regulations, the Acquirers and the PACs had made a Detailed Public Statement within 5 (five) working days from the date of Public Announcement. In accordance with regulation 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement has been published in the following newspapers:

| Name of the Newspaper | Edition | Date |
|-----------------------------|--------------|----------------|
| Business Standard (English) | All Editions | April 28, 2015 |
| Business Standard (Hindi) | All Editions | April 28, 2015 |
| Kalantar Patrika (Bengali) | Kolkata | April 28, 2015 |

The acquirers have also made a corrigendum to the Detailed Public Statement, which is to be published in the same newspapers, as mentioned above, in accordance with Regulation 14(3) and pursuant to SEBI observations letter No. CFD/DCR/SKS/24396/2015 dated August 26, 2015. The Corrigendum to DPS is also available on the SEBI's website. www.sebi.gov.in

- 3.2.2 A copy of the Detailed Public Statement for the Open Offer is also available on the website of SEBI at www.sebi.gov.in and on the website of the Manager to the Offer at www.sobhagyacapital.com.
- 3.2.3 The Acquirers and PACs are making an Offer to acquire up to 52,000 (Fifty Two Thousand) Equity Shares of face value Rs. 10 each ("Offer Shares"), representing 26% of the fully paid up Equity Share Capital of the Target Company at a price of Rs. 12/- (Rupees Twelve Only) per fully paid up Equity Share of Rs. 10 each, payable in cash.
- 3.2.4 All the shares of the Target Company are fully paid up and there are no partly paid up shares in the Target Company. There is no differential pricing in the Offer.
- 3.2.5 This is not a competing Offer in terms of regulation 20 of the SEBI (SAST) Regulations and there has been no competing offer as on the date of this Letter of Offer.
- 3.2.6 This Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of the SEBI (SAST) Regulations.
- 3.2.7 The Acquirers will acquire upto 52,000 (Fifty Two Thousand) Equity Shares that are validly tendered in accordance with the terms of the Offer at the offer price. In the event the Equity Shares tendered in the Offer are more than the Equity Shares proposed to be acquired under the Offer, the acquisition of Equity Shares from the Eligible Shareholders will be on a proportionate basis, as detailed in paragraph 8.10 of this Letter of Offer.
- 3.2.8 The Equity Shares of the Target Company will be acquired by the Acquirers free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.9 The Acquirers and/or PACs have not acquired any shares of the Target Company from the date of the PA i.e. April 21, 2015, upto the date of this Letter of Offer.
- 3.2.10 Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Sobhagya Capital Options Limited as the Manager to the Offer.
- 3.2.11 As on the date of this Letter of Offer, the Manager to the Offer, Sobhagya Capital Options Limited, does not hold any Equity Shares in the Target Company, further, the Manager to the Offer is not related to the Acquirers, PACs and the Target Company in any manner whatsoever. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.
- 3.2.12 After completion of the Offer, assuming full acceptance, the Acquirers and PACs will hold 1,86,280 Equity Shares of the Target Company, representing 93.14% of the fully paid up Equity Shares Capital of the Target Company, which would result in public shareholding in Target Company falling below the minimum level prescribed under clause 40A of the Standard Equity Listing Agreement. The Acquirers and the PACs undertake that they shall take necessary steps to reduce their shareholding in accordance with the provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957 so that the Company is in due compliance of the Minimum Public Shareholding requirement.

3.3 **Object of the Acquisition/Offer**

- 3.3.1 The main object of this acquisition is to acquire substantial stake and complete management control of the Target Company and manage the business of the Target Company in a manner beneficial to all stakeholders. The Acquirers may continue the existing line of business of the Target Company or may diversify its business activities in future with the prior approval of shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirers cannot ascertain the repercussions, if any, on the employees and locations of the business place of Target Company.
- 3.3.2 The Acquirers intend to take complete control and management over the Target Company and make changes in the Board of Directors of the Target Company, subsequent to the completion of this Offer in accordance with the SEBI (SAST) Regulations.
- 3.3.3 The Acquirers and PACs do not have any intention to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

4. BACKGROUND OF THE ACQUIRERS AND THE PACs

4.1 Information about the Acquirers:

a. Mr. Anil Gupta (Acquirer 1)

- i. Mr. Anil Gupta aged about 51 years, son of Shri. Ved Prakash Gupta is residing at D-158, Pushpanjali Enclave, Pitampura, New Delhi – 110034, Mobile no.: +91-9810009453. He is a Commerce Graduate and member of Institute of Chartered Accountants of India (ICAI) and is having experience spanning over 26 years in the field of Taxation, Auditing and Accounting related matters.
- ii. Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, having office at 653, Rishi Nagar, Rani Bagh, Delhi-110034, Mobile No.: +91-9818151622, Email Id: nareshgargca@yahoo.com, has certified, vide certificate dated December 30, 2015 that the net worth of Mr. Anil Gupta is Rs. 244.81 Lacs (Rupees Two Crore Forty Four Lacs Eighty One Thousand only).
- iii. Mr. Anil Gupta has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- iv. As on the date of this Letter of Offer, Mr. Anil Gupta holds 9500 Equity Shares representing 4.75% of the fully paid up Equity Share Capital of the Target Company. Except for the shares held by him in the Target Company he has no other interest in the Target Company, its Directors, key employees and Promoters in any manner whatsoever.
- v. As on date of this Letter of Offer, Mr. Anil Gupta is not a Director on the Board of any Listed Company
- vi. As on the date of this Letter of Offer, Mr. Anil Gupta holds 9,500 Equity Shares representing 4.75% of the fully paid up Equity Share Capital of the Target Company. The provisions of the Chapter V of the SEBI (SAST) Regulations are not applicable to Acquirer 1.

b. Mrs. Saroj Gupta (Acquirer 2)

- i. Mrs. Saroj Gupta aged about 42 years, daughter of Shri. Om Prakash Gupta is residing at 5/127, First Floor, Vaishali, Ghaziabad, Uttar Pradesh, Mobile no.: +91-7838812757. She is a Homeopathic Doctor and having experience spanning over 13 years in Homeopathy.
- ii. Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, having office at 653, Rishi Nagar, Rani Bagh, Delhi-110034, Mobile No.: +91-9818151622, Email Id: nareshgargca@yahoo.com, has certified, vide certificate dated December 30, 2015 that the net worth of Mrs. Saroj Gupta is Rs. 125.75 Lacs (Rupees One Crore Twenty Five Lakhs Seventy Five Thousand only).
- iii. Mrs. Saroj Gupta has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- iv. As on the date of this Letter of Offer, Mrs. Saroj Gupta holds 7180 Equity Shares representing 3.59% of the fully paid up Equity Share Capital of the Target Company. Except for the shares held by her in the Target Company she has no other interest in the Target Company, its Directors, key employees and Promoters in any manner whatsoever.
- v. As on date of this Letter of Offer, Mrs. Saroj Gupta is not a Director on the Board of any Listed Company
- vi. As on the date of this Letter of Offer, Mrs. Saroj Gupta holds 7180 Equity Shares representing 3.59% of the fully paid up Equity Share Capital of the Target Company and has duly complied with the provisions of the Chapter V of the SEBI (SAST) Regulations, as applicable.

c. Mr. Rajeev Kumar Gupta (PAC 1)

- i. Mr. Rajeev Kumar Gupta aged about 44 years, son of Shri. Ram Prasad Gupta is residing at 5/127, First Floor, Vaishali, Ghaziabad, Uttar Pradesh, Mobile no.: +91-9873388877. He is a member of Institute of Cost Accountants of India and doing practice as a Cost Accountant, he has an experience spanning over 18 years in the field of finance.
- ii. Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, having office at 653, Rishi Nagar, Rani Bagh, Delhi-110034, Mobile No.: +91-9818151622, Email Id: nareshgargca@yahoo.com, has certified, vide certificate dated December 30, 2015 that the net worth of Mr. Rajeev Kumar Gupta is Rs. 121.90 Lacs (Rupees One Crore Twenty One Lacs Ninety Thousand only).
- iii. Mr. Rajeev Kumar Gupta has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

- iv. As on the date of this Letter of Offer, Mr. Rajeev Kumar Gupta holds 9500 Equity Shares representing 4.75% of the fully paid up Equity Share Capital of the Target Company. Except for the shares held by him in the Target Company he has no other interest in the Target Company, its Directors, key employees and Promoters in any manner whatsoever.
- v. As on date of this Letter of Offer, Mr. Rajeev Kumar Gupta is a Director on the Board of the following Listed Company:

| Company in which PAC 1 is Director* | Corporate Identification Number | Activities / Nature of Business | Whether the PAC is a Whole Time Director |
|-------------------------------------|---------------------------------|--|--|
| Panafic Industrials Limited | L45202DL1985PLC019746 | The main operation of the Company is to finance industrial enterprises by way of making loans or advances mainly to private industrial enterprises in India and dealing in sale purchase of the Securities.# | He is holding the office of Managing Director of the Company |

* This entity is not acting in concert for this Offer.

Source: Company website (<http://www.panaficindustrialsltd.com/index.php/about-us/company-profile/>)

- vi. As on the date of this Letter of Offer, Mr. Rajeev Kumar Gupta holds the position of Managing Director on the Board of Panafic Industrials Limited.
- vii. As on the date of this Letter of Offer, Mr. Rajeev Kumar Gupta holds 9500 Equity Shares representing 4.75% of the fully paid up Equity Share Capital of the Target Company and has duly complied with the provisions of the Chapter V of the SEBI (SAST) Regulations, as applicable.

d. Mrs. Sarita Gupta (PAC 2)

- i. Mrs. Sarita Gupta aged about 42 years, daughter of Shri. Narottam Das Gupta is residing at D-158, Pushpanjali Enclave, Pitampura, New Delhi- 110034, Mobile no.: +91-9650009453. She is an undergraduate having 11 years of experience in the field of administration.
- ii. Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, having office at 653, Rishi Nagar, Rani Bagh, Delhi-110034, Mobile No.: +91-9818151622, Email Id: nareshgargca@yahoo.com, has certified, vide certificate dated December 30, 2015 that the net worth of Mrs. Sarita Gupta is Rs. 147.47 Lacs (Rupees One Crore Forty Seven Lacs Forty Seven Thousand only).
- iii. Mrs. Sarita Gupta has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- iv. As on the date of this Letter of Offer, Mrs. Sarita Gupta holds 9500 Equity Shares representing 4.75% of the fully paid up Equity Share Capital of the Target Company. Except for the shares held by her in the Target Company she has no other interest in the Target Company, its Directors, key employees and Promoters in any manner whatsoever.
- v. As on date of this Letter of Offer, Mrs. Sarita Gupta is a Director on the Board of the following Listed Company:

| Company in which PAC 2 is Director* | Corporate Identification Number | Activities / Nature of Business | Whether the PAC is a Whole Time Director |
|-------------------------------------|---------------------------------|--|--|
| Panafic Industrials Limited | L45202DL1985PLC019746 | The main operation of the Company is to finance industrial enterprises by way of making loans or advances mainly to private industrial enterprises in India and dealing in sale purchase of the Securities.# | No |

* This entity is not acting in concert for this Offer.

Source: Company website (<http://www.panaficindustrialsltd.com/index.php/about-us/company-profile/>)

- vi. As on the date of this Letter of Offer, Mrs. Sarita Gupta holds 9500 Equity Shares representing 4.75% of the fully paid up Equity Share Capital of the Target Company and has duly complied with the provisions of the Chapter V of the SEBI (SAST) Regulations, as applicable.

e. Other Information about the Acquirers and the PACs

- i. There is no agreement amongst the Acquirers, PACs and any other persons/entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other persons / entities propose to participate in the acquisition.
- ii. Mr. Anil Gupta is the husband of Mrs. Sarita Gupta.
- iii. Mrs. Saroj Gupta is the wife of Mr. Rajeev Kumar Gupta.
- iv. Mr. Anil Gupta and Mrs. Saroj Gupta are not related to each other.

5. BACKGROUND OF WEEKLINE INVESTMENT AND TRADING COMPANY LIMITED

(The disclosures mentioned under this section has been sourced from information available in Public Domain or provided to the Acquirers/PACs by the Target Company)

- 5.1 Weekline Investment and Trading Company Limited was incorporated on September 29, 1983, under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana and obtained certificate of commencement of business on October 15, 1983. The Corporate Identification Number of Target Company is L74899DL1983PLC016657.
- 5.2 The Target Company is registered with RBI as a Non Banking Financial Company. RBI has granted registration vide its registration no. 14.01001 dated August 10, 1998 with a condition that the Target Company shall not accept public deposits.
- 5.3 Presently, the registered office of the Target Company is situated at 509, 5th Floor, Arunachal Building, Barakhamba Road, New Delhi- 110001.
- 5.4 In terms of the Main Objects clause of its Memorandum of Association, the Target Company is inter-alia permitted to carry on the activities/business of buying, selling, importing, exporting of all kinds of commodities, goods etc., and to acquire, hold and deal in shares, stocks, debentures, bonds, bullion and securities of all kinds.
- 5.5 As on date of this Letter of Offer, the Authorized Share Capital of the Target Company is Rs. 25,00,000 (Rupees Twenty Five Lacs only) consisting of 2,50,000 (Two Lac Fifty Thousand) Equity Shares of Rs. 10.00 (Rupees Ten Only) each and the Issued, Subscribed and Paid-up Capital of the Target Company is Rs. 20,00,000/- (Rupees Twenty Lacs Only) consisting of 2,00,000 (Two Lacs) Equity Shares of face value of Rs.10.00 (Rupees Ten Only) each.

- 5.6 The share capital structure of the Target Company is as under:

| Paid up Equity shares of Target Company | No. of shares/ voting rights | % of shares/ voting rights |
|--|-------------------------------------|-----------------------------------|
| Fully Paid up Equity Shares | 2,00,000 | 100 |
| Partly Paid up Equity Shares | Nil | Nil |
| Total Paid up Equity Shares | 2,00,000 | 100 |
| Total voting rights in the Target Company | 2,00,000 | 100 |

- 5.7 The entire present paid up Equity Share Capital of the Target Company is currently listed on The Calcutta Stock Exchange Limited. ("CSE") and the Delhi Stock Exchange Limited ("DSE"). However, SEBI vide its Order No. WTM/PS/45/MRD/DSA/NOV/2014 dated November 19, 2014, has withdrawn the recognition granted to the Delhi Stock Exchange Limited.
- 5.8 The Target Company does not have any partly paid Equity Shares. There are no outstanding warrants or options or similar instrument, convertible into Equity Shares at a later stage.
- 5.9 As per the information provided by the Target Company, the Promoters of the Target Company have complied with the provisions of Chapter II of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011.
- 5.10 As on the date of this Letter of Offer, the Board of Directors of the Target Company comprises of 5 (Five) Directors. The details of the Board of Directors are as below:

| Name of Directors | DIN | Designation | Date of Appointment |
|--------------------------|------------|--------------------|----------------------------|
| Nitin Kansal | 00615169 | Director | 22/05/1995 |
| Rajat Kansal | 00615176 | Director | 20/06/1997 |
| Vijay Rani Gupta | 00615775 | Director | 04/12/2001 |
| Kumar Mukund Sonu | 07020239 | Director | 21/11/2014 |
| Arpit Gupta | 07024320 | Director | 21/11/2014 |

Note: As on the date of this Letter of Offer, there are no persons representing the Acquirers and PACs on the Board of Directors of the Target Company.

- 5.11 There has been no merger, de-merger and spin off in the last three years involving the Target Company.
- 5.12 The financial information of the Target Company as per the audited accounts for the last three financial years ended March 31, 2015, March 31, 2014, March 31, 2013 and unaudited & certified for the 6 months period ended September 30, 2015 are as follows:

Profit & Loss Account
(Figures in Rupees Lacs.)

| Profit & Loss Statement | 6 Months period ending (Un-audited & certified) | 12 Months period ending March 31 (Audited) | | |
|---|--|---|-------------|-------------|
| | September 30, 2015 | 2015 | 2014 | 2013 |
| Income from Operations | - | - | - | - |
| Other Income | 0.83 | 3.52 | 2.28 | 1.99 |
| Total Income | 0.83 | 3.52 | 2.28 | 1.99 |
| Total Expenditure | 0.81 | 2.27 | 0.28 | 0.29 |
| Profit before Depreciation, Interest & Tax | 0.02 | 1.25 | 2.00 | 1.70 |
| Depreciation | - | - | - | - |
| Interest | - | - | - | - |
| Profit before Tax & Extra Ordinary Items | 0.02 | 1.25 | 2.00 | 1.70 |
| Extra Ordinary Items | - | - | 0.52 | 0.47 |
| Exceptional Items | - | - | - | - |
| Profit Before Tax | 0.02 | 1.25 | 1.48 | 1.23 |
| Provision for Tax Short & Excess | - | (0.33) | - | - |
| Profit After Tax | 0.02 | 0.92 | 1.48 | 1.23 |

Balance Sheet Statement
(Figures in Rupees Lacs.)

| Balance Sheet Statement | 6 Months period ending (Un-audited) | 12 Months period ending March 31 (Audited) | | |
|--|--|---|--------------|--------------|
| | September 30, 2015 | 2015 | 2014 | 2013 |
| Sources of Funds | | | | |
| Paid-up Share Capital | 20.00 | 20.00 | 20.00 | 20.00 |
| Reserves & Surplus (Excluding Revaluation Reserve) | 17.50 | 17.47 | 16.56 | 15.08 |
| Reserves set apart for disputed liabilities | - | - | - | - |
| Share Application Money Pending Allotment | - | - | - | - |
| Secured Loan | - | - | - | - |
| Unsecured Loan | - | - | - | - |
| Current Liabilities | 1.25 | 0.92 | 0.09 | 0.07 |
| Short Term Provisions | - | 0.33 | - | - |
| Deferred Tax Liability | - | - | - | - |
| Total | 38.75 | 38.73 | 36.65 | 35.15 |
| Uses of Funds | | | | |
| Net Fixed Assets | - | - | - | - |
| Investments- Long Term | - | 25.98 | 35.84 | 34.75 |
| Investments- Current | - | - | - | - |
| Current Assets | 38.75 | 12.74 | 0.81 | 0.40 |
| Miscellaneous Expenses not written off | - | - | - | - |
| Total | 38.75 | 38.73 | 36.65 | 35.15 |

Other Financial Data

| Other Financial Data | 6 Months period ending (Un-audited) | 12 Months period ending March 31 | | |
|--------------------------------------|--|----------------------------------|-------|-------|
| | September 30, 2015 | 2015 | 2014 | 2013 |
| Net Worth (in Rs. Lacs.) | 37.48 | 37.48 | 36.56 | 35.08 |
| Dividend (in %) | - | - | - | - |
| Earning Per Share (in Rs. per Share) | 0.01 | 0.46 | 0.74 | 0.61 |
| Return on Net worth (in %) | 0.21% | 3.32% | 4.05% | 3.50% |
| Book Value (in Rs. per Share) | 18.74 | 18.74 | 18.28 | 17.54 |

(Source- As certified by Mr. Rohit Suri (Membership No. 091064), Proprietor of M/s Rohit Suri & Associates, Chartered Accountants, Statutory Auditors of the Target Company, having Office at 7, Sharda Niketan, Pitam Pura, Delhi-110034, Ph: +91-11-27012010, Email Id: r.rohitsuri@gmail.com vide certificate dated December 30, 2015)

5.13 As on the date of this Letter of Offer, shareholding in the Target Company before and after the Offer (assuming full acceptances in the Offer) is given in the table below:

| Shareholders' Category | Shareholding & voting rights prior to the agreement/ acquisition and offer | | Shares /voting rights agreed to be acquired which triggered off the Regulations open offer | | Shares/voting rights to be acquired in acquisition and offer (Assuming full acceptances) | | Share holding / voting rights after the offer | |
|---|--|----------------|--|-----------------|---|-----------------|---|----------------|
| | (A) | | (B) | | (C) | | (A)+(B)+(C)=(D) | |
| | No. | % | No. | %* | No. | %* | No. | %* |
| (1) Promoter Group | | | | | | | | |
| a. Parties to agreement, if any | | | | | | | | |
| Neeta Kansal | 15500 | 7.75% | (98600) | (49.30%) | 0 | 0.00% | 0 | 0.00% |
| Krishan Kumar Kansal | 15000 | 7.50% | | | | | | |
| Reena Kansal | 20000 | 10.00% | | | | | | |
| Vinod Kumar Kansal | 3000 | 1.50% | | | | | | |
| Nitin Kansal | 22550 | 11.275% | | | | | | |
| Rajat Kansal | 22550 | 11.275% | | | | | | |
| b. Promoters other than (a) above | 0 | 0.00% | 0 | 0.00% | 0 | 0.00% | | 0.00% |
| Total 1 (a+b) | 98600 | 49.30% | (98600) | (49.30%) | 0 | 0.00% | 0 | 0.00% |
| 2) Acquirers and PACs | | | | | | | | |
| a. Acquirers | | | | | | | | |
| Anil Gupta | 9500 | 4.75% | 98600* | 49.30%* | 52000* | 26.00%* | 167280 | 83.64% |
| Saroj Gupta | 7180 | 3.59% | | | | | | |
| Total 2a | 16680 | 8.34% | 98600 | 49.30% | 52000 | 26.00% | 167280 | 83.64% |
| b. PACs | | | | | | | | |
| Rajeev Kumar Gupta | 9500 | 4.75% | 0 | 0.00% | 0 | 0.00% | 9500 | 4.75% |
| Sarita Gupta | 9500 | 4.75% | 0 | 0.00% | 0 | 0.00% | 9500 | 4.75% |
| Total 2b | 19000 | 9.50% | 0 | 0.00% | 0 | 0.00% | 19000 | 9.50% |
| Total 2(a+b) | 35680 | 17.84% | 98600 | 49.30% | 52000 | 26.00% | 186280 | 93.14% |
| (3) Parties to agreement other than (1)& (2) | - | - | - | - | - | - | - | - |
| (4) Public (other than parties to agreement, Acquirers & PAC) | | | | | | | | |
| a) Bodies Corporate | 0 | 0.00% | 0 | 0.00% | (52000) | (26.00%) | 13720 | 6.86% |
| b) Individuals | 65720 | 32.86% | 0 | 0.00% | | | | |
| c) Qualified Foreign Investor | 0 | 0.00% | 0 | 0.00% | | | | |
| Total (4) (a + b + c) | 65720 | 32.86% | 0 | 0.00% | (52000) | (26.00%) | 13720 | 6.86% |
| Total No. of Shareholders in Public category (except the Acquirers, PACs and Sellers) | 100 | | | | | | | |
| GRAND TOTAL (1 + 2 + 3 + 4) | 200000 | 100.00% | - | - | - | - | 200000 | 100.00% |

* The number of Equity Shares to be acquired by Acquirer 1 and Acquirer 2 will be decided post completion of the Open Offer.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of offer price

6.1.1 This Open Offer is pursuant to Direct Acquisition.

6.1.2 The Equity Shares of the Target Company are listed on The Calcutta Stock Exchange Limited ("CSE") and the Delhi Stock Exchange Limited ("DSE"). However, SEBI vide its Order No. WTM/PS/45/MRD/DSA/NOV/2014 dated November 19, 2014, has withdrawn the recognition granted to the Delhi Stock Exchange Limited.

6.1.3 The total trading turnover in the Equity Shares of the Target Company on the Stock Exchanges based on trading volume during the twelve calendar months prior to the month of Public Announcement (i.e. from April 01, 2014 to March 31, 2015) is as under:

| Name of the Stock Exchanges | Total No. of Equity Shares traded during the Twelve months prior to the month of PA | Total No. of Equity Shares listed | Total Trading Turnover (as % of total Equity Shares listed) |
|-----------------------------|---|-----------------------------------|---|
| CSE* | Nil | 2,00,000 | Nil |
| DSE# | Nil | 2,00,000 | Nil |

*The Company was listed on CSE with effect from December 29, 2014

SEBI vide its Order No. WTM/PS/45/MRD/DSA/NOV/2014 dated November 19, 2014, has withdrawn the recognition granted to the Delhi Stock Exchange Limited

6.1.4 Based on the above information, Equity Shares of Target Company are not frequently traded on the Stock Exchanges within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price has been determined taking into account the parameters as set out under Regulation 8(2) of SEBI (SAST) Regulations, as under:

| | | |
|----|---|--|
| 1 | Negotiated Price under the SPA | Rs. 12 per Share |
| 2 | The volume-weighted average price paid or payable for acquisition by the Acquirers or by PACs during 52 weeks immediately preceding the date of PA | Rs. 10 per Share |
| 3 | Highest price paid or payable for acquisitions by the Acquirers or by PACs during 26 weeks immediately preceding the date of PA | NotApplicable |
| 4 | The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchanges where the maximum volume of trading in the shares of the Target Company are recorded during such period | NotApplicable |
| 5 | Other financial Parameters | Particulars* (As on December 31, 2014) |
| a. | Return on Net Worth (%) (Not Annualized) | 4.57 % |
| b. | Return on Net Worth (%) (Annualized) | 6.09 % |
| c. | Book value per Share (Rs). | 19.16 |
| d. | Earnings per Share (Not Annualized) | 0.88 |
| e. | Earnings per Share (Annualized) | 1.17 |

* Source – Unaudited Financial Results for quarter and nine months period ended December 31, 2014 and unaudited statement of Assets and Liabilities as on December 31, 2014.

Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, having office at 653, Rishi Nagar, Rani Bagh, Delhi-110034, Mobile No.: +91-9818151622, Email Id: nareshgargca@yahoo.com, has certified, vide certificate dated April 21, 2015 the Fair Value of Equity Shares of the Target Company.

The relevant extracts of the report is stated as under:-

In the case of Hindustan Lever Employees' Union versus Hindustan Lever Limited (1995), the Hon'ble Supreme Court upheld the use of the following three bases of valuation:

- (i) the yield method;
- (ii) the net asset value method; and
- (iii) the market value method.

In case of Weekline Investment and Trading Company Limited:

- (i) **The net asset value method (NAV):** The Net Asset Value based on unaudited statement of Assets and Liabilities as on December 31, 2014 is Rs. 19.16 per Equity Share.
- (ii) **The yield method (Price Earning Capacity value/PECV):** For calculating the Value based on Profit Earning Capacity, average profit after tax based on Unaudited Financial Statements for 9 months period ended December 31, 2014 (Annualized) and Audited Financial Statements for the financial years ended March 31, 2014, March 31, 2013 and March 31, 2012 have been considered. The average profit after tax as per unaudited Financial Statements and audited annual accounts is Rs. 1.54 Lacs. Based on that, average EPS of the Company comes out to Rs. 0.77 per Equity Share. The Profit Earning Capacity Value (PECV) of the company comes to Rs 3.85 per Equity Share after considering a capitalization rate of 20.00%, since the Company is a trading company and we have used a capitalization rate of 20.00%.
- (iii) **The market value method:** Since the Company is listed on The Calcutta Stock Exchange Limited and the trading in securities is not being carried in CSE. So in absence of any market quotations, determination of market value of the shares of the Company by this method can't be possible. Therefore the Market Price method is an inappropriate method for valuation in the present case.

Considering the Supreme Court's Decision in the case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (83 Company Cases 30) wherein the Apex Court has opined that under certain circumstances the fair value of a Company could be assessed based on weights, we have assigned the following weights for the purpose of computing the Fair Market Value:-

| Particulars | Price per shares | Weight | Amount (In Rs Per Equity Share) |
|------------------------------------|------------------|---------------|------------------------------------|
| NAV Method | 19.16 | 1 | 19.16 |
| PECV Method | 3.85 | 1 | 3.85 |
| Market Value Method | NotApplicable | NotApplicable | NotApplicable |
| Fair Value per Equity Share | | | 11.50 |

We are of the opinion that based on the information as referred to hereinabove, the Value of Equity Shares of Weekline Investment and Trading Company Limited in terms of the Hon'ble Supreme Court's decision in the Hindustan Lever Employees' Union vs. Hindustan Lever Limited (1995) reported at (83 Companies Cases 30), is Rs. 11.50 per Equity Share.

Conclusion:

Based on the parameters as prescribed by SEBI and the valuation as determined by using the HLL formula, we are of the opinion that the fair value per Equity Share for the purpose of the proposed open offer is Rs. 12 (Rupees Twelve Only) per Equity Share

6.1.5 In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 12/- per Equity Share as mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

6.1.6 The relevant price parameters have not been adjusted for any corporate actions.

6.1.7 As on date there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers and the PACs shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

6.1.8 If there is any revision in the Offer Price on account of future purchases/competing offers, it will be done only at any time prior to the commencement of the last three working days before the date of commencement of the tendering period and would be notified to shareholders of the Target Company by way of announcement in all the newspapers in which this Detailed Public Statement pursuant to the Public Announcement was made.

6.2 Financial Arrangements:

6.2.1 The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of upto 52,000 (Fifty Two Thousand Only) Equity Shares at a price of Rs. 12/- (Rupees Twelve only) per Equity Share is Rs. 6,24,000 (Rupees Six Lacs Twenty Four Thousand only) ("Maximum Consideration").

6.2.2 The Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full, out of their own sources/networth and no borrowings from any Bank and/or Financial Institutions are envisaged. Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, having office at 653, Rishi Nagar, Rani Bagh, Delhi-110034, Mobile No.: +91-9818151622, Email Id: nareshgargca@yahoo.com, has certified, vide certificate dated April 21, 2015 that sufficient resources are available with the Acquirers for fulfilling the obligations under this Offer in full.

6.2.3 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account in the name and style of "**WEEKLINE- OPEN OFFER - ESCROW ACCOUNT**" bearing number 000405108630, with ICICI Bank Limited, Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai- 400020 (hereinafter referred to as the "Escrow Banker") and deposited therein an amount of Rs. 1,60,000/- (Rupees One Lakh Sixty Thousand only), in cash, being more than 25% of the Maximum Consideration payable under the Offer.

6.2.4 The Manager to the Offer is authorized to operate the above mentioned Escrow Account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

6.2.5 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions

7.1.1 The Offer is not conditional and is not subject to minimum level of acceptances.

7.1.2 Letter of Offer will be dispatched to all the Equity Shareholders of Target Company, whose names appear in its Register of Members on Wednesday, December 30, 2015, the Identified Date, except the Acquirers, PACs and Sellers.

7.1.3 The Offer is subject to the terms and conditions set out in the Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.

7.1.4 The Letter of Offer alongwith the Form of Acceptance cum Acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.

- 7.1.5 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4 of this Letter of Offer. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.6 Accidental omission to dispatch the Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.7 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.8 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions/ orders regarding these Equity Shares are not received along with the equity shares tendered under the Offer.
- 7.2 **Locked in shares:** To the best of the knowledge of the Acquires and PACs, as on the date of this Letter of Offer, no Equity Shares of the Target Company are subject to any lock-in.
- 7.3 **Persons eligible to participate in the Offer**
All owners of Equity Shares, registered or unregistered, are eligible to participate in the Offer (except the Acquirers, PACs and Sellers) anytime before closure of the Offer.
- 7.4 **Statutory approvals and other approvals required for the offer**
- 7.4.1 As on date, the underlying transaction requires prior approval of RBI under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2014 issued under master Circular No. DNBS (PD) CC No. 397/03.02.001/2014-15 dated July 01, 2014. The Target Company has received the approval from RBI vide Letter No. DNBS ND No.2221/CMS/05.23.005/2015-16 dated December 28, 2015.
- 7.4.2 To the best of knowledge and belief of the Acquirers and PACs, as on the date of this Letter of Offer, there are no statutory approvals and/or consent required, to acquire the Equity Shares tendered pursuant to this Offer. However, if any other statutory approvals are required or become applicable prior to completion of this Offer, the Offer will be subject to the receipt of such other statutory approvals that may become applicable at a later date.
- 7.4.3 If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers and the PACs reserve the right to reject such Equity Shares tendered in this Offer.
- 7.4.4 Subject to the receipt of statutory and other approvals, if any, the Acquirers and PACs shall complete all requirements relating to this Offer including payment to the shareholders who have accepted the Open Offer within 10 working days from the date of Closure of the Tendering Period.
- 7.4.5 With respect to pending approval of RBI for proposed change in control/management of Target Company, SEBI vide letter no. CFD/DCR-II/25999/2015 dated September 09, 2015 has granted extension of time to proceed further pursuant to Regulation 18(11) of the SEBI (SAST) Regulations. The Letter of Offer has to be dispatched within 07 working days and tendering period for the Open Offer may commence not later than 12 working days from the receipt of approval from RBI, subject to the condition that Acquirers shall pay interest @ 10% per annum for the period of delay. However, where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirers have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.
- 7.4.6 If any of the statutory approvals as set out above, are not received for reasons outside the reasonable control of the Acquirers, or in the event the statutory approvals are refused, the Acquirers, in terms of Regulation 23 of SEBI (SAST) Regulations, shall have a right to withdraw this Offer. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which the DPS was published and such announcement will also be sent to SEBI, the Stock Exchanges and the Target Company at its Registered Office.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1 **The following collection centre would be accepting the documents by Hand Delivery /Regd. Post/Courier as specified below, both in case of Equity Shares in physical and dematerialized form:**

| Name and Address of the Collection Centre | Working days and timings | Mode of delivery |
|--|--|--|
| Skyline Financial Services Private Limited, D-153A, 1 st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020 Unit: Weekline Investment and Trading Company Limited) Contact person: Mr. Virender Rana Ph No: +91-11- 26812682-83 Fax No: +91-11-26812683 E-mail: viren@skylinerta.com | During the Business Hours from Monday to Saturday | Registered Post/ Courier/ Hand Delivery |

Please note that shares and other relevant documents that are required to be submitted pursuant to the offer should not be sent to Manager to the Offer, Acquirers, PACs or the Target Company.

- 8.2 Shareholders who hold Equity Shares of the Target Company in physical form and wish to tender their Equity Share pursuant to the Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, original Share Certificate(s), Transfer Deed (s) duly signed and witnessed and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, January 27, 2016.
- 8.3 The Registrar to the Offer, M/s Skyline Financial Services Private Limited has opened a Depository Escrow Account with National Securities Depository Limited (“NSDL”) for receiving Equity Shares during the offer from eligible shareholders who hold Equity Shares in demat form.
- 8.4 Shareholders holding Equity Shares in dematerialize form, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, January 27, 2016, along with a photocopy of the delivery instructions in “Off-market” mode or counterfoil of the delivery instructions in “Off-market” mode, duly acknowledged by the Depository Participant (“DP”), in favour of “SKYLINE-WEEKLINE-OPEN OFFER-ESCROW DEMAT ACCOUNT” (Depository Escrow Account) filled in as per the instructions given below:

| | |
|------------|--|
| DP Name | KK Securities Limited |
| DP ID | IN300468 |
| Client ID | 10089993 |
| Depository | National Securities Depository Ltd. (NSDL) |

Shareholders having their beneficiary account in Central Depository Services (India) Limited (“CDSL”) shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Depository Escrow Account with NSDL.

- 8.5 Unregistered owners or shareholders who have not received the Letter of Offer may send their consent, to the Registrar to the Offer, on a plain paper stating the name, address, folio number, distinctive numbers, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer. No Indemnity is required from the unregistered owners. A copy of the Letter of Offer (including Form of Acceptance cum acknowledgment) will be available on SEBI’s website (www.sebi.gov.in) during the period the Offer is open and may also be downloaded from the said website.
- 8.6 In case of (a) shareholders who have not received the Letter of Offer, (b) unregistered shareholders, (c) owner of the Equity Shares who have sent the Equity Shares to the Target Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of Equity Shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such Equity Shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid share transfer deeds (one per folio), duly signed by such shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with Target Company), and witnessed (if possible) by the notary public or a bank manager or the member of the stock exchange with membership number, as the case may be, shall need to be provided, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, January 27, 2016. Such shareholders can also obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing to that effect.
- 8.7 In case of shareholders who have not received the Letter of Offer and holding Equity Shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of Equity Shares held, Depository name, Depository I.D., Client name, Client I.D., number of Equity Shares offered along with a photocopy of the original delivery instructions in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the Depository Participant as specified in Para 8.4 above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, January 27, 2016. Such Equity Shareholders can also obtain the Letter of Offer from the Registrar to the Offer by giving an application in writing.
- 8.8 Shareholders who have sent their Equity Shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Depository Escrow Account is received on or before the date of closing of the business hours on the date of closure of the Offer i.e. Wednesday, January 27, 2016, else the application would be rejected.
- 8.9 No indemnity is needed from unregistered shareholders.

- 8.10 Where the number of Equity Shares offered for sale by the shareholders are more than the Equity Shares agreed to be acquired by Acquirers, the Acquirers will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot. The marketable lot of Target Company is 1{One} Equity Share for shares held in demat mode and 100 {Hundred} Equity Shares for shares held in physical mode.
- 8.11 With respect to pending approval of RBI for proposed change in control/management of Target Company, SEBI vide letter no. CFD/DCR-II/25999/2015 dated September 09, 2015 has granted extension of time to proceed further pursuant to Regulation 18(11) of the SEBI (SAST) Regulations. The Letter of Offer has to be dispatched within 07 working days and tendering period for the Open Offer may commence not later than 12 working days from the receipt of approval from RBI, subject to the condition that Acquirers shall pay interest @ 10% per annum for the period of delay.
- 8.12 The consideration to the shareholders whose shares have been accepted will be paid by crossed account payee cheques/demand drafts/Electronic Clearance Service (ECS) wherever applicable. Such payments through account payee cheques/demand drafts, will be made by registered post at the registered shareholders'/unregistered owners' sole risk to the sole/first shareholder/unregistered owner.
- 8.13 Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered shareholders'/unregistered owners' sole risk to the sole/first shareholder/ unregistered owner. Equity Shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.
- 8.14 The Registrar to the Offer will hold in trust the Equity Shares and Share Certificate(s), Equity Shares lying in credit of the Special Depository Account, Form of Acceptance, and the transfer deed(s) on behalf of the shareholders of Target Company who have accepted the Offer, until the cheques/drafts for the consideration and/or the unaccepted Equity Shares/Share Certificates are dispatched/returned.
- 8.15 It may be noted that the Equity Shareholders who have tendered shares in acceptance of the Offer shall not be entitled to withdraw such acceptance during the tendering period.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at B- 206, Okhla Industrial Area, Phase-I, New Delhi- 110020 from 10.30 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

- a) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- b) Certificate dated December 30, 2015 issued by Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, certifying the net worth of Mr. Anil Gupta.
- c) Certificate dated December 30, 2015 issued by Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, certifying the net worth of Mrs. Saroj Gupta.
- d) Certificate dated December 30, 2015 issued by Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, certifying the net worth of Mr. Rajeev Kumar Gupta.
- e) Certificate dated December 30, 2015 issued by Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, certifying the net worth of Mrs. Sarita Gupta.
- f) Certificate dated April 21, 2015 issued by Mr. Naresh Garg (Membership No. 501383) Proprietor of M/s Naresh Garg & Associates, Chartered Accountants, confirming that the Acquirers have adequate financial resources available for meeting their obligations under the Open Offer.
- g) Audited Financials of the Target Company for the years ended March 31, 2013, 2014, 2015 and Un-audited financial results for Six months period ended September 30, 2015.
- h) Certificate dated December 30, 2015 issued by Mr. Rohit Suri (Membership No. 091064) Proprietor of M/s Rohit Suri & Associates, Chartered Accountants, certifying the financial data of the Target Company based on Un-audited results for the 6 (Six) months period ended September 30, 2015 and Audited financials for the years ended March 31, 2015, 2014 and 2013.

- i) Copy of Escrow Agreement entered between Mr. Anil Gupta and Mrs. Saroj Gupta (collectively referred to as the “Acquirers”), Sobhagya Capital Options Limited (the “Manager to the Offer”) and ICICI Bank Limited (“Escrow Bank”).
- j) Letter from ICICI Bank Limited confirming the cash deposit of Rs. 1,60,000/- (Rupees One Lac Sixty Thousand only) in the Escrow Account with a lien marked in favour of the Manager to the Offer.
- k) Copy of the SPA dated April 21, 2015 between the Acquirers and the Sellers, which triggered the Open Offer.
- l) Copy of Agreement between the Acquirers and the Registrar to the Offer for the purpose of the Offer.
- m) Copy of Client Master for opening a Special Depository Account for the purpose of the Offer.
- n) Copy of Memorandum of Understanding dated April 21, 2015 between the Acquirers and Manager to the Offer.
- o) Copy of the PA dated April 21, 2015, the DPS dated April 27, 2015, and all other notices (including corrigenda released, if any) in connection with the Offer.
- p) Published Copy of the Offer Opening Public Announcement published by the Manager to the Offer on behalf of the Acquirers and PACs on Thursday, October 15, 2015.
- q) Published Copy of the recommendation made by the Committee of the Independent Directors of the Target Company.
- r) Copy of the letter from SEBI dated August 26, 2015 containing its comments on the Draft Letter of Offer.
- s) Copy of the letter from RBI dated December 28, 2015 for approval of acquisition/transfer of control under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2014.
- t) Copy of letter from SEBI dated September 09, 2015 with respect to extension of time, pursuant to Regulation 18(11) of the SEBI (SAST) Regulations, for making payment to the Shareholders

10. DECLARATION BY THE ACQUIRERS AND PACs

The Acquirers and PACs, jointly and severally, accept full responsibility for the information contained in this Letter of Offer, including the Form of Acceptance cum Acknowledgement and also for ensuring the compliance with the obligations of the Acquirers and PACs as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereto.

The Acquirers and PACs having made all reasonable inquiries, jointly and severally accept full responsibility and confirm that this Letter of Offer is in compliance with the SEBI (SAST) Regulations, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Manager to the Offer hereby states that the person(s) signing this Letter of Offer are the Acquirers and PACs.

For and on behalf of the Acquirers and the Persons Acting in Concert

(ANIL GUPTA)
Acquirer 1

(SAROJ GUPTA)
Acquirer 2

(RAJEEV KUAMR GUPTA)
PAC 1

(SARITA GUPTA)
PAC 2

Date: January 04, 2015

Place: New Delhi

Encl.:

- 1) Form of Acceptance-cum-Acknowledgement
- 2) Blank 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)

| | |
|--|--------------------------------------|
| OFFER OPENS ON | : WEDNESDAY, JANUARY 13, 2016 |
| OFFER CLOSES ON | : WEDNESDAY, JANUARY 27, 2016 |
| Please read the Instructions overleaf before filling-in this Form of Acceptance | |
| FOR OFFICE USE ONLY | |
| Acceptance Number | |
| Number of equity shares Offered | |
| Number of equity shares accepted | |
| Purchase consideration (Rs.) | |
| Cheque/Demand Draft/Pay Order No. | |

From:

Tel. No.: Fax No.: Email:

To,

Skyline Financial Services Private Limited
(Unit: Weekline Investment and Trading Company Limited)
D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110 020

Dear Sir,

REG.: OPEN OFFER TO THE SHAREHOLDERS OF WEEKLINE INVESTMENT AND TRADING COMPANY LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "WITCL") BY MR. ANIL GUPTA ("ACQUIRER 1") AND MRS. SAROJ GUPTA ("ACQUIRER 2", ACQUIRER 1 & ACQUIRER 2 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ALONG WITH MR. RAJEEV KUMAR GUPTA ("PAC 1") AND MRS. SARITA GUPTA ("PAC 2"), IN THEIR CAPACITY TO ACT AS PERSON ACTING IN CONCERT WITH THE ACQUIRERS (PAC 1 & PAC 2 HEREINAFTER COLLECTIVELY REFERRED TO AS "PERSONS ACTING IN CONCERT"/"PACs") PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.

I / We, refer to the Letter of Offer dated January 04, 2016 for acquiring the equity shares held by me / us in **Weekline Investment and Trading Company Limited**.

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

I / We, unconditionally Offer to sell to the Acquirers the following equity shares in the Target Company held by me/ us at a price of Rs. 12/- (Rupees Twelve Only) per fully paid-up equity share.

For 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 | | | | | |
| Total No. of Equity Shares | | | | | |

For shares held in Demat form:

2. I / We, holding equity shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction Slip in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

| DP Name | DP ID | Client ID | Beneficiary Name | No. of Equity Shares |
|---------------------------|--|-----------|------------------|----------------------|
| | | | | |
| DP Name | : K K SECURITIES LIMITED | | | |
| ID | : IN300468 | | | |
| Client ID | : 10089993 | | | |
| Depository | : National Securities Depository Ltd. (NSDL) | | | |
| Depository Escrow Account | : "SKYLINE-WEEKLINE-OPEN OFFER-ESCROW DEMAT ACCOUNT" | | | |

GENERAL

- I/We confirm that the Equity Shares of the Target Company which are being tendered by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
- I/We authorize the Acquirers to accept the Equity Shares so offered or such lesser number of Equity Shares that the Acquirers 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 Acquirers 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 Acquirers to return to me / us, Equity Share 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 Acquirers and PACs, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these Equity Shares. I / We agree that the Acquirers 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 Acquirers 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 be held in trust by the Registrar to the Offer until the time the Acquirers make 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 Acquirers to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) 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 the Target Company:

Name and complete address of the Sole/ First holder(in case of member(s), address as registered with the Target Company):

Place:..... Date:.....

Tel. No(s):..... Fax No.:.....

So as to avoid fraudulent encashment in transit, the shareholder(s) have an option to receive the sale consideration through RTGS/ECS mode and requested to kindly provide following information compulsorily in order to received payment through RTGS/ECS

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

Name of the Bank:

Name of the Branch and Address:

MICR Code of Bank.....

IFSC Code of Bank.....

The Permanent Account Number (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

1. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2. The Form of Acceptance should be filled-up in English only.
3. Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
4. **Mode of tendering the Equity Shares Pursuant to the Offer:**
 - I. The acceptance of the Offer made by the Acquirers and PACs is entirely at the discretion of the Equity Shareholder of the Target Company.
 - II. Shareholders of the Target Company to whom this Offer is being made, are free to Offer his / her / their shareholding in the Target Company for sale to the Acquirers, in whole or part, while tendering his / her / their Equity Shares in the Offer.

ACKNOWLEDGEMENT SLIP

SHARES IN PHYSICAL FORM

OPEN OFFER TO THE SHAREHOLDERS OF M/S WEEKLINE INVESTMENT AND TRADING COMPANY LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "WITCL") BY MR. ANIL GUPTA ("ACQUIRER 1") AND MRS. SAROJ GUPTA ("ACQUIRER 2", ACQUIRER 1 & ACQUIRER 2 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ALONG WITH MR. RAJEEV KUMAR GUPTA ("PAC 1") AND MRS. SARITA GUPTA ("PAC 2"), IN THEIR CAPACITY TO ACT AS PERSON ACTING IN CONCERT WITH THE ACQUIRERS (PAC 1 & PAC 2 HEREINAFTER COLLECTIVELY REFERRED TO AS "PERSONS ACTING IN CONCERT"/"PACs") PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Received from Mr./Ms.

Ledger Folio No. 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. | | | | |
| Total no. of Equity Shares | | | | |

Authorised Signatory

Stamp

Date

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

Skyline Financial Services Private Limited,

(Unit: Weekline Investment and Trading Company Limited)
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020

Contact person: Mr. Virender Rana

Ph No: + 91-11- 26812682-83

Fax No: +91-11-26812683

E-mail: viren@skylinerta.com

SEBI Regn. No.: INR000003241

ACKNOWLEDGEMENT SLIP SHARES IN DEMATERIALIZED FORM

OPEN OFFER TO THE SHAREHOLDERS OF M/S WEEKLINE INVESTMENT AND TRADING COMPANY LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "WITCL") BY MR. ANIL GUPTA ("ACQUIRER 1") AND MRS. SAROJ GUPTA ("ACQUIRER 2", ACQUIRER 1 & ACQUIRER 2 HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ALONG WITH MR. RAJEEV KUMAR GUPTA ("PAC 1") AND MRS. SARITA GUPTA ("PAC 2"), IN THEIR CAPACITY TO ACT AS PERSON ACTING IN CONCERT WITH THE ACQUIRERS (PAC 1 & PAC 2 HEREINAFTER COLLECTIVELY REFERRED TO AS "PERSONS ACTING IN CONCERT"/"PACs") PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Received from Mr. / Ms.

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

| DP Name | DP ID | Client ID | Beneficiary Name | No. of Equity Shares |
|---------------------------|-------|--|------------------|----------------------|
| DP Name | : | KK SECURITIES LIMITED | | |
| ID | : | IN300468 | | |
| Client ID | : | 10089993 | | |
| Depository | : | National Securities Depository Ltd. (NSDL) | | |
| Depository Escrow Account | : | "SKYLINE-WEEKLINE-OPEN OFFER-ESCROW DEMAT ACCOUNT" | | |

Authorised Signatory

Stamp

Date:

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

Skyline Financial Services Private Limited,

(Unit: Weekline Investment and Trading Company Limited)
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020

Contact person: Mr. Virender Rana

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E-mail: viren@skylinerta.com

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