ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: - 910, Ansal Bhawan, 16 K. G. Marg, New Delhi- 110001

Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This Advertisement is being issued by D & A Financial Services (P) Limited (the "**Manager to the Offer**"), on behalf of the Acquirers, namely, Mr. Arvind Dham, Mrs. Anita Dham and Mr. Anubhav Dham ("Hereinafter Collectively referred to as "Acquirers") pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, in respect of the open offer to acquire shares of **Adhbhut Infrastructure Limited ("AIL"/ "Target Company")**. The Detailed Public Statement ("**DPS**") with respect to the aforementioned offer was published on Wednesday, December 30, 2013 in Business Standard (English-All Editions) and Business Standard (Hindi-All Editions).

1. Offer Price is Rs 16.00 (Rupees Sixteen Only) per equity share.
2. Committee of Independent Directors (hereinafter referred to as "**IDC**") of the Target Company recommends that the open offer price of Rs 16.00 per fully paid up equity shares is fair and reasonable based on the following reasons:
   (a) The Offer Price of Rs. 16.00 per fully paid up equity share offered by Acquirers is more than the price paid to sellers, who sold their holdings via SPA at an price of Rs 1.00 per equity shares.
   (b) The Offer Price is higher than the price as arrived after taking in to consideration Net Asset Value, PECV Value and Market Value Methods as calculated by the Valuer.

   The IDC's recommendation was published on February 11, 2014 (Tuesday) in the same newspapers where Detailed Public Statement was published.
3. This Offer is not a Competing Offer.
4. The Letter of Offer dated February 01, 2014 has been dispatched to the shareholders on February 06, 2014.
5. A Copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website (**www.sebi.gov.in**) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/ non-availability of the form of acceptance, the application can be made on plain paper along with the following details:

   Name(s) & Address(es) of Joint Holder(s) (if any), Number of Shares held, Number of Shares tendered, Distinctive Numbers, Folio Number, Original share Certificate(s) and duly signed share transfer form(s).
6. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on January 06, 2014. All the observations made by SEBI vide letter no. CFD/DCR1/3247/14. dated January 29, 2014, has been incorporated in the Letter of Offer.
7. There have been no material changes in relation to the Open Offer since the date of the PA, save as otherwise disclosed in the DPS, and the Letter of Offer.
8. As on the date, there are no statutory approvals required to implement this offer. However, the Offer shall be subject to all statutory approvals that may become applicable on a later date.
9. **Schedule of Activities:**

S. No	Activity	Days & Dates
1.	**Date of Public Announcement**	December 20, 2013 (Friday)
2.	Date of Publication of Detailed Public Statement	December 30, 2013 (Monday)
3.	Filing of the Draft letter of Offer to SEBI	January 06, 2014 (Monday)
4.	Last Date for a competitive offer(s)	January 21, 2014 (Tuesday)
5.	**Identified Date***	**January 30, 2014 (Thursday)**
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	February 06, 2014 (Thursday)
7.	**Last Date for revising the Offer Price/ number of shares.**	**February 10, 2014 (Monday)**
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	February 11, 2014 (Tuesday)
9.	**Date of Publication of Offer Opening Public Announcement**	**February 12, 2014 (Wednesday)**
10.	**Date of Commencement of Tendering Period (Offer Opening date)**	**February 13, 2014 (Thursday)**
11.	**Date of Expiry of Tendering Period (Offer Closing date)**	**February 28, 2014 (Friday)**
12.	Last Date of communicating rejection/acceptance and payment of consideration for applications accepted/ return of unaccepted share certificates/ credit of unaccepted Equity Shares to Demat Account.	March 14, 2014 (Friday)

**The identified date is only for the purpose of determining the public shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.*

The Acquirers accept full responsibility for the information contained in this Pre Offer Advertisement and also shall be jointly or severally responsible for the fulfillment of the obligations under the Offer and as laid down in SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

This Pre Issue Advertisement will also be available on SEBI's website at **www.sebi.gov.in**

Issued by Manager to the Offer on behalf of the Acquirers

D&A

D & A Financial Services (P) Limited

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Contact Person: **Mr. Priyaranjan**

Date : February 11, 2014

Place: New Delhi