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 **Choice International Limited (CIL)**. If you require any clarification about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer/ Registrar to the Offer. In case you have sold your Shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum acknowledgement, Form of Withdrawal and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

TENET BIO-PHARMA PRIVATE LIMITED
Registered Office: 596, Kailash Path, Devi Nagar, New Sanganer Road, Jaipur -302019
Tel No (0141) 3228992, Fax No. (0141) 2703482
E Mail Id: tnetbio@rediffmail.com
(hereinafter referred to as " the Acquirer")
MAKES A CASH OFFER AT RS. 4/50 (RUPEES FOUR AND PAISE FIFTY ONLY)
PER FULLY PAID EQUITY SHARE TO ACQUIRE
7,66,180 Equity Shares of Rs. 10/- each representing 20 % of the paid up and voting capital of **the Target Company**
CHOICE INTERNATIONAL LIMITED (CIL)
Regd. Office: 624, Corporate Park, Nirmal Lifestyles, L.B.S. Marg
Mulund (West), Mumbai 400 080
Tel. No. (022) 3291 9024 Fax No. (022) 2562 8290, E-mail ID: choiceinternational@vsnl.net

Notes:

- This Offer is made pursuant to and in compliance with Regulations 10 & 12 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997 and subsequent amendments thereof.
- This Offer is not conditional as to any minimum level of acceptance.
- This is not a competitive bid.
- There has been no revision of Offer price, till the date of this Letter of Offer .
- As on the date of this Letter of Offer, no approvals are required to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.
- **Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public announcement / Letter of Offer, can withdraw the same upto 3 working days prior to the date of closure of the Offer. The Last date for such withdrawal is Thursday, February 1, 2007.**
- The Acquirer can revise the Offer price upto 7 working days prior to the date of closure of the Offer. The last date for such revision is Wednesday, January 24, 2007. Any upward revision or withdrawal of the Offer would be informed by way of a Public Announcement in the same Newspapers where the original Public Announcement had appeared. **Consideration at the same rate will be paid for all Equity Shares tendered anytime during the Offer period.**
- Details of Competitive bid, if any: **There is no competitive bid**
- **If there is a competitive bid, all the subsisting bids will close on the same date.**
- The Registration of all the Intermediaries associated with the Offer, viz. Fedex Securities Ltd, Manager to the Offer and Sharex Dynamic (India) Pvt. Ltd, Registrar to the Offer are valid and no action has been initiated by SEBI or any other Government body against them.
- A copy of this Letter of Offer (including the Form of acceptance and acknowledgement, Form of Withdrawal) ,Copy of the Public Announcement and Corrigendum to PA are available on SEBI's web-site: www.sebi.gov.in

MERCHANT BANKER TO THE OFFER	REGISTRARS TO THE OFFER
FEDEX SECURITIES LIMITED SEBI Regn. No. 1NM 000010163 3rd Floor, Jay Chambers Service Road, Adj. Western Express Highway Vile Parle (East), Mumbai 400 057 Tel. Nos. (022) 26136460/61 Fax No. (022) 2618 6966 E Mail: fedex@vsnl.com **Contact Person: Shri. R. Ramakrishnan**	**SHAREX DYNAMIC (INDIA) PVT.LTD.** SEBI Regn. No. INR000002102 17/B, Dena Bank Bldg, 2nd Floor Horniman Circle Fort, Mumbai-400001 Tel.Nos. (022) 22702485 / 22641376 Fax. No. (022) 22641349 Email : sharexindia@vsnl.com **Contact Person: Shri. B S Baliga**

The Schedule of activities is as follows:

Activity	Original	Revised
Public Announcement (PA)	Thursday, October 05, 2006	Thursday, October 05, 2006
Corrigendum to PA		Thursday, January 11, 2007
Specified date	Friday, October 27, 2006	Friday, October 27, 2006
Last date for a competitive bid	Thursday, October 26, 2006	Thursday, October 26, 2006
Letter of Offer to be posted to shareholders	Wednesday, November 15, 2006	Saturday, January 13, 2007
Date of opening of the Offer	Wednesday, November 22, 2006	Thursday, January 18, 2007
Last date for withdrawing acceptance from the Offer	Wednesday, December 06, 2006	Thursday, February 1, 2007
Date of closing of the Offer	Monday, December 11, 2006	Tuesday, February 6, 2007
Last date for revising the Offer price/ number of shares.	Thursday, November 30, 2006	Wednesday, January 24, 2007
Last date of communicating rejection/ acceptance and payment of consideration for applications accepted	Tuesday, December 26, 2006	Wednesday, February 21, 2007

Risk Factors relating to the transaction, the proposed Offer and probable risks involved in associating with the Acquirer

1. The Acquirer proposes to take control of the Target Company. The likely changes in the management /taking control by the Acquirer shall be subject to successful completion of the Open Offer formalities, including Despatch of consideration for the Shares accepted.
2. Association of the Acquirer with CIL/taking control of CIL by the Acquirer does not warrant any assurance with respect to the future financial performance of CIL.
3. Shareholders accepting this Offer will be tendering their Equity Shares before getting payment of consideration as the Acquirer have 15 days time from date of closure of offer to make payment of consideration. Further, they will not be able to take advantage of any favorable price movements in the market.
4. As on date of this Letter of Offer, no statutory approvals are required to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date. The Despatch of consideration can be delayed beyond 15 days from date of closure of offer, in case any statutory approval, which becomes so applicable on a later date, is not received. In terms of Regulation 22(12) of the Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders for delay beyond 15 days from date of closure of Offer.
5. The Acquiring Company is having only very limited level of operations and has returned Net Loss during the period 1.04.2006 to 31.08.2006
6. Swadhinta Investments Pvt. Ltd, a Company promoted by Shri. Hansraj Goyal, one of the promoters of the Acquirer is also in the same line of activity as the Target Company and hence there is potential conflict of interest.
7. The transfer of Shares being acquired through the Share Purchase Agreement as well as those received in the Open Offer and accepted, shall be subject to compliance with the requirements as set out by Reserve Bank of India vide circulars DNBS (PD) CC No. 11/02.01/99-2000 dated November 15, 1999, paragraph A(5) (iii) Of Circular DNBS (PD) CC No. 12/02.01/99-2000 dated January 13, 2000 and paragraph 2(ii) of Circular DNBS (PD) CC No. 63/02.02/2005-06 and circular DNBS (PD) CC No. 81/03.02.02/2006-07. These circulars require the Acquirer, the transferor in the Share purchase agreement and the Target Company, to make a public announcement, 30 days prior to effecting the transfer of ownership by sale of Shares or transfer of control with or without sale of Shares

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DEFINITIONS/ABBREVIATIONS

1	CIL/Target Company	Company whose Equity Shares are proposed to be acquired viz. Choice International Limited.
2	Acquirer/TBL/Acquiring Company	Tenet Bio-Pharma Private Ltd, who are offering to acquire Shares through this Offer
3	PACs	Persons Acting in Concert with the Acquirer. In this case, none.
4	RBI	Reserve Bank of India
5	SEBI/Board	Securities and Exchange Board of India
6	Merchant Banker/ Manager to the Offer	Fedex Securities Limited
7	Registrar to the Offer	Sharex Dynamic (India) Private Limited
8	PA/ Public Announcement	Announcement of the Offer made by the Acquirer in the dailies, on Thursday, October 5, 2006
9	Offer	Cash offer being made by the Acquirer to the Shareholders of the Target Company
10	Shares	Equity Shares
11	EPS	Earnings per Equity Share, for the period under reference and annualized
12	Book Value	Book Value of each Equity Share as on the date referred to
13	Regulations/Takeover Regulations/ SEBI(SAST) Regulations	SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 as amended till date
14	NAV	Net Asset Value of Equity Shares
15	Persons not eligible to participate in the Offer	Parties to the Agreement & the Acquirer
16	Persons eligible to participate in the Offer	All Equity Shareholders of the Target Company, other than the Acquirer & parties to the Agreement.
17	BSE	The Bombay Stock Exchange Ltd (previously “ The Stock Exchange, Mumbai”.)
18	RNW	Return on Net Worth
19	FIIs	Foreign Institutional Investors
20	NRIs	Non Resident Indians and persons of Indian origin residing abroad
21	FIs	Financial Institutions
22	SFIs	State level Financial Institutions
23	UTI	Unit Trust of India
24	NBFC	Non Banking Finance Company, registered with RBI
25	PAT	Profit after Tax
26	Voting capital	Shares which gives the holder right to vote in a general meeting of the Target Company , in this case all holders of fully paid Shares
27	SEBI Insider Trading Regulations	SEBI((Prohibition of Insider Trading Regulations) 1992 as amended.
28	Corrigendum to PA	Corrigendum to PA made on Thursday, January 11, 2007

1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA (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 CHOICE INTERNATIONAL LIMITED (CIL), THE TARGET COMPANY, TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER(S), PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER (MANAGER) TO THE OFFER M/S. FEDEX SECURITIES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED OCTOBER 12, 2006 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF.

2. DETAILS OF THE OFFER

2.1 Background of the Offer

2.1.1 Tenet Bio-Pharma Private Limited, ("TBL"/"the Acquirer"), a Company, incorporated in the State of Rajasthan and having its Registered Office at 596, Kailash Path, Devi Nagar, New Sanganer Road, Jaipur -302019 (Tel No (0141) 3228992, Fax No. (0141) 2703482, E Mail Id: tnetbio@rediffmail.com), is making an open Offer to the Public Shareholders (i.e. Shareholders other than the Acquirer, parties to the Agreement & promoter group shareholders of CIL) of Choice International Limited (" CIL", "the Target Company") to acquire 7,66,180 Equity Shares of Rs. 10/- each, at a price of Rs. 4/50 (Rupees four paise fifty Only) , representing 20.00 % of issued, subscribed , Paid up (net of Shares forfeited) & voting Capital of CIL .The Offer is at a price of Rs.4/50 (Rupees four paise fifty only) per Equity Share fully paid up ("the Offer Price"), payable in cash ("the Offer"), subject to the terms and conditions mentioned hereinafter. There are no partly paid Shares.

2.1.2 The Acquirer presently do not hold any Equity Shares in CIL.TBL has entered into Agreement for Purchase of Shares ("Agreement") on 3rd October 2006 with Shri. Shailendra Jindal, residing at 304/3C, Whispering Palms, Lokhandwala Complex, Kandivali (E) Mumbai-400 101 (Tel No. (022) 22850242 Fax No. (022) 22850242 E Mail Id shailendrajindal@yahoo.com), Smt. Pallavi Jindal residing at 304/3C, Whispering Palms, Lokhandwala Complex, Kandivali (E) Mumbai-400 101 (Tel No. (022) 22850242 Fax No. (022) 22850242 E Mail Id shailendrajindal@yahoo.com)Epson Trading Private Limited, having its registered office at 624, Corporate Park, Nirmal Lifestyles, L.B.S. Marg, Mulund (W) Mumbai-400 080 (Tel No. (022) 32919024, Fax No. (022) 25628290 E Mail Id epsontrading@hotmail.com) and Harekrishna Securities Pvt. Ltd registered office at 304/3C, Whispering Palms, Lokhandwala Complex, Kandivali (E) Mumbai-400 101 (Tel No. (022) 22850242 Fax No. (022) 22850242 E Mail Id shailendrajindal@yahoo.com), four promoter group Shareholders of CIL to acquire 14,87,895 Equity Shares, each fully paid up, representing 38.84 % of the voting capital of the Target Company, at a price of Rs. 2/50 per fully paid Share for cash consideration. This Agreement has necessitated the Open Offer in terms of Regulation 10 and 12 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997. The Offer is subject to the provisions of the Companies Act 1956, SEBI (SAST) Regulations as amended and listing agreement of the Target Company with the Stock Exchanges and other applicable Laws and Regulations in force.

2.1.3 The persons/entities who are deemed to be PACs as per the Regulations do not hold any Equity Shares in the Target Company.

2.1.4 The Acquirer propose to take control over the Target Company.

2.1.5 The Acquirer, its promoters/Directors , the Target Company, its promoters/Directors have not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the regulations made under the SEBI Act. No other action has been taken against them by SEBI.

2.1.6 There is no person in the Board of the Target Company, representing the Acquirer.

2.1.7 Subject to satisfaction of the provisions under the Companies Act, 1956 and /or any other Regulation(s), the Acquirer intend to make changes in the management of CIL. It is proposed to induct new Directors on the Board of CIL. The Acquirer is yet to decide on the name of the persons who will be so inducted to the Board. The likely changes in the management of CIL shall be subject to compliance with Regulation 23(6) of the Regulations. During the offer period, i.e. from date of the Agreement till completion of all formalities relating to this Offer , including payment of consideration for Shares accepted under the Offer and certification by Merchant Banker, the representatives of the Acquirer shall not be entitled to be appointed on the Board of Directors of the Target Company. In case of non-compliance of any provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997, then the agreement for sale shall not be acted upon by the Sellers or the Acquirer.

2.1.8 The Acquirer agrees and undertake that they shall comply with the RBI requirement (the Target Company being an NBFC) of making a public announcement as spelt out in RBI Circulars DNBS (PD) CC No. 11/02.01/99-2000 dated November 15, 1999, paragraph A(5) (iii) Of Circular DNBS (PD) CC No. 12/02.01/99-2000 dated January 13, 2000 and paragraph 2(ii) of Circular DNBS (PD) CC No. 63/02.02/2005-06 and circular DNBS (PD) CC No. 81/03.02.02/2006-07 wherein a public announcement at least 30 days prior to the actual date of transfer of Shares /change in management is made mandatory. The Acquirer also undertake that they shall transfer the Shares being acquired through the Share Purchase Agreement and Shares received in the Open Offer and join the Board of Directors of the Target Company/take control of the Target Company only after complying with the requirement of making a public announcement as set out therein and also only after elapse of at least 30 days from the actual date of making the public announcement as required under the RBI circulars.

2.2 Details of the proposed Offer

2.2.1. A Public Announcement, as per Regulation 15 (1) of the Regulations, was made in all editions of one English language daily with wide circulation, one Hindi national daily with wide circulation and one vernacular daily published at the place where the registered office of the Target Company is situated and also the place where the Equity Shares of the Target Company are most actively traded, as detailed below. A Corrigendum to the Public Announcement was made on January 11, 2007 in the same newspapers and editions which carried the original PA. The Public Announcement and corrigendum to PA are also available at SEBI's Website : www.sebi.gov.in

Newspaper	Language	Editions	Date of PA	Date of Corrigendum
Business Standard (covers all editions)	English	Mumbai, Delhi, Kolkatha, Bangalore, Chennai, Hyderabad , Lucknow, Chandigarh, Kochi& Ahmedabad editions	Thursday , October 5, 2006	Thursday, January 11, 2007
Prathakaal (covers all editions)	Hindi	Mumbai Edition Udaipur Edition Jaipur Edition	Thursday , October 5, 2006	Thursday, January 11, 2007
Mumbai Lakshadweep, Mumbai	Marathi	Mumbai	Thursday , October 5, 2006	Thursday, January 11, 2007

2.2.2 The Offer is to acquire 7,66,180 Equity Shares representing 20 % of paid up and voting Capital of CIL .

2.2.3 The Offer price is Rs. 4/50 (Rupees Four and Paise fifty only) per each fully paid up Equity Share. There are no partly paid Shares.

2.2.4 The consideration will be paid in Cash. There is no differential price since entire consideration is payable in cash.

2.2.5 This is not a competitive bid.

2.2.6 This Offer is not conditional as to any minimum level of acceptance.

2.2.7 The Acquirer has not made any further acquisition of Shares since the Public Announcement was made and till the date of this Letter of Offer.

2.2.8 Details of competitive bids, if any : **There is no competitive bid**

2.2.9 Fedex Securities Limited, Manager to the Offer does not hold any Equity Shares in the Target Company. They declare and undertake that they shall not deal in the Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of fifteen days from the date of closure of the offer

2.2.10 There is no agreement by the Acquirer with any person/entity, in connection with this offer. The entire Shares proposed to be acquired under this Offer will be acquired by the Acquirer and no other person/entity proposes to take part in the acquisition.

2.2.11 In the event of any further acquisition of Equity Shares from the date of P.A. till 7 days prior to closure of Offer by the Acquirer at a price higher than the Offer Price, then the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, they shall not be acquiring any Equity Shares of CIL during the period of 7 working days prior to the date of closure of the Offer.

2.2.12 Compliance with Clause 40A of the Listing Agreement: The acquisition of 20 % of the voting capital of CIL under this Offer together with the Equity Shares being acquired by the Acquirer under the Agreement will not result in public Shareholding falling below the level required for continued Listing and hence continued listing will be ensured. In the event of further acquisition by the Acquirer during the Offer period and if consequent to such acquisition, the public holding falls below the level required for continued listing, then Acquirer will comply with the relevant provisions of Clause 40A of the listing agreement in this regard, within the time limits stipulated therein.

2.3 OBJECT AND PURPOSE OF ACQUISITION AND FUTURE PLANS

2.3.1 The objects of the acquisition are substantial acquisition of Shares of CIL, followed by change in control. The Acquirer is proposing to take control of CIL. The likely changes in the management of CIL shall be subject to compliance with Regulation 23(6) of the Regulations.

2.3.2 Barring unforeseen circumstances, the Acquirer is confident of ensuring sustained growth. CIL is presently engaged in NBFC activities and software related services. The Acquirer proposes to continue with the existing activities. Shri. Hansraj Goyal, one of promoters of the Acquirer is a Chartered Accountant and has considerable experience in the field of finance and accounts. The Acquirer is confident of utilizing the experience of Shri. Hansraj Goyal in the filed of finance , investments and Working capital management to further the prospects of CIL.

2.3.3 The Acquirer does not have any plans to dispose off or otherwise encumber any assets of CIL in the succeeding two years from the date of closure of the Offer, except in the ordinary course of business as may be permissible. They undertake that they shall not sell, dispose of or otherwise encumber any substantial assets of the target company except with the prior approval of the shareholders.

2.3.4 Subject to satisfaction of the provisions under the Companies Act, 1956 and /or any other Regulation(s), the Acquirer intends to make changes in the management of CIL. It is proposed to induct new Directors on the Board of CIL. The Acquirer is yet to decide on the name of the persons who will be so inducted to the Board. The likely changes in the management /taking control by the Acquirer shall be subject to successful completion of the Open Offer formalities, including despatch of consideration for the Shares accepted and shall be subject to compliance with Regulation 23(6) of the Regulations

3. BACKGROUND OF THE ACQUIRER (INCLUDING PACs, IF ANY)

3.1.1 Tenet Bio-Pharma Private Limited.,(TBL) is a private limited Company incorporated on August 17, 2005 in the State of Rajasthan under the Companies Act 1956. The registered office of the Company is situated at 596, Kailash Path, Devi Nagar, New Sanganer Road, Jaipur -202019 (Tel No. (0141) 3228992, Fax No. (0141) 2703482, E Mail Id: tnetbio@rediffmail.com). TBL has, as its main objects, to carry on the business as manufacturers, traders, distributors, dealers exporters importers etc. all kinds of drugs and pharmaceuticals, medical related chemicals, injectibles, ointments, capsules etc. The main objects also include business of herbals and ayurvedic medicines, homeopathic preparations etc.

TBL is promoted by Dr. Indresh Kumar Goyal and Shri. Hansraj Goyal.

TBL does not belong to any Group. The other Companies/ventures promoted by the promoters of TBL are (i) Swadhinta Investment Pvt. Ltd., engaged in Investments & Finance (ii) Medi Centre engaged in Pharmaceutical Business. The promoters/Directors of TBL are not on the Board of any listed Company.

The Shares of TBL are closely held i.e. the Equity Shares are not listed.

The Directors of TBL are Dr. Indresh Kumar Goyal and Shri. Hansraj Goyal. Dr. Indresh Kumar Goyal aged 31 years, residing at C -110, Savitri Path, Bapu Nagar, Jaipur 302 015 is a qualified Dental Doctor (holds BDS Degree). After obtaining BDS Degree, Shri. Goyal entered into the business of Pharmaceuticals in Jaipur, Rajasthan. He has 5 years' experience in trading in pharma products. He has good knowledge of the pharmaceutical area and also conversant in marketing of pharma products. Shri. Hansraj Goyal, Chartered Accountant, aged 37 years, residing at C/64, Punarvasu, Sector III, Srishti Complex, Mira Road (East) , Thane – 401 107, graduated from the University of Rajasthan, Jaipur, in 1989 with Commerce Degree. He then continued his academic career by gaining Associate Membership of ICAI (qualification : B.Com, ACA). Shri. Goyal began his career in 1992 and was with N D Metal Industries Ltd till 1994. In 1994, he joined Radhika Synthetics Ltd and was with them till 1997. Thereafter, he worked with Yash Management and Satellite Ltd, Chokhani Securities Ltd & Agarwal Indotex Ltd till 2005. He has been in overall in charge of finance and account functions at N D Metal Industries Ltd , Radhika Synthetics Ltd. He has handled similar functions at Agarwal Indotex Ltd. He was also involved in dealing with banks and financial institutions for long term and medium term finance, while working with these 3 Companies. Shri. Goyal is having exposure in administration, working capital management etc. He has a total experience of 14 years.

TBL has commenced activities such as trading in pharma products in 2005-06. The surplus resources are presently held in liquid assets such as Bank Deposits. As on 31.03.2006, date of last audit, TBL had a Paid up Equity Share Capital of Rs. 1.00 Lac, the entire paid up Capital being held by promoters and their family members. The Reserves and Surplus as on 31.03.2006 was Rs. 0.06 Lacs. In the year 2005-06, the total Income was Rs. 3.81 Lacs. The total expenditure was Rs. 3.72 Lacs and Net Profit after tax was Rs. 0.06 Lacs. The EPS is Rs 0.60 & the Net Worth, as on 31.03.2006 was Rs. 0.96 Lacs. The Book Value of Equity Shares of FV Rs. 10/- , as on 31.03,.2006 is Rs. 9.64. The Return on Net Worth during the year 2005-06 was 6.22%. On 10.08.2006, TBL made fresh allotment of 3,60,000 Equity Shares to the promoters and family members at a premium of Rs. 15/- aggregating to Rs. 90.00 Lacs. The Net Worth as on 31.08.2006 is Rs. 90.26 Lacs . TBL will utilize the funds for acquisition of Shares of CIL , being acquired through the Agreement and Open Offer. Any surplus left after the acquisition shall be utilized for its trading activity. The details of allotment made are given below:

Name of Allottee	Number of Shares	Face Value (Rs.)	Issue price (Rs.)
Dr. Indresh Kumar Goyal	1,80,000	10	25
Shri. Hansraj Goyal	1,00,000	10	25
Smt. Anshu Goyal	40,000	10	25
Smt. Neelam Goyal	40,000	10	25

There has not been any change in promoters of TBL since incorporation

3.1.2 The promoters/Directors of TBL, Dr. Indresh Goyal and Shri. Hansraj Goyal are not related to each other.

3.1.3 The Acquirer has not acquired Shares of the Target Company, in the past.

3.1.4 The Acquirer do not belong to any Group.

3.2.1. There are no persons acting in concert with the Acquirer.

3.2.2. The Acquirer does not have any representative on the Board of Directors of CIL. None of the Directors of CIL represent the Acquirer.

3.2.3. TBL, the Acquirer has not promoted any listed Company. None of the promoters/Directors of TBL have promoted any listed Company nor on the Board of Directors of any listed Company.

3.2.4. The Acquirer has not entered into any agreement with any other person/entity with regard to the Acquisition/ Offer.

3.2.5 As per Certificate dated 9th September, 2006 from Shri R.A. Agrawal (Membership No. 75550), Partner, R. Attar & Company, Chartered Accountants, T-8, Jeewan Vihar, New Colony, Panch Batti, M.I. Road, Jaipur-302001 (Auditors of TBL), (Tel. No. (0141) 2375428 fax Nos. (0141) 2375428) the Net Worth of TBL as on 31.08.2006 is Rs. 90.26 Lacs

3.2.6. Shri. R.A. Agrawal, (Membership No.75550), Partner, R. Attar & Company, Chartered Accountants, T-8, Jeewan Vihar, New Colony, Panch Batti, M.I. Road, Jaipur-302001 (Auditors of TBL), (Tel. No. (0141) 2375428 fax Nos. (0141) 2375428 vide their Certificate dated 3rd October 2006, have certified that the Acquirer has adequate liquid resources to meet the funds requirements of the Offer.

3.2.7 The applicable provisions of Regulations 6, 7 & 8 of Chapter II of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997 are not applicable to the Acquirer

3.2.8 The Board of Directors of TBL, the Acquirer, has vide resolution adopted on October 3, 2006, has authorized Shri. Hansraj Goyal, Director to sign this Letter of Offer on behalf of TBL.

3.2.9 BRIEF DETAILS OF THE ACQUIRER AS ON DATE OF PA ARE TABULATED BELOW :

Name , address and contact details	Relationship , if any, with any other Acquirer/ PACs	Net Worth as certified by Chartered Accountant	Companies in which is a full time Director
Tenet Bio-Pharma Pvt. Ltd. Registered Office 596, Kailash Path, Devi Nagar, New Sanganer Road, Jaipur-302019 Tel No (0141) 3228992 Fax No. (0141) 2703482 E Mail Id: tnetbio@rediffmail.com	N.A.	Rs. 90.26 Lacs as on 31.08.2006 (Certificate dated 9.09.06)	**N.A.**

3.2.10 Board of Directors as on Thursday, October 5, 2006, the date of PA:

Name	Qualification	Residential Address	Designation
Dr. Indresh Kumar Goyal	BDS	C -110, Savitri Path Bapu Nagar, Jaipur 302 015	Director
Shri. Hansraj Goyal	B Com ACA	C/64, Punarvasu Sector III, Srishti Complex, Mira Road (East) , Thane – 401 107	Director

There is no change in Board of Directors, since the date of PA.

3.2.11 There are no PACs. The promoters/Directors of TBL are not on the Board of Directors of any listed Company.

3.2.12 EQUITY SHARE CAPITAL STRUCTURE OF TENET BIO – PHARMA PRIVATE LIMITED (AS ON OCTOBER 5, 2006, THE DATE OF P.A.)

Details	No. of Equity Shares	% of Shares
Promoters & family members	3,70,000	100
Others	0	0
Public	0	0
Total	**3,70,000**	**100**

There is no change since the date of PA

3.2.13 AUDITED FINANCIALS OF TENET BIO- PHARMA PRIVATE LIMITED

Brief Audited Financial data for the period from incorporation till 31.03.2006 & 5 month's period ended 31.08.2006 (certified by the Auditor) are given hereunder:

(Rs. In Lacs)

Profit & Loss Statement	01.04.2006 to 31.08.2006	From incorporation till 31.03.2006
Income from main operations (Sales)	0.00	3.71
Other Income (Interest)	0.53	0.10
Extra Ordinary Income	0.00	0.00
Total Income	**0.53**	**3.81**
Cost of goods sold	0.00	3.37
Operating & other Expenses	1.23	0.35
Depreciation	0.00	0.00
Extraordinary Exp.	0.00	0.00
Profit Before Tax before Extraordinary Income/Extraordinary exp./Loss	(0.70)	0.09
Profit Before Tax after Extraordinary income/Extra ordinary exp.	(0.70)	0.09
Less: Provision for Current Tax	0.00	0.03
Profit After Tax/Loss Before Extraordinary items, prior period tax adjustments/Loss.	(0.70)	0.06
Profit After Tax after Extraordinary Items, prior period tax adjustments	(0.70)	0.06
Balance Sheet Statement	**31.08.2006**	**31.03.2006**
Sources of funds		
Paid up Equity Share Capital	37.00	1.00
Reserves & Surplus (excluding Revaluation Reserves, if any)	53.36	0.06
Less: Misc. Expenses not written off	0.10	0.10
Net Worth	**90.26**	**0.96**
Total	**90.26**	**0.96**

Uses of funds		
Net Fixed Assets	0.00	0.00
Investments (Bank Deposits)	88.35	1.51
Net Current Assets	1.91	(0.55)
Total	**90.26**	**0.96**
Other Financial Data		**0.00**
Dividend (%)	NIL	NIL
Earnings per Share (Rs 10/-.) Not annualized(fully diluted)	(0.19)	0.60
Earnings per Share(Rs 10/-.)annualized (fully diluted)	(0.45)	0.96
Return on Net Worth (%) (Annualized)	(1.86)	10.04
Book Value Per Equity Share (F.V. Rs.10) Net Worth divided by number of subscribed Equity Shares	24.39	9.60

- Details of Other Income and Extra Ordinary Income/Exceptional Income, Extraordinary/exception expenditures, if any are given in the above table

The above financials are furnished after

- Making adjustments / rectification for all incorrect accounting policies or failures to make provisions or other adjustments which resulted in Audit qualifications; Material amounts relating to adjustments for last three years, if any have been identified and adjusted in arriving at the profits of the years to which they relate.
- Where there has been a change in accounting policy during the last three years, the profits or losses of those years have been re-computed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years. However, in respect of any incorrect accounting policy being followed, the re-computation of the financial statements have been made in accordance with correct accounting policies;
- Statement of profit or loss discloses both the profit and loss arrived at before considering extraordinary items and after considering the profit or loss from extraordinary items.
- The statement of assets and liabilities have been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.

3.2.14 DETAILS OF LISTED COMPANIES, PROMOTED BY THE ACQUIRER /PROMOTERS /DIRECTORS OF THE ACQUIRER

The Acquirer has not promoted any Listed Company nor have control over any Listed Company. None of the promoters/Directors of the Acquirer has promoted any listed Company nor have control over any listed Company.

3.2.15 BRIEF DETAILS VENTURES /UNLISTED COMPANIES PROMOTED BY THE ACQUIRER

(i)	Name of the Firm	:	**MEDI CENTRE**, Bapu Nagar, Jaipur
	Constitution	:	Proprietary concern of Dr. Indresh Goyal
	Date of commencement of activity	:	3rd April 2001
	Interested Acquirer	:	Dr. Indresh Goyal
	Nature of activities	:	Trading in medicines, pharma products.

Brief financials based on Audited Accounts for the last three years are given below:

(Rs. in Lacs)

Details (Year ending March 31)	2006	2005	2004
Proprietor' Capital	4.83	2.98	0.20
Secured Loans	0.00	0.00	0.00
Unsecured Loans	12.93	15.72	13.15
Total Income	223.79	164.12	119.96
Net Profit	3.32	1.89	1.35

(ii) Name of the Company : **SWADHINTA INVESTMENTS PVT. LTD**

Date of Incorporation : 24th February 2000

Board of Directors : Shri. Hansraj Goyal

Smt. Neelam Goyal

Interested Acquirer : Shri. Hansraj Goyal

Nature of activities : Investments, Finance

Brief financials based on Audited Accounts for the last three years and for the 3 months ended 30.06.2006 (Certified by Auditor) are given below:

(Rs. in Lacs)

Details (Year ending March 31)	3 months ended 30.06.2006	2006	2005	2004
Paid Up Equity Capital	5.00	5.00	5.00	5.00
Share Application Money	1.25	1.25	1.25	0.50
Reserves & Surplus /Acc. Losses	0.40	0.37	0.19	0.15
Total Income	0.13	0.63	0.93	3.91
Profit after Tax/Loss	0.02	0.18	0.04	0.02
Earnings per Share per Rs.10/- paid up Eq. Share (Rs.) (period ended 30.06.2006 annualized)	0.16	0.36	0.08	0.04
Book Value per Share of Rs.10/- each (Rs.)	10.80	10.74	10.38	10.30

The Company is not a Sick Industrial Company.

3.3 The Acquirer does not propose to dispose off or otherwise encumber any of the Assets of the Target Company in the next two years, except in the ordinary course of business. They undertake that they shall not sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of Shareholders.

BACKGROUND OF THE TARGET COMPANY

4.1 1 CIL was originally incorporated on 12th March 1993, at Mumbai, Maharashtra State, under the Companies Act, 1956 in the name and style " Choice Financial Services Ltd." The name of the Company was changed to " Choice International Limited" consequent to a Special Resolution adopted by members on October 15, 1997 and fresh certificate to this effect was issued by the Registrar of Companies, Maharashtra on November 12, 1997.CIL made its maiden public issue in Oct-November 1995 and got its Equity Shares listed at The Bombay Stock Exchange Ltd (BSE) and Ahmedabad Stock Exchange (ASE). The Shares were subsequently delisted from ASE w.e.from January 28, 2005.

The Registered Office of CIL is situated at 624, Corporate Park, Nirmal Lifestyles, L.B.S. Marg, Mulund (West), Mumbai 400 080. CIL do not have any other offices.

CIL is a Non Deposit taking Non Banking Finance Company(NBFC) and the registration number is 13.00128

The Fixed Assets owned by CIL are Computers, Office Equipments, Air Conditioners, Furniture and fixtures .CIL had, in the Year 2005-06 disposed off Office premises.

CIL is promoted by Shri. Shailendra Jindal.

The Directors of CIL are Shri. Mehul Mehta (Chairman & Independent Non Executive) , Shri. Sunil Goyal, Shri. Mahendra Patole (Non-Executive / Independent Director), Shri. Dhananjay Datar (Non-Executive / Independent Director) & Smt. Kamlesh Goyal (Wholetime Director) .

4.1.2 The Authorized Capital of CIL is Rs. 410 Lacs, divided into 41,00,000 Equity Shares of Rs 10/- each .The paid up Equity Share Capital (net of Shares forfeited) is 38,30,900 Equity Shares of Rs. 10/- each aggregating to Rs. 383.09 Lacs. An amount of Rs. 8,69,500/- being amount received on forfeited Shares is still held in Share capital Account. All the Equity Shares are fully paid up. All the Equity Shares are listed and admitted for trading. No Shares are subject to lock in. There are no outstanding warrants, options or convertible instruments convertible into Equity Shares on a later date.

4.1.3 As on date of this Public Announcement, the promoter group/persons in control, holds 20,02,395 Equity Shares, constituting 52.27 % of the listed Capital.

4.1.4 CIL has signed agreement with both CDSL and NSDL for offering Shares in dematerialized form and is traded in compulsory demat mode. The Marketable lot for the Shares of CIL is 1(one). The ISIN Number of Equity Shares in dematerialized form is INE 102B01014.

4.1.5 CIL has, as its main objects, “to carry on the business as manufacturers, producers, developers, processors, dealers, traders, importers, exporters, etc. Of software, information technology, multimedia, data processing etc. To plan, develop, improve, market or otherwise distribute, sell, import, host etc. in hosting web portals of all types , web programming, web designing , setting up Internet Service Centres, virtual private networks etc. To analyze, design , develop, install, market etc, of telecommunication and satellite networks , To manufacture and impart computer education, to carry on India and abroad the production and distribution of motion pictures, television programming etc. To carry on business of campaign managers,, business relating to registrars and share transfer agents, To carry on the business of providing financial services, investment management, public issue, bill discounting, etc.”

4.1.6 CIL is presently engaged in non banking financial activities and software development. Software development business is at a very insignificant level and major activity is trading in securities, shares, extending loans/ICDs etc.

4.1.7 CIL has no Subsidiaries.

4.1.8. CIL has not declared any Dividend in the last 5 years.

4.1.9 None of the Directors of CIL represent the Acquirer.

4.1.10 Smt. Kamlesh Goyal , Wholetime Director of CIL is not related to Shri. Hansraj Goyal.

4.1.11 The Equity Shares of CIL are listed at The Bombay Stock Exchange Ltd (BSE). The Shares are not admitted as a permitted security at any other Stock Exchange. All the outstanding issued Equity Shares of CIL are listed and admitted for trading. There are no partly paid Equity Shares or outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. 1,73,900 Equity Shares where calls were in arrears have been forfeited but the Share application money received thereof are still held in Share Capital account. No Shares are subject to lock in. CIL was originally listed at Ahmedabad Stock Exchange but was delisted consequent to a resolution adopted by members in General Meeting and the delisting has been confirmed by ASE in writing.

4.1.12 CIL has been paying listing fee regularly and there are no arrears of listing fee. CIL has been complying with the listing requirements of the Stock Exchanges, except for filing returns under Chapter II of SEBI(SAST) Regulations. The filing of returns under Chapter II of SEBI (SAST) Regulations were not made as per the Regulations in all the years from 1997 to 2005 (both inclusive). Of this, the filing under Regulation 8(3) for 2004 was submitted in time but not in the prescribed format. For the years 2005 also the same has not been filed in the prescribed format. Filing under Reg 6 & 8(3) for the years 1998 to 2003 were filed on 23.03.2004 but not in the prescribed format. A revised one was filed in the prescribed format but after the last date of filing. For 2006, the same has been filed as per the Regulations. No action has so far been taken by the Stock Exchanges except for sending a letter for the default. SEBI has, vide letter no. CFD/DCR/RC/TO/13060/04 dated July 21, 2004 has given option to CIL for settlement by Consent Order for the violations from 1997 to 2002 and CIL has, vide its letter dated 23rd August 2004, consented to this. For non compliance with Regulations 6 & 8 by the Target Company for the years 1997 to 2005, SEBI may initiate suitable action in terms of the Regulations and provisions of SEBI Act.

4.1.13 CIL is not a Sick Industrial Company

4.1.14 There has not been any merger or demerger or spin off of activity in the preceding 3 years.

4.1.15 There are no pending Litigations against the Target Company.

4.1.16 The provisions of Clause 49 of the Listing Agreement is being complied with, by CIL.

4.1.17 The Compliance Officer of the Target Company is Smt. Kamlesh Goyal, Wholetime Director, who will be available at the address of the Registered Office of CIL.

4.2.1 Share Capital structure of the Target Company

Paid up Equity Shares of CIL	No. of Shares	% of Shares	Voting Rights	% of voting rights.
Fully paid up Equity Shares	38,30,900	100	38,30,900	100
Partly paid up Equity Shares	0	0	0	0
Total paid up Equity Shares	38,30,900	100	38,30,900	100
Total voting rights in Target Company	38,30,900	100	38,30,900	100

4.2.2 Build Up of Current Capital

4.2.2.1. Build up of Authorized capital

(In Rs.)

Date	From	To	Authorized Capital after enhancement
On Incorporation	0	20,00,000	20,00,000
29.09.1994	20,00,000	3,20,00,000	3,20,00,000
09.01.1995	3,20,00,000	4,10,00,000	4,10,00,000

4.2.2.2 Build up of Current paid up Capital

Date of allotment	No. and % of Shares Issued	Cumulative paid up capital (Rs.)	Mode of allotment	Identity of allottees (e.g.- promoters /others	Status of compliance With SEBI (SAST) Regulations other Regulations under SEBI Act 1992
On Incorporation	700 0.018% of current capital	7000	Signatories to the Memorandum, for cash	Signatories to the Memorandum	Provisions of Companies Act, complied with

15.12.1993	21,500 0.56% of current Capital	2,22,000	Allotted to promoters, friends, relatives & associates	promoters, friends, relatives & associates.	Provisions of Companies Act, complied with
03.03.1994	80,000 2.09% of current Capital	10,22,000	Allotted to promoters, friends, relatives & associates	promoters, friends, relatives & associates.	Provisions of Companies Act, complied with
01.10.1994	1,71,500 4.47% of Current Capital	27,37,000	Allotted to promoters, friends, relatives & associates	promoters, friends, relatives & associates.	Provisions of Companies Act, complied with
26.12.1994	12,000 0.31% of Current Capital	28,57,000	Allotted to promoters, friends, relatives & associates	promoters, friends, relatives & associates.	Provisions of Companies Act, complied with
30.12.1994	40,000 1.04 % of Current Capital	32,57,000	Allotted to promoter Group.	promoters, friends, relatives & associates.	Provisions of Companies Act, complied with
10.01.1995	3,25,700 8.50 of Current Capital	65,14,000	Bonus Issue by capitalizing free reserves/surpl us	Shareholders	Provisions of Companies Act, complied with
12.01.1995	5,98,600 15.63% of Current Capital	1,25,00,000	Allotted to promoters, friends, relatives & associates.	Allotted to promoters, friends, relatives & associates.	Provisions of Companies Act, complied with
30.11.1995	27,54,800 71.91% of Current Capital	4,00,48,000	10,00,000 Equity Shares to promoters as part of Public Offer and 17,54,800 Shares to Public including reservations	Allotted to Promoters, Indian Public, NRIs etc.	SEBI Clarifications on Public Issue complied with. Provisions of Companies Act, complied with
01.01.1997	1,73,900 4.54% of current capital (Shares forfeited)	3,83,09,000	Shares where calls were in arrears have been forfeited. Shares subscribed by Public.		Provisions with respect to forfeiture have been complied with.

4.2.2.3Change in Shareholding of promoters and position of Compliance

Date of allotment/acquisition	No. of Shares Issued /acquired/sold/reduced	Cumulative Shareholding (Shares)	Mode of allotment/ Acquisition	Identity of allottees (e.g.- promoters /others	Status of compliance with SEBI (SAST) Regulations other Regulations under SEBI Act 1992 & other statutory requirements, as applicable
Till 30.11.1995 As per above table	22,50,000	22,50,000	Private placement for cash , Bonus Issue	Promoters/promoter group, friends, relatives and associates	SEBI Clarifications on Public Issue, applicable provisions under SEBI Act complied with. Complied with other statutory requirements
Between 30.11.1995 to 31.03.1998 (As reported under Reg. 6(4) , 8(3)	Increase of 56,100 Equity Shares (1.46%)	23,06,100	How and when acquired and mode of acquisition not available	Promoters/promoter group	The Increase is below the limits under SEBI (SAST) Regulations and other applicable provisions under SEBI Act.
Between 31.03.1998 and 31.03.1999	No change				
Between 31.03.1999 and 31.03.2000	Increase of 12,600 Shares (0.33%)	23,18,700	Market acquisition	Promoters/promoter group	The Increase is below the limits under SEBI (SAST) Regulations and other applicable provisions under SEBI Act
Between 31.03.2000 and 31.03.2001	Reduction of 48,500 Shares (1.26%)	22,70,200	Change is within the limits under SAST Regulations and Insider Trading Regulations .	Promoters/promoter group	The reduction is below the limits under SEBI (SAST) Regulations and other applicable provisions under SEBI Act.
Between 31.03.2001 and 31.03.2002	Increase of 73,400 Shares (1.92%)	21,52,000	Change is within the limits under SAST Regulations and Insider Trading Regulations	Promoters/promoter group	The Increase is below the limits under SEBI (SAST) Regulations and other applicable provisions under SEBI Act.
Between 31.03.2002 and 31.03.2003	Reduction of 3,41, 205 Shares (8.91%)	20,02,395	Change is within the limits under SAST Regulations as it is reduction. However reporting requirement under SEBI(SAST) Regulations and SEBI Insider Trading Regulations may be applicable.	Promoters/promoter group	Reporting under Reg. 13(1) of SEBI Insider Trading Regulations may be applicable if the individual sales exceed 2%. The promoters have not complied with the filing requirements under Regulation 7(1A) of SEBI(SAST) Regulations
After 31.03.2003	No change	20,02,395			Provisions not applicable

Note: Old data pertaining to period prior to 1998 not available with the Company.

4.3 There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later date .

4.4. The filing of returns under Chapter II of SEBI (SAST) Regulations were not made as per the Regulations in all the years from 1997 to 2005 (both inclusive), by the Target Company. Of this, the filing under Regulation 8(3) for 2004 was submitted in time but not in the prescribed format. For the years 2005 also the same has not been filed in the prescribed format. A revised one was filed in the prescribed format but after the last date of filing. Filing under Reg 6 & 8(3) for the years 1998 to 2003 were filed on 23.03.2004 but not in the prescribed format. (For 2006, the same has been filed as per the Regulations. No action has so far been taken by the Stock Exchanges except for sending a letter for the default. SEBI has, vide letter no. CFD /DCR /RC / TO /13060/04 dated July 21, 2004 has given option to CIL for settlement by Consent Order for the violations from 1997 to 2002 and CIL has, vide its letter dated 23rd August 2004, consented to this. For non compliance with Regulations 6 & 8 by the Target Company for the years 1997 to 2005, SEBI may initiate suitable action in terms of the Regulations and provisions of SEBI Act. The promoters of the Target Company has not complied with Reg. 7(1A) for sales made and SEBI may initiate suitable action in terms of the Regulations and provisions of SEBI Act

4.5.1 All the issued Equity Shares of CIL are listed at the Stock Exchanges.

4.5.2. Subject to disclosure under 4.4 above, the Company has been complying with the Listing requirements of the Stock Exchange. The Stock Exchange has not awarded any penalties /action against the Target Company, its promoters/Directors/persons in control.

4.6.1 **Board of Directors as on Thursday, October 5, 2006, the date of PA:**

Name	Date of appointment	Residential Address	Designation
Shri. Mehul Mehta	10.01.2003	A/7, Hastiraj, Babubhai Vasi Road, Vile Parle (West) Mumbai 400 078	Chairman & Independent Non Executive Director
Shri. Sunil Goyal	18.06.2002	302, Gokul Nagari No.1 Western Express Highway Near Bhor Industries Kandivli (East) Mumbai 400 101	Director
Shri. Mahendra Patole	10.01.2003	8, Ganesh Bhuvan, Draksh Baug, Tank Road Bhandup (West) Mumbai 400 078	Non-Executive Independent Director
Shri. Dhananjay Datar	08.06.2005	B-1/61, Gagan Apratments, Opp. Minaxi Towers Gokuldham, Goregaon (East), Mumbai 400 063	Non-Executive / Independent Director
Smt. Kamlesh Goyal	16.08.2006	303, A/5, Sector 2 Prathmesh Co op. Hsg Soc. Ltd Shanti Nagar, Mira Road Thane 401 107	Wholetime Director

There has been no change in the Board of Directors since the date of PA.

4.6.2 There have been the following changes in Directors in the last three years.

Name	Date of change	Nature of change
Smt. Pallavi Jindal	10.09.2003	Resigned as Director
Shri. Robert M Pavrey	25.03.2004	Resigned as Director
Shri. Gopal Agarwal	21.06.2004	Appointed as Director
Smt. Seema Chavan	21.06.2004	Appointed as Director
Shri. Shailendra Jindal	30.06.2004	Resigned as Director
Shri. Gopal Agarwal	30.09.2004	Resigned as Director
Smt. Seema Chavan	14.05.2005	Resigned as Director
Shri. Dhananjay Datar	08.06.2005	Appointed as Director
Smt. Seema Chavan	04.07.2005	Appointed as Director
Smt. Seema Chavan	31.05.2006	Resigned as Director
Smt. Kamlesh Goyal	16.08.2006	Appointed as Director

4.6.3 Experience, Qualification and date of appointment of the Board of Directors

Name	Date of appointment	Age, Qualification, Occupation	Experience , in brief
Shri. Mehul Mehta	10.01.2003	Age : 44 years Qualification : FCS	Has over 15 years experience in Corporate Law.
Shri. Sunil Goyal	18.06.2002	Age : 40 years Qualification : FCA	More than 10 years experience in the field of Finance, Audit , Taxation and Investments
Shri. Mahendra Patole	10.01.2003	Age : 30 years Qualification : B. Com	6 years experience in the filed of Accounts and Finance
Shri. Dhananjay Datar	08.06.2005	Age: 44 years Qualification : FCA	16 years experience in the filed of Corporate Finance and Taxation
Smt. Kamlesh Goyal	16.08.2006	Age: 32 years Qualification : M.Sc. Wholetime Director	3 years experience in Administration.

4.7 There has not been any mergers/demergers involving the Target Company nor was there any spin off of activity during the last three years. There has been change of name since Incorporation . The name at the time of Incorporation was " Choice Financial Services Ltd." The name of the Company was changed to " Choice International Limited" consequent to a Special Resolution adopted by members on October 15, 1997 and fresh certificate to this effect was issued by the Registrar of Companies, Maharashtra on November 12, 1997

4.8. **Brief published Audited Financial data for the last three years and for the three months ended 30.06.2006 (certified by Auditors) are given hereunder:**

(Rs. In Lacs)

Profit & Loss Statement	3 months (30.06.06)	2005-06	2004-05	2003-04
Income from Main activity	3.97	172.61	52.47	486.05
Other Income (Dividend Income)	0.32	0.47	0.70	1.00
Other Income (Miscellaneous)	0.00	0.04	1.17	0.53
Total Income	**4.29**	**173.12**	**54.34**	**487.58**
Total Expenditure	7.36	138.91	29.43	479.80
Depreciation	0.22	1.54	3.41	5.03
Extra Ordinary Expenditure(Loss on Sale of premises)	0.00	1.65	0.00	0.00
Extra Ordinary Expenditure(Loss on Sale of Computer Hardware)	0.00	0.00	1.99	0.00
Profit Before Tax/Loss before Extraordinary/Exceptional items	(3.29)	32.67	21.50	2.75
Profit before Tax/Loss after Extraordinary income/Extraordinary exp/Exceptional items	(3.29)	31.02	19.51	2.75
Provision for Taxes	0.00	10.52	0.61	0.00
Profit After Tax/Loss Before Extraordinary Income/Exp.	(3.29)	22.15	20.89	2.75
Profit After Tax /Loss after Extraordinary Income	(3.29)	20.50	18.90	2.75
Prior period adjustments made		(0.04)	(0.56)	0.00
Net Profit after prior period adjustments	**(3.29)**	**20.46**	**18.34**	**2.75**
Balance Sheet Statement	**30.06.06**	**31.03.06**	**31.03.05**	**31.03.04**
Sources of funds				
Paid up Equity Share Capital	391.79	391.79	391.79	391.79
Reserves and Surplus (excluding Revaluation reserves, if any) /Acc. Losses	(35.36)	(32.07)	(52.53)	(79.87)
Less: Misc. Exp not written off or adjusted	0.00	0.00	0.31	1.26
Net Worth	**356.43**	**359.72**	**338.95**	**319.66**
Unsecured Loans	35.11	0.00	0.00	0.00
Total Source of funds	**391.54**	**359.72**	**338.95**	**319.66**
Uses of funds				
Net Fixed Assets	5.87	6.09	19.99	25.91
Investments	65.00	65.00	15.50	12.75
Net Current Assets	320.67	288.63	303.46	281.00
Total	**391.54**	**359.72**	**338.95**	**319.65**
Other Financial Data				
Dividend (%)	NIL	NIL	NIL	NIL
Earnings per Share(Rs.) annualized (Negative in brackets)	(0.34)	0.54	0.49	0.07
Return on Net Worth (%) (Negative in Brackets) annualized (Profit after Tax X100/Net Worth)	(3.69)	5.69	5.42	0.86
Book Value Per Share (Rs.) (Net Worth/No. of Shares)	9.30	9.39	8.85	8.34

The above financials are furnished after

- ❖ Making adjustments / rectification for all incorrect accounting policies or failures to make provisions or other adjustments which resulted in Audit qualifications; Material amounts relating to adjustments for last three years, if any have been identified and adjusted in arriving at the profits of the years to which they relate.
- ❖ Where there has been a change in accounting policy during the last three years, the profits or losses of those years have been re-computed to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years. However, in respect of any incorrect accounting policy being followed, the re-computation of the financial statements have been made in accordance with correct accounting policies;
- ❖ Statement of profit or loss discloses both the profit or loss arrived at before considering extraordinary items and after considering the profit or loss from extraordinary items.
- ❖ The statement of assets and liabilities have been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.
- ❖ Details of Other income, Extraordinary Income, Extraordinary Expenditure etc. are given in the above table.
- ❖ There is unusual fall or rise in Total Income and PAT in the above period. In the year 2003-04, the Company was actively into trading in Shares, which diminished considerably in 2004-05. In the year 2005-06, trading in Shares again picked up.
- ❖ The Auditors, in their Report for 2005-06 have qualified that no provision has been made for Contingent liability in respect of penalty for non compliance with Reg. 6 & 8, Rs. 1.75 Lacs.

4.9. Pre and Post- Offer Share holding pattern of CIL shall be as follows:

Shareholders' category	**Shareholding prior to the agreement/ Acquisition and offer. (A)**		**Shares to be acquired which Triggered off the Regulations (B)**		**Shares to be Acquired in Open Offer(Assuming full acceptances) (C)**		**Share holding after the acquisition and Offer. (D)**	
1. Promoter group Parties to the Agreement	20,02,395	52.27	(14,87,895)	(38.84)	0	0	5,14,500	13.43
Total 1	20,02,395	52.27	(14,87,895)	(38.84)	0	0	5,14,500	13.43
2. Acquirer	0	0	14,87,895	38.84	7,66,180	20	22 54 ,075	58.84
Total of Acquirer	0	0	14,87,895	38.84	7,66,180	20	22 54 ,075	58.84
3 Public Holding								
a. Indian Public	18,28,505	47.73	0	0	(7,66,180)	(20)	10,62,325	27.73
b. IIs/FIs/Mutual Funds,	0	0	0	0				
Banks, SFIs/LIC (Banks)	0	0	0	0				
c. NRIs	0	0	0	0				
Public (Partly paid Shares)	0	0	0	0				
Total 3 (a+b+c+d)	18,28,505	47.73	0	0	(766,180)	(20)	10,62,325	27.73
Total (1+2+3)	38,30,900	100					38,30,900	100

Notes:

a. There are no Shares, which are subject to Lock in.

b. Post offer, the residual holding of the promoters shall be clubbed with Public Holding.

c. The Acquirer has not acquired any Shares from the date of the Public Announcement till date of this Letter of Offer.

d. The number of Shareholders under Public Category, i.e. under 4 above, on the Specified Date is 1036

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 **Justification of Offer price**

5.1.1. The Equity Shares of CIL are listed at The Bombay Stock Exchange Ltd (BSE) The Shares are not admitted as permitted Security in any other Stock Exchange

5.1.2 The annualized trading turnover of Shares of CIL, during the preceding 6 calendar months prior to the month in which Public Announcement was made, i.e. during the months April, 2006 to September 2006 (both inclusive) is given below.

The trading data is given below:

Name of stock exchange(s)	Total no. of Shares traded during the 6 calendar months prior to the month in which the P A was made.	Total No. of listed Shares	Annualized Trading turnover (in terms of % to total listed Shares)
The Bombay Stock Exchange Ltd(BSE)	6, 97,954	38,30,900	36.44

5.1.3 Since the Equity Shares of the Target Company has not been infrequently traded as per explanation (i) to Regulation 20(5) at BSE during the 6 calendar months preceding the month in which the Public Announcement is made, the Offer price has been justified, taking into account, the following parameters, as set out under Regulations 20(4):

1. Negotiated price paid by the Acquirer or persons acting in concert under the Agreement referred to in sub regulation (1) of Regulation 14.	Rs. 2/50
2. Highest price paid by the Acquirer or PACs for acquisition including by way of allotment in a Public or Rights issue, if any, during the twenty-six week period prior to the date of PA.	N.A.
3. Price paid by the Acquirer under a preferential allotment made to them or Persons Acting in Concert with them, at any time during the twenty six weeks prior to the date of PA.	N.A.
4. The average of the weekly high and low of the closing prices at BSE in the 26 weeks preceding the date of the Public Announcement	Rs .3/77
5. The average of the daily high and low prices at BSE in the 2 weeks preceding the date of the Public Announcement	Rs. 3/53
6. Highest of the above	Rs. 3/77
7. Offer price	Rs. 4/50

5.1.3.1.Trading data at BSE

a. The Weekly High and Low of the closing prices of the Equity Shares of CIL at BSE during the 26 Weeks preceding the date of the Public Announcement is as under:

(Price in Rs.)

Week Nos.	Week ended	High	Low	Average	Volume
1	12-Apr-06	4.99	4.55	4.77	36934
2	19-Apr-06	6.05	4.55	5.30	80400
3	26-Apr-06	7.65	6.11	6.88	55355
4	3-May-06	7.50	6.07	6.79	20715
5	10-May-06	7.17	6.45	6.81	13473
6	17-May-06	6.00	5.00	5.50	8751
7	24-May-06	5.21	4.50	4.86	21115
8	31-May-06	4.94	4.05	4.50	1501
9	7-Jun-06	3.65	3.40	3.53	53300
10	14-Jun-06	3.07	2.50	2.79	1525
11	21-Jun-06	2.75	2.75	2.75	750
12	28-Jun-06	NO TRADING			
13	5-Jul-06	3.02	2.51	2.77	425
14	12-Jul-06	2.10	2.10	2.10	100
15	19-Jul-06	1.70	1.70	1.70	1000
16	26-Jul-06	1.55	1.33	1.44	540
17	2-Aug-06	2.06	1.20	1.63	93699
18	9-Aug-06	2.88	2.00	2.44	35550
19	16-Aug-06	3.45	3.11	3.28	52292
20	23-Aug-06	3.36	3.05	3.21	16402
21	30-Aug-06	3.52	3.20	3.36	9466
22	6-Sep-06	3.68	3.40	3.54	18074
23	13-Sep-06	3.74	3.55	3.65	3462
24	20-Sep-06	3.61	3.28	3.45	14350
25	27-Sep-06	3.69	3.45	3.57	57620
26	4-Oct-06	3.68	3.50	3.59	28450
Total		**101.02**	**87.31**	**94.17**	**625249**
	Average Price	**3.7666**		**3.77**	

b. The daily High and Low of the Prices of CIL at BSE in the two Weeks preceding the date of the Public Announcement is as under:

(Price in Rs.)

Day	Date	High	Low	Average	Volume
1	21-Sep-06	3.56	3.50	3.53	19800
2	22-Sep-06	3.69	3.35	3.52	1820
3	25-Sep-06	3.87	3.55	3.71	18800
4	26-Sep-06	3.46	3.46	3.46	17000
5	27-Sep-06	3.45	3.45	3.45	200
6	28-Sep-06	3.62	3.40	3.51	11350
7	29-Sep-06	3.50	3.46	3.48	100
8	2-Oct-06	HOLIDAY			
9	3-Oct-06	3.51	3.41	3.46	16950
10	4-Oct-06	3.68	3.68	3.68	50
	TOTAL	**32.34**	**31.26**	**31.80**	**86070**
	AVERAGE	**Rs. 3.53**			

5.1.4. This is not an indirect acquisition/control.

5.1.5 **Non Compete Fee:** There is no non-compete agreement for payment to any person.

5.1.6 The Offer price is justified in terms of Regulation 20(11) of the Regulations. In the opinion of the Manager to the Offer and the Acquirer, the Offer price is justified. The Offer price of Rs. 4/50 per Equity Share(fully paid up) is more than the average of the weekly high and low of the closing prices as quoted at BSE, during the 26 weeks preceding the date of the Public Announcement and also higher than the average of the daily high and low prices as quoted at BSE during the 2 weeks preceding the date of the Public Announcement and is also higher than the highest price paid by the Acquirer for acquisition of Shares through the Agreement.

5.1.7 In the event of any further Acquisition by the Acquirer or Persons Acting in Concert/deemed to be acting in concert as defined under the Regulations with them any time till Wednesday, January 24, 2007 and in the event of such acquisition price being higher than the price offered under this Offer, the Offer price will be revised upwardly to ensure that the price offered under this Offer is not less than the highest price paid for any such acquisitions. Any such upward revision will be notified through an announcement in all dailies where the original Public Announcement was made. The last date for any upward revision is Wednesday, January 24, 2007

5.2 Financial arrangements :

5.2.1 Assuming full acceptance, the total funds requirements to meet this Offer is Rs.34,47,810/- (Rupees Thirty four Lacs forty seven thousand eight hundred and ten only).

5.2.2 In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirer has created an Escrow Account in the form of Fixed Deposits for Rs.9,00,000/- (Rupees Nine Lacs only), which is more than 25 % of the total consideration payable under the Offer, with The Dhanalakshmi Bank Ltd., Janmabhoomi Building, Janmabhoomi Marg, Fort, Mumbai 400 001 on October 3, 2006 and a lien has been marked on the said account in favor of Fedex Securities Ltd., Manager to the Offer.

5.2.3 The Acquirer has authorized Fedex Securities Ltd., Managers to the Offer to realize the value of the Escrow Account

5.2.4 The Acquirer has adequate resources to meet the financial requirements of the Offer. The funds requirements will be met from own sources/Net Worth and no borrowings from Banks/ FIs or Foreign sources such as NRIs or otherwise is envisaged. The Acquirer hereby declare and confirms that they have adequate and firm financial resources to fulfill the obligations under the Offer.

5.2.5. As per Certificate dated 9th September, 2006 from Shri R.A. Agrawal (Membership No. 75550), Partner, R. Attar & Company, Chartered Accountants, T-8, Jeewan Vihar, New Colony, Panch Batti, M.I. Road, Jaipur-302001 (Auditors of TBL), (Tel. No. (0141) 2375428 fax Nos. (0141) 2375428) the Net Worth of TBL as on 31.08.2006 is Rs. 90.26 Lacs

5.2.6 Shri. R.A. Agrawal, (Membership No.75550), Partner, R. Attar & Company, Chartered Accountants, T-8, Jeewan Vihar, New Colony, Panch Batti, M.I. Road, Jaipur-302001 (Auditors of TBL), (Tel. No. (0141) 2375428 fax Nos. (0141) 2375428 vide their Certificate dated 3rd October 2006, have certified that the Acquirer has adequate liquid resources to meet the funds requirements of the Offer.

5.2.7 Fedex Securities Limited, Manager to the Offer certify and confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

6. TERMS AND CONDITIONS OF THE OFFER

6.1

a. This Offer will open on Thursday, January 18, 2007 and will close on Tuesday, February 6, 2007. The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.

b. This is not a conditional Offer and there is no stipulation as to the minimum level of acceptance.

c. The Specified date for this Offer is Friday , October 27, 2006.

d. Specified date is only for the purpose of determining the names of the Shareholders as on such date, to whom the Letter of Offer would be sent and all owners (registered or unregistered) of Shares of CIL anytime before the closure of the Offer, are eligible to participate in the Offer.

e. The Acquirer will comply with the Takeover Regulations and complete the offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement for purchase of Shares and Change in control and its related conditions.

f. In case of non-compliance with any of the provisions of the Takeover Regulations, Agreement for Sale of Shares & change in Control shall not be acted upon by the Sellers or the Acquirer.

g. CIL has signed agreement with both CDSL and NSDL for offering Shares in dematerialized form and is traded in compulsory demat mode. The Marketable lot for the Shares of CIL is 1(one). The ISIN Number of Equity Shares in dematerialized form is INE 102B01014.

6.2 **Locked in Shares:** There are no Shares, which are subject to lock in.

6.3. Eligibility for accepting the Offer

6.3.1 The Letter of Offer shall be mailed to all Equity Shareholders/ Beneficial Owners holding Shares in dematerialized form (except the present promoters of CIL , Parties to the agreement and the Acquirer) whose names appear in register of Target Company as on Friday, October 27, 2006, the Specified Date.

6.3.2 This Offer is also open to persons who own Equity Shares in CIL but are not registered Shareholders / beneficial owners holding Shares in dematerialized form, as on the “Specified Date”.

6.3.3 All Equity Shareholders/ Beneficial Owners holding Shares in dematerialized form (except the promoters of CIL, Parties to the Agreement and the Acquirer) who own Equity Shares of Target Company anytime before the closure of the Offer are eligible to participate in the Offer.

6.3.4 The Form of acceptance and other documents required to be submitted herewith, will be accepted by the Registrar to the Offer, M/s. Sharex Dynamic India Pvt. Ltd, having its office at 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai 400 001 (Tel.Nos. (022) 22702485 / 22641376, Fax. No. (022) 22641349, Email: sharexindia@vsnl.com) **(Contact person: Shri. B S Baliga)** between 10 a.m. to 4 p.m. on working days and between 10. a.m. to 2 p.m. on Saturdays, during the period, the Offer is open.

6.3.5 The Public Announcement, Letter of Offer, the Form of Acceptance and Form of Withdrawal will also be available at SEBI's website: www.sebi.gov.in. In case of non-receipt of Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance or Form of Withdrawal from the SEBI website for applying in the Offer or to withdraw from the Offer.

6.3.6 Unregistered Equity Shareholders who have sent the Share Certificates for transfer to CIL/its Share Transfer Agent, and not received them back or hold Shares of CIL without being submitted for transfer or those who hold in Street Name shall also be eligible to participate in this Offer.

6.3.7 Unregistered Equity Shareholders and those who apply in plain paper will not be required to provide any Indemnity.

6.3.8 Unregistered Shareholders may follow the same procedure mentioned above for registered Shareholders.

6.3.9 The acceptance of this Offer by the Equity Shareholders of CIL must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

6.3.10 The acceptance of this Offer is entirely at the discretion of the Equity Shareholders of CIL.

6.3.11 The Acquirer, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms etc. during transit and the Equity Shareholders of CIL are advised to adequately safeguard their interest in this regard.

6.3.12 The acceptance of Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.

6.3.13 The instructions, authorizations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute part of the terms of the Offer.

6.3.14 The Manager to the Offer shall submit a final report to SEBI within 45 days of closure of the Offer in accordance with Regulation 24 (7) of the Regulations.

6.3.15 For any assistance please contact Fedex Securities Limited, Manager to the Offer or the Acquirer or the Registrar to the Offer.

6.4 **Statutory Approvals :**

6.4.1 As on the date of this Letter of Offer, no approvals are required to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

6.4.2 Barring unforeseen circumstances, the Acquirer would endeavor to obtain all approvals within 15 days from the date of closure of the Offer. In terms of Regulation 22(12) of the Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders for delay beyond 15 days from date of closure of the Offer.

6.4.3 In case the Acquirer fail to obtain requisite statutory approval in time, on account of any willful default or neglect or inaction or no-action, then action in terms of Regulation 22(13) will be initiated by SEBI.

6.4.4 No approval is required to be obtained from Banks/Financial Institutions for the Offer.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

ACCEPTANCE OF THE OFFER

7.1.1 Name and Address of the persons (Registrars to the Offer) to whom the Equity Shares alongwith documents required to be submitted therewith, should be sent including name of the contact person, telephone no., fax no. etc.

Registrars to the Offer	Working days and timings	Mode of delivery
SHAREX DYNAMIC INDIA PVT. LTD 17/B, Dena Bank Building, 2nd Floor Horniman Circle Fort, Mumbai 400 001 Tel.Nos. (022) 22702485 / 22641376 Fax. No. (022) 22641349 Email: sharexindia@vsnl.com) **Contact person: Shri. B S Baliga**	**Monday to Friday** 11.00 A. M to 4.00 P.M. **Saturday** 11.00 A M to 2.00 P M	By Post/Courier/ Hand delivery

7.1.2 Share holders holding Equity Shares in physical form and wishing to tender their Equity Shares will be required to send their form of acceptance, original Share certificates and transfer deeds to the Registrar to the Offer: M/s. Sharex Dynamic India Pvt. Ltd, having its office at 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai 400 001 (Tel.Nos. (022) 22702485 / 22641376, Fax. No. (022) 22641349, Email: sharexindia@vsnl.com) (Contact person: Shri. B S Baliga) either by hand delivery or by Registered Post, to reach them on or before the closure of the Offer, i.e. Tuesday, February 6, 2007 in accordance with the instructions specified in this Letter of Offer and in the Form of Acceptance. In case the Share Certificate(s) and Transfer Deeds are lodged with CIL/its Share Transfer Agent for transfer and have not been received back, then the acceptance shall be accompanied by (i) The Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by CIL/its transfer agents for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of the Memorandum & Articles of Association and copy of the Board Resolution authorizing the signatory, shall also be sent along with.

7.1.3 Beneficial owners (holders of Equity Shares in Dematerialized Form) who wish to tender their Equity Shares will be required to send their Form of Acceptance-cum-acknowledgement along with a photocopy of the delivery instructions in "Off –market" mode or counterfoil of the delivery instruction in "Off –market" mode, duly acknowledged by the Depository Participant (DP) in favor of the Special Depository Account opened by the Registrar to the Offer, in accordance with instructions specified in this Letter of Offer and in the Form of Acceptance-cum-acknowledgement. The details of the Special Depository Account is given below:

DP Name	UTI Bank Ltd.
DP ID	IN 300484
Client Name	Sharex Dynamic (India) Pvt. Ltd. Escrow CIL open offer
Client ID	12656749

7.1.4 The Acceptance Form alongwith Share Certificates/copy of delivery instruction to DP and other relevant documents shall be sent to the Registrars only. The same shall not be sent to the Acquirer, Parties to the Agreement, Target Company or Manager to the Offer.

7.2. Procedure for acceptance of the Offer by unregistered Shareholders, owners of Shares who have sent them for transfer or those who did not receive the Letter of Offer

7.2.1. Accidental omission to dispatch the Letter of Offer to any person will not invalidate the Offer in any way.

7.2.2 In case of non-receipt of the letter of Offer, the eligible person(s), holding Equity Shares of CIL in physical form, may send his/her/their consent on plain paper stating the name, address, number of Shares held, distinctive numbers, certificate numbers and the number of Equity Shares offered along with the Share certificates, duly signed transfer forms and other required documents to the Registrar to the Offer so as to reach them on or before the closure of the Offer.

7.2.3 In case of non receipt of the Letter of Offer, beneficial owners holding Equity Shares in dematerialized form, may send their applications in writing to The Registrar to the Offer, on a plain paper stating the name, address, number of Shares held, number of Shares offered, DP name, DP ID, beneficiary account number and photocopy of the delivery instruction in “Off-market”, or counterfoil of the delivery instruction in Off-market” mode, duly acknowledged by the DP, in favor of the Special Depository account, so as to reach the Registrar to the Offer on or before the closure of the Offer.

7.2.4 In case the Share Certificate(s) and Transfer Deeds are lodged with CIL/its Share Transfer Agent for transfer and have not been received back, then the acceptance shall be accompanied by (i) The Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by CIL/its Share Transfer Agent, for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of memorandum & Articles of Association, shall also be sent along with.

Unregistered owners holding Equity Shares in physical Form should enclose

(i) Form of Acceptance-cum-acknowledgement duly completed and signed in accordance with instructions contained therein, by all Shareholders whose names appear on the Share certificates.

(ii) Original Share Certificates.

(iii) Original broker contract note of a registered broker of a recognized Stock Exchange

(iv) Valid Share transfer form as received from the market. The details of the buyer should be left blank. If the details of buyer are filled in, the tender will not be valid under the Offer. All other requirements for valid transfer will be pre-conditions for acceptance.

7.3 The Acquirer shall accept all valid Equity Shares tendered (except those which are withdrawn, within the date specified for withdrawal).

7.4 If the number of Equity Shares offered by the Shareholders are more than the Offer size, then the acquisition from each Shareholder will be as per Regulation 21 (6) of the SEBI (SAST) Regulations, on proportionate basis.

7.5 The market lot for CIL’s Shares is 1(one only).

7.6 Consideration for Equity Shares accepted will be paid by Crossed Account Payee Cheque drawn at Mumbai and sent by Registered Post/Under Certificate of Posting.

7.7 The Equity Shares Certificate(s) and the transfer form (s) or Shares transferred to the Special Depository Account together with the Acceptance Form submitted by the acceptors of the Offer will be held by the Registrars in trust for the acceptors of the Offer until the Acquirer pay the Offer Price.

7.8 In terms of Regulation 22(12) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997, in case of non receipt of statutory approvals, SEBI has the power to grant extension of time beyond 15 days from the date of closure of offer, for the purpose of making payment subject to, the Acquirer agreeing to pay interest to the Shareholders for delay beyond 15 days from date of closure of the Offer.

7.9 In case of acceptance on proportionate basis/or rejection for any reason, the unaccepted Share Certificates, Transfer deeds and other documents, if any, will be returned by Registered Post at the Share holder’s / unregistered holder’s sole risk as per the details furnished in the form of acceptance-cum-acknowledgement. Shares held in demat form to the extent not accepted will be returned to the beneficial owner to the credit of the beneficial owner’s DP Account with the respective DP as per the details furnished by the beneficial owner in the form of acceptance cum acknowledgement.

7.10 Shareholders who are desirous of withdrawing their acceptances tendered in the Offer can do so upto three working days prior to the date of closure of the Offer, in terms of Regulation 22(5A).

7.11 The Withdrawal option can be exercised by submitting the Form of Withdrawal attached to the Letter of Offer duly filled in, with relevant particulars, so as to reach the Registrar to the Offer on or before Thursday, February 1, 2007

7.12 The Withdrawal option can also be exercised by making an application on plain paper alongwith the following details:

Name, Address, Distinctive numbers, Folio nos., No. of Shares tendered/ withdrawn, if held in physical form

Name, Address, DP Name, DP ID, Beneficiary Account/Client ID No. of the Account from where Shares were tendered, photocopy of the delivery instruction in “ Off Market Mode” duly acknowledged by the DP in favor of the Special Depository Account in the name of Registrar and number of Shares tendered /withdrawn.

7.13. The Shares withdrawn by Shareholders, which are in physical form will be returned by Registered Post. Shares tendered in dematerialized form and withdrawn will be returned by credit to the beneficial owner’s DP Account with the respective DP as per the details furnished by the beneficial owner in the form of acceptance cum acknowledgement.

7.14 SETTLEMENT/ PAYMENT OF CONSIDERATION

7.14.1 The Acquirer shall arrange to pay the consideration on or before Wednesday, February 21, 2007. Payment will be made to the person named by the acceptors in the relevant box in the Acceptance Form by “Account Payee” crossed Cheque payable at Mumbai as indicated in the form of acceptance. If no such details are filled in by the acceptor(s), then the same will be sent by registered post to the Sole/ First holder at their registered address at the Equity Share holder’s own risk. Tax at applicable rate(s) will be deducted, in those cases where Tax Deduction at Source (TDS) is applicable.

7.14.2 Consideration for Equity Shares accepted will be paid by Cheque crossed “Account Payee” and drawn at Mumbai. Payment Cheques upto Rs. 1,500/- will be sent by Certificate of Posting and for amount of Rs.1,500/- and above by Registered Post.

7.14.3 In terms of Regulation 22(12) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997, in the case of non receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to the Acquirer agreeing to pay interest to the Shareholders for delay beyond the last date mentioned for payment of consideration.

8. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at Tenet Bio-Pharma Pvt. Ltd., Registered Office 596, Kailash Path, Devi Nagar, New Sanganer Road, Jaipur-302019 , the place of registered office and principal place of business of the Acquirer. The documents can be inspected during normal business hours (10.00 A.M. to 5.00 P.M.) on all working days (except Saturdays and Sundays) during the period from the date of this Letter of Offer, till date of closure of the Offer.

1. Copy of Certificate dated 9th September, 2006 from Shri R.A. Agrawal (Membership No. 75550), Partner, R. Attar & Company, Chartered Accountants, T-8, Jeewan Vihar, New Colony, Panch Batti, M.I. Road, Jaipur-302001, Auditors of TBL, certifying the Net Worth of TBL as on 31.08.2006 .

2. Copy of Certificate dated 3rd October 2006 from Shri R.A. Agrawal (Membership No. 75550), Partner, R. Attar & Company, Chartered Accountants, T-8, Jeewan Vihar, New Colony, Panch Batti, M.I. Road, Jaipur-302001 certifying the Acquirer has adequate liquid resources to meet the funds requirements of the Offer.

3. Published Audited accounts of CIL for the years 2003-04, 2004 –2005, 2005-2006 & certified (by Auditor) results for the quarter ended 30.06.2006

4. Copy of Share Purchase Agreement dated October 3 ,2006 between the Acquirer & present promoters of CIL for purchase of Shares and change in control over CIL.

5. Copy of Fixed Deposit Receipt No. 270165, Deposit Account No. 144.206.6693 dated October 5, 2006 for Rs. 9,00,000/- in the name of Tenet Bio-pharma Pvt. Ltd & Fedex Securities Ltd being Escrow Account and letter dated October 5, 2006 from The Dhanalakshmi Bank Ltd., Fort, Mumbai certifying that lien has been noted in favor of Fedex Securities Limited, Manager to the Offer.

6. Audited Balance Sheet , Profit and Loss Account , Schedules etc. of TBL for the year 2006 & and certified financial data for the interim period ended 31.08.2006

7. Audited Accounts/Certified Accounts, Memorandum & Articles of Association, Certificate of Incorporation & Certificate for Commencement of Business of all Companies promoted by the Acquirer/promoters of Acquirer and financial statements of proprietary/partnership ventures promoted by the promoters of the Acquirer , details of which are given in this Letter of Offer.
8. Copy of Board Resolution dated October 3, 2006 adopted by the Board of Directors of Tenet Bio-pharma Pvt. Ltd, the Acquirer regarding the acquisition, signing of Share Purchase Agreement with the sellers and authorizing Shri. Hansraj Goyal, Director, to sign the Agreement, MOU with Merchant banker, MoU with the Registrar, the Letter of Offer etc. on behalf of TBL
9. Published Copies of the Public Announcement made in newspapers on October 5, 2006 & Corrigendum to PA made on January 11, 2007.
10. Due Diligence letter dated October 12, 2006 submitted to SEBI by Fedex Securities Ltd., Manager to the Offer
11. Certified Copies of Certificate of Incorporation and Certificate for Commencement of Business of CIL, the Target Company.
12. Copy of MOU dated October 3, 2006 between the Acquirer and Manager to the Offer.
13. Copy of letter dated October 3, 2006 addressed to the Acquirer by the Registrar to the Offer, offering their services and MOU of even date between the Acquirer and the Registrar to the Offer.
14. SEBI Observation letter No. CFD/DCR/AT/TO/83564/07 dated January 3, 2007

9. DECLARATION

The Acquirer and each of its Directors jointly and severally accept full responsibility for the information contained in this Letter of Offer and Form of Acceptance. All information contained in this document is as on the date of the Public Announcement, unless stated otherwise.

The Acquirer shall be responsible for ensuring compliance of the Regulations.

The Acquirer

For **Tenet Bio-Pharma Pvt. Ltd.**

Hansraj Goyal
Director

Place : Mumbai
Date: January 12, 2007

Encl.:

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal
3. Share Transfer Deed

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to the Registrars to the Offer)

Offer opens on	Thursday, January 18, 2007
Offer closes on	Tuesday, February 6, 2007

From:

Unique identification No. under MAPIN, if applicable __________

To

SHAREX DYNAMIC INDIA PVT. LTD
17/B, Dena Bank Building , 2nd Floor
Horniman Circle Fort, Mumbai 400 001
Tel.Nos. (022) 22702485 / 22641376, Fax. No. (022) 22641349
Email: sharexindia@vsnl.com)
Contact person: Shri. B S Baliga

Dear Sir,

Sub: Open Offer to purchase 7, 66,180 Equity Shares of Choice International Limited representing 20.00 % of the Issued, Subscribed paid up and voting Equity Capital by Tenet Bio-Pharma Pvt. Ltd.

I/We refer to the Letter of Offer January 12, 2007 for acquiring the Equity Shares held by me/us in Choice International 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, hold Shares in the physical form, accept the offer and enclose the original Share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares as detailed below:

(In the case of Shares in Physical Form)

Sl. No.	Ledger Folio No.	No. of Shares	Share Certificate Nos.	No. of Share Certificates	Distinctive Numbers	
					From	To

(In case of insufficient space, please attach a separate sheet.)

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

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

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ACKNOWLEDGEMENT RECEIPT

Received from Mr./Ms./M/s________________________________ Form of acceptance cum acknowledgement in connection with open offer to Shareholders of Choice International Limited.

Ledger Folio No. _______________ No. of Share Certificates /Copy of Delivery instructions to DP for ___________Shares of Choice International Limited

Stamp of Registrar	In case of physical Shares, verify the number of Share certificates / number of Shares
	In case of dematerialized Shares, ensure that copy of the delivery instruction to the DP and duly acknowledged by the DP is submitted with the tender / offer form.

I/We hold the following Equity Shares of Choice International Ltd in Dematerialized Form and accept the Offer and enclose a photocopy of the Depository Delivery instruction(s) duly acknowledged by the DP in respect of my/our Equity Shares, details of which are given below:

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

I/We have done an Off market transaction for crediting the Shares to the Special Depository Account noted below:

DP Name	UTI Bank Ltd.
DP ID	IN 300484
Client Name	Sharex Dynamic (India) Pvt. Ltd. Escrow CIL open offer
Client ID	12656749

I/We note and understand that the Shares transferred to the above Special Depository Account will be held in trust for me/us by the Registrars to the Offer until the time the Acquirer makes payment of the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the consideration only after verification of the documents, transfer of Shares and signatures.

I/We confirm that the Equity Shares of Choice International Limited which are transferred by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the Shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, Equity Share certificate(s) in respect of which the offer is not found valid /not accepted, specifying the reasons thereof. I/We authorize the Acquirer or the Manager to the Offer or the Registrars to the Offer to send by registered post/under certificate of posting, the Cheque, in settlement of the amount to the sole/first holder at the address mentioned below:

The permanent Account No. (PAN/GIR No.) Allotted under the Income Tax Act 1961 is as under

	PAN / GIR No.
1st Shareholder	
2nd Shareholder	
3rd Shareholder	
4th Shareholder	

Yours faithfully

Signed and delivered

	Full Name	Holder's Signature
Sole / First Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		
Joint Holder 4		

Place : ____________

Date : ____________

So as to avoid fraudulent encashment in transit, the applicants are requested to provide details of Bank account of the sole/first Shareholder and the consideration Cheque will be drawn accordingly.

Name of the Bank	
Full address of the Branch	
Nature of Account	
Account Number	

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Note : All future correspondence, if any, should be addressed to the Registrars to the Offer at the following address:

SHAREX DYNAMIC INDIA PVT. LTD
17/B, Dena Bank Building, 2nd Floor
Horniman Circle Fort, Mumbai 400 001
Tel.Nos. (022) 22702485 / 22641376
Fax. No. (022) 22641349
Email: sharexindia@vsnl.com)
Contact person: Shri. B S Baliga

FORM OF WITHDRAWAL

Offer opens on	Thursday, January 18, 2007
Offer closes on	Tuesday, February 6, 2007

From:

Unique identification No. under MAPIN, if applicable __________

To

SHAREX DYNAMIC INDIA PVT. LTD
17/B, Dena Bank Building , 2nd Floor
Horniman Circle Fort, Mumbai 400 001
Tel.Nos. (022) 22702485 / 22641376, Fax. No. (022) 22641349
Email: sharexindia@vsnl.com)
Contact person: Shri. B S Baliga

Dear Sir,

Sub: Open Offer to purchase 7,66,180 Equity Shares of Choice International Limited representing 20.00 % of the Issued, Subscribed paid up and voting Equity Capital by Tenet Bio-Pharma Pvt. Ltd.

I/We refer to the Letter of Offer dated January 12, 2007 for acquiring the Equity Shares held by me/us in Choice International Limited

I/We, hereby consent to unconditionally and irrevocably to withdraw my/our Shares from the Offer and I/We further authorize the Acquirer to return to me/us, the tendered Equity Shares at my/our sole risk.

I/We note that upon withdrawal of my/our Shares from the Offer, no claim or liability shall lie against the Acquirer/Manager to the Offer/Registrar to the Offer.

I/We note that the Acquirer/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay /loss in transit of the Share Certificate(s) due to incomplete or inaccurate particulars.

I/We also note and understand that the Acquirer will return the original Share Certificate(s) , Share Transfer Deed(s) or credit back the Shares to my/our Beneficiary Account for Shares held in dematerialized form, only on completion of verification of the documents .

The particulars of Share Certificate(s) tendered and duly signed Transfer Deeds which are wished to be withdrawn from the Offer are as given below:

(In the case of Shares in physical form)

Sl. No.	Ledger Folio No.	No. of Shares	Share Certificate Nos.	No. of Share Certificates	Distinctive Numbers	
					From	To

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ACKNOWLEDGEMENT RECEIPT

Received from Mr./Ms./M/s____ Form of withdrawal.

Ledger Folio No. ______________ No. of Share Certificates /photocopy of delivery instructions to DP for ______________ Shares of Choice International Limited

Stamp of Registrar	In case of physical Shares, verify the number of Share certificates / number of Shares	In case of dematerialized Shares, ensure that copy of the delivery instruction to the DP is submitted with the withdrawal form

The particulars of Shares held in Dematerialized Form, which were transferred to Special Depository account noted below

DP Name	UTI Bank Ltd.
DP ID	IN 300484
Client Name	Sharex Dynamic (India) Pvt. Ltd. Escrow CIL open offer
Client ID	12656749

The Shares proposed to be withdrawn are as follows. I wish to withdraw the under noted Shares so transferred.

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

(In case of insufficient space, please attach a separate sheet.)

I/We confirm that the Equity Shares of Choice International Limited, which were tendered by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

Please find a photocopy of the Delivery instructions duly acknowledged by the DP.

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

Yours faithfully,

Signed and delivered

	Full Name	Holder's Signature
Sole / First Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		
Joint Holder 4		

Place : ___________

Date : ___________

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Note : All future correspondence, if any, should be addressed to the Registrars to the Offer, at the following address:

SHAREX DYNAMIC INDIA PVT. LTD
17/B, Dena Bank Building, 2nd Floor
Horniman Circle Fort, Mumbai 400 001
Tel.Nos. (022) 22702485 / 22641376
Fax. No. (022) 22641349
Email: sharexindia@vsnl.com)
Contact person: Shri. B S Baliga