LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

OPEN OFFER BY

ACQUIRER

MS. Nandita Shaunik,

E-1, Defence Colony, New Delhi-110024.

Ph:011-29256611 Fax: 011-29251312

To Acquire 11,42,558 fully paid-up equity shares of Rs. 10/- each representing 20% of the total subscribed, issued and paid-up equity share and voting capital of Target Company at a price of Rs.33/- per equity share payable in Cash.

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

of

FUTURISTIC SOLUTIONS LIMITED

Registered Office: M-50, Greater Kailsah-I, IInd Floor,

New Delhi-110048

Tel: 011-41634701 Fax: 011-29235860

ATTENTION:

1. The offer is not a conditional offer.
2. Approval for transfer of shares of a company registered in India by a Non-resident to a person resident in India is required. The Acquirer shall apply for approval from RBI for transfer of shares in their name in due course after successful completion of this offer.
3. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the offer i.e. Thursday, July 5, 2007.
4. If there is any upward revision in the Offer Price by the Acquirer upto seven working days prior to the date of closure i.e., Friday, June 29, 2007, the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revision in the Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.
5. **There is no Competitive Bid.**
6. **A copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal are also available on SEBI's web-site: www.sebi.gov.in**

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER "PLEASE REFER SECTION 10 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER"

(PAGE NOS. 15 TO 19)

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

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

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
RR Financial Consultants Limited, Merchant Banking Division Contact Person: Mr. Vinay K. Chawla 412-422, Indraprakash, Barakhamba Road, Connaught Circus, New Delhi - 110001. Tel.: 011-23352496-99 Fax: 011-23353703 Email: vinay@rrfcl.com	**Beetal Financial & Computer Services Private Limited** Beetal House, 3rd Floor, 99,Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062. Ph: 011-29961281-282 Fax: 011-29961284 E-mail : beetal@beetalfinancial.com Contact Person: Mr. Punit Mittal

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	ORIGINAL SCHEDULE Day and Date	REVISED SCHEDULE Day and Date
1.	**Date of Public Announcement (PA)**	Friday, September 08, 2006.	Friday, September 08, 2006.
2.	Specified Date*	Friday, September 22, 2006.	Friday, September 22, 2006.
3.	**Last Date for a Competitive Bid(s)**	Thursday, September 28, 2006.	Thursday, September 28, 2006.
4.	Date by which Letter of Offer will be dispatched to the Shareholders	Monday, October 16, 2006	Monday, June 18, 2007
5.	**Offer Opening Date**	Wednesday, October 25, 2006.	Thursday, June 21, 2007
6.	**Last Date for the Revision of the Offer Price / Number of Equity Shares.**	Monday, Novermber 06, 2006.	Friday, June 29, 2007
7.	Last date to withdraw acceptance tendered by shareholders	Friday, November 10, 2006.	Thursday, July 05, 2007
8.	**Offer Closing Date**	Wednesday, November 15, 2006.	Tuesday, July 10, 2007
9.	Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired equity shares and / or the unaccepted equity shares / share certificates will be dispatched.	Thursday, November 30, 2006.	Tuesday, July 24, 2007

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1. DEFINITIONS

1.	Acquirer or The Acquirer	Nandita Shaunik
2.	ARC	Asset Reconstruction Company.
3.	Corrigendum to the Public Announcement	Corrigendum to the Public Announcement published in the newspaper on June 13, 2007.
4.	DSE	The Delhi Stock Exchange Association Limited, Delhi
5.	DP	Depository Participant/ Abhipra Capital Ltd.
6.	EPS	Earning Per Share
7.	FEMA	Foreign Exchange Management Act, 1999
8.	Form of Acceptance	Form of Acceptance cum Acknowledgement
9.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
10.	Futuristic/Target Company	Futuristic Solutions Limited
11.	LOO or Letter of Offer	Offer Document
12.	Manager to the Offer or, Merchant Banker	R R Financial Consultants Limited.
13.	Negotiated Price	Rs. 10/-[Rupees Ten (average) Only & highest price of Rs. 24/- only] per fully paid-up equity share of face value of Rs.10/- each.
14.	Offer or The Offer	Offer for acquisition of 11,42,558 fully paid up equity shares of Rs. 10/- each at a price of Rs. 33/- per equity share representing 20% of the total voting capital of Target Company, payable in Cash.
15.	Offer Price	Rs.33/- (Rupees Thirty Three only) per fully paid equity share, payable in Cash.
16.	Persons eligible to participate in the Offer	Registered shareholders of Futuristic Solutions Limited, promoters, and unregistered shareholders who own the equity shares of Futuristic Solutions Limited any time prior to the Offer closure other than the Parties to SPA i.e. Acquirer & the Sellers
17.	Public Announcement or "PA"	Announcement of the Open Offer by The Acquirer, which appeared in the newspapers on Friday, September 08, 2006.
18.	Persons not eligible to participate in the offer.	Present Promoters, Parties to the share purchase agreement will not participate in the offer.
19.	RBI	Reserve Bank of India
20.	Registrar or Registrar to the Offer	Beetal Financial & Computer Services (P) Ltd.
21.	SEBI	Securities and Exchange Board of India
22.	SEBI (SAST) Regulations 1997/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
23.	SEBI Act	Securities and Exchange Board of India Act, 1992
24.	SPA	Share Purchase Agreements
25.	Specified Date	Friday, September 22, 2006.

2. RISK FACTORS

i. In the event that either (a) the regulatory approvals are not received in a timely manner, (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of Futuristic, whose shares have been accepted in the offer as well as the return of shares not accepted by the acquirer may be delayed.

ii. The acquirer intends to make an offer for 20% of the voting capital amounting to 11,42,558 equity shares of FUTURISTIC under the SEBI (SAST) regulations, 1997. Further, the shares tendered in the offer will lie to the credit of a designated escrow account or with registrar to offer, till the completion of the offer formalities. Accordingly the acquirer make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer. The acquirer makes no assurance of the price of shares of the Target Company during or after the offer.

iii. In the event of over subscription to the offer, the acceptance will be on a proportionate basis.

iv. The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of FUTURISTIC or any other related matters, and are neither exhaustive not intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of FUTURISTIC are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

3. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF FUTURISTIC SOLUTIONS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PERSONS ACTING IN CONCERT OR THE COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, R R FINANCIAL CONSULTANTS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 19-09-2006 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

4. DETAILS OF THE OFFER

4.1 Background of the Offer

4.1.1 This open offer (the "Open Offer") is being made by Ms. Nandita Shaunik, d/o Sh. V.N. Sharma residing at E-1, Defence Colony, New Delhi-110024, to the equity shareholders (except to the acquirer, promoters and parties to the Share Purchase Agreement) of Futuristic Solutions Limited, a company incorporated and duly registered under the Companies Act, 1956 and having its registered office at M-50, IInd Floor, Greater Kailash-I, New Delhi-110048, pursuant to Regulations 10 & 12 and as a result of this offer, the Acquirer will have substantial acquisition of shares or voting rights without any intention to change in control and management of "Futuristic Solutions Limited".

4.1.2 The Acquirer has entered into Share Purchase Agreements ("SPA") on September 06, 2006 to acquire an aggregate of 8,56,200 (Eight Lacs Fifty Six Thousand Two Hundred) fully paid up equity shares of Rs.10/- each representing 14.99% of the total paid up capital and voting rights of Target Company, from the shareholders of Futuristic, namely Rajender Kumar Gupta, Saumya Gupta, Saurabh Gupta, A P S Sarkaria, Sameer Kapoor, Sarabjit Sodhi, Phoolwati Devi ,Sunanda Dogra, Rohit Sapra, Sunil Kumar & others (hereinafter referred to as "Sellers") (24000, 24500, 23700, 24400, 23400, 23400, 27000, 49200, 21000, 24400 and 591200 respectively Collectively, the "Sale Shares") at an average price of Rs.10/- (Rupees Ten Only) with the highest price to be paid Rs. 24/- (Rupees twenty four) per fully paid up equity share payable in cash ("Negotiated Price"). The total consideration for the shares acquired as mentioned above is Rs 85,65,400/- (Rupees Eighty Five Lacs Sixty Five Thousand Four Hundred Only). The Sellers does not belong to the Promoters group and person Acting in concert with the promoters of the Target Company.

4.1.2.1 The details of the sellers are as under:

S. No.	Names, Addresses and Telephone no.	Number of Shares.	% to total Capital	Price Per share (Rs.)
1.	R.K.Gupta & Sons7/21, Ansari Road Daryaganj,New Delhi Ph. 011- 23279646	11400	0.20	9
2.	Darshana Malik754, Guru Appartments Sector -14,RohiniDelhi.Ph. 011- 27554754	7000	0.12	10

3.	Veena Chugh11/229,Geeta ColonyDelhi.Ph. 9871419025	6000	0.10	11
4.	Satish Chugh11/229,Geeta ColonyDelhi.Ph. 9871419025	6000	0.10	11
5.	Ashish Gupta,B-396, New Friends Colony, New Delhi-65Ph. 011- 2523015	5700	0.09	10
6.	Narender Kumar Rastogi304,Gagan ViharDelhi-51Ph. 011- 22522397	11700	0.20	9
7.	Rajender Prasad GuptaHR-12,Gali No 10,Anand Parbat,DelhiPh. 011- 23279646	5700	0.09	11
8.	Narendra Rathi67/7,New Rohtak RoadDelhi.Ph. 011- 25789758	5700	0.09	12
9.	Virender KumarBlock-10/6775,Sector No 2Davenagar,Delhi-5Ph.011-25789758	5700	0.09	10
10.	Anita Rastogi304,Gagan ViharDelhi-110051Ph. 011- 22522397	11700	0.20	9
11.	Gaurav Rathi67/7,New Rohtak Road,Delhi.Ph. 011- 25789758	5700	0.09	12
12.	Rekha Gupta,B-396, New Friends Colony, New Delhi-65Ph. 0120-2523015	5700	0.09	10
13.	Girdhari Lal GuptaB-1584,Shastri NagarNew Delhi.Ph. 011- 23647985	5000	0.08	11
14.	Gindhori DeviB-1584,Shastri NagarNew Delhi.Ph. 011- 23647985	5000	0.08	10
15.	Bhawana MaheshwariBlock-10/6775,Sector No 2Devanagar,Delhi-110005Ph. 9811092730	6000	0.10	10
16.	Krishna Rani711,Guru AppartmentsSector-14,Rohini,DelhiPh. 011- 27552267	16000	0.28	8
17.	Deepa Maheshwari67/7,New Rohtak RoadDelhiPh. 011-25789758	6000	0.10	10
18.	Bharat Rathi67/7,New Rohtak RoadDelhi.Ph. 011-25789758	5700	0.09	12
19.	Sanjay Chugh11/229,Geeta ColonyDelhi-110031.Ph. 011-22548517	5400	0.08	11
20.	Hemlata11/229,Geeta ColonyDelhi-110031Ph. 011-22548517	5700	0.09	11
21.	Rajeshori ChinirmoyonA-69,Ist Floor,New Friends Colony,New Delhi-110065.Ph. 9818140454	5400	0.08	11
22.	Rajender Kumar Gupta7/19,Ansari RoadDarayaganj,New DelhiPh. 011-23279646	24000	0.42	8
23.	Samuya Gupta7/21,Ansari RoadDaryaganj,New DelhiPh. 011-23279646	24500	0.43	9
24.	Sheetal Verma602,Guru AppartmentsSector-14,Rohini,DelhiPh. 011-27566220	7700	0.13	9
25.	Saurabh Gupta7/21,Ansari RoadDaraya Ganj,New Delhi.Ph. 011-23279646	23700	0.42	9
26.	Ashok Kumar S/o BadrinathVPO- Bani,The-BasholiDistt-Kathua(J&K)	6700	0.11	9
27.	Avtar Singh S/oPokar SinghVill-MoharanaPO-VanbharaDistt-Sangrur(Pb	8600	0.15	9
28.	Jai Pal S/o Rattan SinghVPO: RamraiDistt: Jind Haryana	5700	0.20	9
29.	Jai Pal S/o Rattan SinghVPO: RamraiDistt: Jind Haryana	10700	0.18	9
30.	Satish Kumar S/O Sh. Jeet singhVPO-Dehkora, Dist. JhajjarHaryanaDistt:Sonipat(Haryana)	6700	0.18	10
31.	Malkhan Singh S/oDhar SinghRajiv Colony Samaypur RoadBallabhgarhDistt:Faridabad	4700	0.08	9
32.	Rajesh Kumar, 570, Prem Nagar, Kotla Mubarakpur, Delhi	11700	0.20	9
33.	Rakesh Kumar S/o Mahesh Kumar VPO: Sagarpur,Distt:FaridabadHaryana	9700	0.17	10
34.	Rajesh Kumar S/o Ramavtar, Vill Bhjawas, P.O. Akbarpur, Distt. Mohhendergarh (HRY.)	5000	0.08	11
35.	Satpal S/oRagunathVill:Baralu,PO:BohniDistt:Hamirpur(HP)	5400	0.08	12
36.	Satvir Singh S/oSampat SinghVill:Begampur KhatolaPO:Khandsa	11700	0.20	9
37.	Anil Kumar ,570 Prem NagarKotla MubarakpurNew Delhi-110003Ph. 011- 24627994	11700	0.20	9
38.	A P S Sarkaria2130,Phase-VIIMohali(Punjab)Ph. 09814050445	24400	0.42	9
39.	Balvir Singh S/O Late Sh. Surte SinghVPO: Kurar(Hassanpur)Ph. 0130-3297513	9000	0.15	10
40.	Bhagwan Das,570 Prem NagarKotla MubarakpurNew Delhi-110003Ph. 011- 24627994	12000	0.21	9
41.	Bharti Devi,570,Prem NagarKotla Muba,New Delhi-3Ph. 011- 24627994	12000	0.21	9
42.	Bresh Chand YaadavVill:BikrampurPO:PhapotuDistt:Etah(UP)	9000	0.15	10
43.	Charan Singh Vill:VidhipurPO:JahangirabadDistt:Bulandshahar(UP)	9000	0.15	10
44.	Chet Ram, 570, Prem NagarKotla MubarakpurNew Delhi-110003Ph. 011- 24627994	11700	0.20	9
45.	Fateh Chand,570 Prem NagarKotlamubarpur,delhi-110003Ph. 011- 24627994	11700	0.20	9
46.	Inderpal570,Prem NagarKotla MubarrakpurDelhi-110031Ph. 011- 24627994	12000	0.20	9
47.	Joginder Singh S/oBalvir SinghVPO:Kurar(Hassanpur(Distt:Sonipat(Haryana)Ph. 0130-3297513	10000	0.17	10
48.	Jaipal, 570,Prem NagarKotla Mubarkpur,New Delhi-110003Ph. 011- 24627994	11700	0.09	9

49.	Mamta Devi570,Prem NagarKotla Mubarakpur Delhi-03Ph. 011- 24627994	12000	0.20	9
50.	Puja Devi570,Prem Nagar,Kotla Mubarakpur Delhi-110003Ph. 011- 24627994	11700	0.20	9
51.	Rajesh Kumar, S/o Sh. Banwari Lal VPO : Manesar, Gurgaon (HRY.)	6300	0.11	9
52.	Sameer KapoorD-252,Defence ColonyDelhi-110024Ph. 9811050140	23400	0.40	8
53.	Sarabjit Sodhi12,DDA Flats,Niti BaghNew Delhi-110049Ph. 9810047049	23400	0.40	8
54.	Shanti Devi, 570,Prem Nagar,Kotla Mubarakpur, Delhi-110003Ph. 011- 24627994	11100	0.19	9
55.	Shashi YadavVill:BikarampurPO:Paptu,Distt:Etah(UP)Ph. 09837171492.	7400	0.12	9
56.	Sangeta Devi W/O Sh Mahander Singh(Bagarh Mohella)VPO: Rohna Distt:Sonipat(Haryana)	9400	0.16	8
57.	Subhash SharmaH.No.183,Vill:GazipurNear MCD Primery SchoolDelhi-110096Ph. 9213516830	11700	0.20	9
58.	Shiv Kumar MalikB-8/180,Sector-III,RohiniDelhi-110085Ph. 011-27552268	19700	0.34	9
59.	Narender MalikB-111,Shakti Appartment,Secotr-9,RohiniDelhi-110055Ph. 011-27554754	19700	0.34	8
60.	Samunder Singh MannB-8/35,Sector-3,RohiniDelhi-110085Ph. 9810077176	19400	0.34	9
61.	Ashok MaheshwariH.No-101/6755/2Devnagar,Karol BaghNew Delhi-110005Ph. 011- 25789758	6000	0.10	11
62.	Yogesh MaheshwariH.No-6755,Block No-10,Dev Nagar,Delhi-110005Ph. 011- 25789758	6000	0.10	11
63.	Shipra MaheshwariH.No. 10/6755/2,Dev NagarKarol Bagh,Delhi-5Ph. 011- 25789758	6000	0.10	11
64.	Neeru MaheshwariH.No-6755/102nd Floor,Dev Nagar,Karol BaghNew Delhi-5Ph. 011- 25789758	6000	0.10	11
65.	Phoolwati deviA 1/28,Prasanth ViharRohini,Delhi-85Ph. - 9810077176	27000	0.47	8
66.	Nirmla MannA 1/28,Prasanth ViharRohini,Delhi-110085Ph. - 9810077176	19400	0.33	8
67.	Shanti Devi,711 Guru appartmentsSector 14,Rohini Delhi-110085Ph. 011-27552267	13700	0.23	9
68.	Ritul Bhasin,6/24, W E A Karol Bagh,New Delhi-110005Ph. 011-25716340	5700	0.10	11
69.	Mukish Bhasin6/24, W E A Karol BaghNew Delhi-110005Ph. 011-25716340	5700	0.10	11
70.	Augustine Andrew JohnE-15 2nd Floor,Lajapat Nagar2nd ,New Delhi-24Ph. 011-51626818	5700	0.10	9
71.	Sunanda DograH.No-72,Sector-2,PanchkulaHaryana.Ph. 9811971872	49200	0.86	24
72.	Manni Devi570,Prem NagarKotla MubarakpurDelhi-1100039Ph. 011- 24627994	11100	0.19	9
73.	Rohit SapraH.No-1607,Sector-49BPanchkula ComplexChandigarh	21000	0.36	8
74	Sunil KumarM-7,Ground Floor(Rear Portion)M Block Mkt, New Delhi-110048	24400	0.42	8
75.	Satnam Singh S/o JarnailSingh,VPO:MariBuchainDistt:Gurdaspur(Pb)	12500	0.21	9
76.	Amar Singh S/o Sh. Romeshwar Ram, Vill-Charanki Dhani, Po-Parasram Pura, JhunghunuRajasthan	2700	0.047	12
	Total	**856200**	**14.99**	

4.1.3 The important features of the SPA are laid down as under:

a. In consideration of the purchase of the shares, the Acquirer shall pay total cash consideration of Rs.85,65,400/- (Rupees Eighty Five Lacs Sixty Five Thousand Four Hundred Only) to the Sellers.

b. Against payment of the sale consideration, the Sellers as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirer and the Acquirer shall purchase and acquire from the sellers, shares free from all encumbrances, all rights, title and interests of the Sellers in the shares together with all accrued benefits, rights and obligations attached thereto.

c. In the event the Acquirer fail to comply with the applicable provisions of the Takeover Code relating to the public offer, the SPA shall stand terminated and shall be null and void.

4.1.4 Neither the Acquirer, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act and no action has been taken against the acquirer, target company and its promoters/directors by the securities & exchange board of India.

4.1.5 Acquirer has acquired 6,03,000 equity shares of the Target Company during the past 12 months prior to the date of public announcement.

4.1.6 As on the date of public announcement the Acquirer holds 852000 equity shares of the target company except those agreed to be acquired in terms of agreements disclosed under point 4.1.2.

4.2 The Offer

4.2.1 The Acquirer has made a Public Announcement in all the editions of the following newspapers, which was published on Friday, September 8, 2006, and the corrigendum to the public announcement which was published in the same newspapers on 13th June, 2007, in accordance with the Regulation 15 and pursuant to Regulation 10 and 12 of SEBI (SAST) Regulations, 1997.

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions

The Public Announcement as well as corrigendum is also available on the SEBI website at www.sebi.gov.in

4.2.2 The Acquirer intends to make an open offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of Futuristic Solutions Ltd., to acquire 11,42,558 equity shares of Rs. 10/- each fully paid up representing 20% of the total paid-up capital/voting share capital of "FUTURISTIC" at a price of Rs. 33/- (Rupees Thirty Three Only) per fully paid up equity share ("Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter. These equity shares are to be acquired by the Acquirer, free from all liens, charges and encumbrances and together with all the rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

4.2.3 There are no partly paid up shares in "Futuristic Solutions Limited" as on date.

4.2.4 The Offer is not subject to any minimum level of acceptances from the shareholders i.e. it is not a conditional offer. The Acquirer will accept the equity shares of FUTURISTIC those are tendered in valid form in terms of this offer upto maximum of 11,42,558 equity shares.

4.2.5 The offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.

4.2.6 The Acquirer have not acquired any equity shares in the Target Company since the date of Public Announcement i.e. Friday, September 8, 2006, upto the date of letter of offer.

4.3 Object of the acquisition/offer

4.3.1 The offer to the shareholders of Futuristic is for the purpose of acquiring 20% of the total paid up capital and is made in compliance with the Regulation 10 & 12 of SEBI (SAST), Regulations, 1997. The acquisition is merely for financial investment purpose and this acquisition will not result in a change in control of the management of the company. However, assuming the full acceptance of the offer, the Acquirer becomes the single largest shareholder of the Target Company and seems to be in the position to control over the company as per clause 2(1)(c) and clause 12 of SEBI (SAST) Regulations, 1997.

4.3.2 The Acquirer has tremendous faith in the business plans of the Company. The acquisition of shares is proposed to invest in the shares of the Target company at current valuations, which appears very cheap in view of the business of ARC.

4.3.3 The Acquirer is and will not be in control of the management of the Company and cannot act so as to dispose of or otherwise encumber assets of the Company. Management control will continue to vest with the existing promoters of the company who will make decisions regarding the future course of the Company. Since the investment by the Acquirer in Futuristic is in the nature of a financial investment in the ordinary course of business and management control is retained by the existing Promoters of the Company, there is no question of the Acquirer having any plan of any nature in relation to the disposal of the assets of Futuristic in the next two years.

5. BACKGROUND OF THE ACQUIRER

5.1 The Open Offer is being made by Nandita Shaunik, E-1, Defence Colony, New Delhi-110024, Ph. No. 011-29256611 Fax No. 011-29251312. There are no other acquirer or other entities/persons who are or can be deemed to be Persons acting in concert for the purpose of this offer.

5.2 Ms. Nandita Shaunik is 46 years old. She is engaged in the business of leather exports since last 20 years. Ms. Nandita Shaunik was a director in the Target Company for 18 years from September 1, 1987 to July 04, 2005. She is not related to the promoters of the company under section 6 of the Companies Act, 1956 and she is not a Person Acting in concert with the present promoters of the Target Company.

5.3 Shareholding of Nandita Shaunik as on the date of public announcement is as under: -

S No.	Date of Transfer	No. of Shares	% to total Capital	Mode of Acquistion	Takeover Complian ce
	Opening Balance	124500	2.18	Market Purchase	Complied
1.	15-7-2005	124500	2.18	Bonus Issue	Exempt
2.	22-11-2005	57000	1.00	Market Purchase	Complied
3.	24-11-2005	57000	1.00	Market Purchase	**Complied**
4.	27-12-2005	100000	1.75	Market Purchase	**Complied**
5.	14-2-2006	237000	4.14	Market Purchase	**Complied**
6.	14-2-2006	47000	0.82	Market Purchase	**Complied**
7.	10-08-2006	4000	0.07	Market Purchase	**Complied**
8.	21-08-2006	101000	1.76	Market Purchase	**Complied**
	Total	**852000**	**14.9**		

5.4 Mr. D.C. Gupta, Partner of M/S D.C.G. & Co., Chartered Accountant having their office at 4819/24, Ansari Road, New Delhi-110002, (Membership No. 82044) has certified vide certificate dated May 31st, 2007 that the net worth of Ms. Nandita Shaunik as on May 29, 2007 is Rs. 526 Lacs (Five Crores Twenty Six Lacs only) with the liquid assets of Rs. 324.25 Lacs (Three crore twenty four lacs twenty five thousand only) and she has sufficient means to fulfill her part of obligations under this Open Offer.

5.5 The compliances under chapter II of SEBI (SAST), Regulation, 1997 has been complied by the acquirer from time to time.

5.6 As per the declarations given by the acquirer, it has not promoted any other company.

5.7 Ms. Nandita shaunik does not held any position as Director in any listed Company

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

5.9 The acquirer has deposited Rs. 94,30,000/- in Escrow account which is more than 25% of the amount required for open offer.

6. DISCLOSURE IN TERMS OF REGULATION 21(2)

Pursuant to this Offer (assuming full acceptance or not) the public shareholding (excluding the shareholding of Promoters and Acquirer) may be reduced to 25% or less of the total share capital of the company, the Acquirer in terms of the provisions of regulations 21(2) of the Regulations undertake to comply with the provisions of clause 40A (vi) and (vii) of the listing agreement.

7. BACKGROUND OF THE TARGET COMPANY-

FUTURISTIC SOLUTIONS LIMITED

7.1 FUTURISTIC was incorporated on September 21, 1983 with the Registrar of Companies Delhi & Haryana, as a Private Limited Company in the name of Moral Leasing Private Limited and subsequently converted into Public Limited Company on September 23, 1983 as Moral Leasing Limited vide Certificate of change of name issued by the Registrar of Companies Delhi & Haryana. The name of the Company was subsequently changed from Moral Leasing Limited to Futuristic Solutions Limited on January 04, 2002 vide Certificate of change of name issued by the Registrar of Companies, Delhi & Haryana. The Target Company was registered with Reserve Bank of India as NBFC Company vide certificate no. B-14.01837 dated June 25, 2002. The Target Company has its registered office at M-50, IInd Floor, Greater Kailash-I, New Delhi-110048 (Tel: 011-41634701 Fax: 011-29235860).

7.2 The authorized capital of FUTURISTIC AS ON March 31, 2006 is Rs. 6,00,00,000/- (Rupees Six Crores Only), comprising of 60,00,000 (Sixty Lacs) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each. It has an issued, subscribed and paid-up equity share capital of Rs. 5,71,27,900/- (Rupees Five Crores Seventy One Lacs Twenty Seven Thousand Nine Hundred Only) consisting of 5712790 (Fifty Seven Lacs Twelve Thousand Seven Hundred Ninty) fully paid-up equity shares of Rs.10/- each. There are no partly paid up shares in the company.

7.3 The present capital structure of FUTURISTIC is as under: -

Paid-up equity shares of FUTURISTIC	No. of Equity Shares/ Voting Rights	% of shares/ Voting Rights
Fully paid-up equity shares	5712790	100
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	5712790	100
Total Voting Rights in FUTURISTIC	5712790	100

At present, FUTURISTIC has been engaged in the business of providing futuristic solutions of arbitration cases, recovery of disputed debts, purchase, sale, discounting and otherwise dealing in actionable claims, disputed debts, recoverable debts, and also engaged into the business of leasing and hire purchase etc. The company has applied to Reserve Bank of India (RBI) for registration as a Asset Reconstruction Company ("**ARC**") for which the application has already been filed with the concerned authorities & the approval is still pending on some elligibility issues.

7.4 The current capital structure of FUTURISTIC has been build up since inception as under:-

Date of Allotment	No. of Shares	% of shares issued	Cumulative paid up capital in Rs.	Mode of Allotment	Identity of the Allottees. (Promoters/Ex promoters/others)	Status
19/12/1983	95,000	1.66	9,50,000	Cash/	Promoter/Directors/ Relatives	No Compliance is pending including the compliance under takeover regulations.
04/02/1984	1,50,000	2.62	24,50,000	Cash/ Public Issue	Promoter/Directors/ Relatives/Others	
27/03/1998	4,90,000	8.58	73,50,000	Cash / Right Issue	Promoter/Directors/ Relatives/Others	
15/01/2000	4,90,000	8.58	1,22,50,000	Cash/ Right Issue	Promoter/Directors/ Relatives/Others	
31/01/2001	12,81,820	22.44	2,50,68,200	Cash/ Pref. Issue	Promoters/Directors/ Relatives	
28/06/2005	25,06,820	43.88	5,01,36,400	Cash/ Bonus Issue	Promoter/Directors/ Relatives/Others	
04/08/2006	699150	12.24	5,71,27,900	Cash/ Pref. Issue	NRI / Non-promoters	
Total	**5712790**	**100**				

7.5 The shares of "FUTURISTIC" are listed on The Delhi Stock Exchange Association Limited (DSE).

7.6 There are no outstanding convertible instruments like warrants, FCDs or PCDs etc. in FUTURISTIC.

7.7 There are no partly paid-up shares in the Futuristic.

7.8 The Target Company as well as sellers, promoters and other major shareholders of the Target Company have complied with the reporting requirements under applicable provisions of the Chapter II of SEBI (SAST) Regulations, 1997. There has been no delay by target Company with the reporting requirements under chapter II of the SEBI (SAST) Regulations, 1997, however SEBI has imposed a penalty of Rs. 2 Lacs vide order dated May 31, 2004 under SEBI(Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) rules, 1995 for non compliance Regulation 3(1)(c) (i), 3(3), 11(1) and 14(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, for failure to submit the requisite report to the Stock Exchange.The Company had complied the order.

7.9 Futuristic has complied with requirements of the Listing Agreement and no punitive action has been initiated by the Delhi Stock Exchange where the equity shares are listed, However the trading of the company was suspended by the Delhi Stock Exchange Assn. Ltd. due to non compliance of listing agreement and same was revoked and trading was started w.e.f. 6th june ,2003 after payment of re-instatement fees to Delhi Stock Exchange Assn. Ltd.

7.10 The composition of the Board of Directors of FUTURISTIC as on the date of this letter of offer is as under:-

S.No.	Name of Director	Designation	Qualification and Experience in No. of Years	Experience in the field	Residential address	Date of appointment
1.	Mr. Mandeep Sandhu	Managing Director	B.E. (Hons.) Civil Engineering from	Construction Business & Asset	R-5, IIIrd Floor, Greater Kailash-I,	

			B.I.T.S. Pilani & 20 years	Reconstruction	New Delhi 48	01.9.1987
2.	Mrs. Sangeeta Sandhu	Director	B.A. having experience of over 10 Years	Management and & Administration	R-5, IIIrd Floor Greater Kailash-I New Delhi-48	09.10.2000
3.	Maj. Gen. Charanjit Singh Panag (Retd.)	Director	Graduate having experience over 30 years	Management, Administration, Organising, Directing and controlling large organization.	H.No. 647, Sec-11 Chandigarh-160011	04.07.2005
4.	Maharaj Krishan Ahuja	Director	B.E. having experience over 30 Years	Engineering Services	A-116, Madhuban Vikas Marg, New Delhi-110092	04.07.2005
5.	Mr. O.P. Dhawan	Director	Graduate having experience over 25 Years	Finance and Accounts	80/47 A, Malviya Nagar New Delhi-110017	04.07.2005

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

7.11 There has no merger/de-merger, spin off during the past three years in FUTURISTIC.

7.12 The audited financial information of FUTURISTIC for the financial year ended on March 31, 2006, 2005 and 2004 and unaudited certified financial for the quarter ended on June, 2006 is given below:

Profit and Loss Statement (Rs. Lacs)

S. No.	Profit & Loss Statement	Year Ended 31.3.2004(Audited)	Year Ended 31.03.2005(Audited)	Year Ended 31.03.2006(Audited)	Period Ended 30.06.2006 (Unaudited)*
1.	Income from Operations	707.52	267.43	1147.02	4.99
2.	Other Income	48.44	54.59	14.08	0.76
3.	Total Income	755.96	322.03	1161.10	5.75
4.	Total Expenditure	681.09	204.43	889.036	18.92
5.	Profit / (Loss) before Depreciation, Interest and Tax	74.86	117.59	272.06	(13.17)
6.	Depreciation	7.57	7.05	7.24	1.30
7.	Interest	9.53	2.65	4.16	0.48
8.	Profit/(Loss) before Tax	57.75	107.88	260.65	(14.95)
9.	Provision for Tax	19.19	40.81	92.92	0.15
10.	Profit/(Loss) after Tax	38.55	67.06	167.72	(15.1)

Note : The reason for decrease and increase in total income in last three years is due to sale of shares & purchase of shares as the company treated the shares as stock, however the net profit of the company increased year on year Decrease of investment in the year 2005-06 is due to sale of shares which treated as investment.

****As certified by Statutory Auditors of the company***

BALANCE SHEET STATEMENT *(Rs. Lacs)*

S. No.	Balance Sheet	Year Ended 31.3.2004 (Audited)	Year Ended 31.03.2005 (Audited)	Year Ended 31.03.2006 (Audited)	Period Ended 30.06.2006
	SOURCES OF FUNDS				
1.	Paid up Share Capital	250.68	250.68	501.36	501.36
2.	Reserves & Surplus (Excluding Revaluation Reserve)	245.33	312.40	229.45	229.45
3.	Share Application Money				230.71
4.	Networth	496.01	563.08	730.81	730.81
5.	Secured loans	NIL	NIL	NIL	NIL

6.	Unsecured loans	NIL	NIL	NIL	NIL
	Total	496.01	563.08	730.81	
	Uses of Funds				
7.	Net Fixed Assets	25.39	40.96	35.17	58.79
8.	Investments	145.29	1.14	2.97	2.97
9.	Net Current Assets	325.33	520.97	692.66	885.21
10.	Miscellaneous Expenses not written off	Nil	Nil	Nil	14.55
	Total	**496.01**	**563.08**	**730.81**	

Sr No.	Other Financial Data	Year Ended 31.3.2004 (Audited)	Year Ended 31.03.2005 (Audited)	Year Ended 31.03.2006 (Audited)
1.	Dividend (%)	0.00	0.00	0.00
2.	Earning Per Share (Rs. in)	3.35	1.34	1.54
3.	Return on Networth (%)	7.77	11.91	22.95
4.	Book Value Per Share	19.79	22.46	14.58

7.13. Pre- and Post-Offer shareholding pattern of the Target Company is as per the following table:

Sr.No.	Shareholder category	Shareholding & Voting rights prior to the Acquisition and offer (A)		Shares/voting rights acquired Which off theRegulations triggered (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptance) (C)		Shareholding/ voting Rights acquisition and Offer after the i.e. A+B+C	
		No.	%	No.	%	No.	%	No.	%
1.	**Promoter Group**								
	a. Moral Holding Ltd.	11,42,400	19.99	NA		NA			
	b. Mishry Holding Ltd.	10,97,400	19.20	NA		NA		27,89,306	48.82
	c. Mandeep Sandhu	5,29,506	9.26	NA		NA			
	d. Sangeeta Sandhu	20,000	0.35	NA		NA			
	Total (a+b+c+d)	**27,89,306**	**48.82**			**Nil**	**Nil**	**2789306**	**48.82**
2.	**Acquirer**								
	NANDITA SHAUNIK (Acquirer)	8,52,000	14.91	8,56,200	14.99	11,42,558	20.00	28,50,558	49.90
	Total	**8,52,000**	**14.91**	**8,56,200**	**14.99**	**11,42,558**	**20.00**	**28,50,558**	**49.90**
3.	Parties to agreement other than (1)&(2)	856200	14.99	(856200)	14.99)			Nil	Nil
	Total	**8,56,200**	**14.99**	**(8,56,200)**	**(14.99)**			**Nil**	**Nil**
4.	**Non-Promoters Holding** (other than 2 to 3)								
	1. Mutual Funds	Nil	Nil	Nil	Nil			Nil	Nil
	2. Private Corporate Bodies	1,26,400	2.21	Nil	Nil	(53674)	-0.939	72,726	1.28
	3. Indian Public	3,89,734	6.82	Nil	Nil	(3,89734	-6.82	Nil*	Nil*
	4. NRIs/ OCBs	6,99,150	12.24	Nil	Nil	(6,99,150)	-12.24	699150	Nil
	Total (4(1) + 4(2)	**12,15,284**	**21.28**			**11,42,558**	**-20.00**	**699150**	**1.28**
	4(3)+4(4)								
	Grand Total (1 to 4)	**57,12,790**	**100**					**5712790**	**100**

Note: The data within bracket indicates sale of equity shares.

** The Promoter Group mentioned under(1) will not participate in the offer.*

In terms of 40A(vii) of the listing agreement, the acquirer would adopt any of the following methods to raise the public shareholding to the minimum level :

(a) offer for sale of shares held by the acquirer to the public through secondary market

(b) any other methods which does not adversely affect the interest of Minority shareholders.

7.14 The approximate number of shareholders in FUTURISTIC as on specified date in public category is 508. (except the parties to the agreement and promoters)

7.15 The company has fully complied with the conditions of corporate governance.

7.16 Since the SEBI (SAST) Regulations came into effect, details of share acquired/sold by the promoter group is given below.

Date of Acquisition	Mode of Acquisition	No. of shares	%	Comulative Holding	%	Takeover Compliance/Remarks	Paid up Capital
28.02.1997	Transfer	20000	8.16	20000	8.16	Regularised under SEBI Regularisation Scheme, 2002.	24,50,000
28.03.1998	Right Issue in the ratio of 1:2	40000		60000	8.16	Exempt	73,50,000
30.8.1999	Market Purchase	36000	4.89	96000	13.06	Intimate to Stock Exchange (Not in Particular Format)	73,50,000
30.8.1999	Transmission	44000	5.98	140000	19.05	Exempt	73,50,000
15.1.2000	Right Issue	93333		233333	19.05	Exempt	1,22,50,000
31.01.2001	Preferential Allotment	932800	37.17	1166133	46.51	Rs. 2,00,000 Penalty paid vide SEBI Order for non compliance of takeover regulations	2,50,68,200
13.1.2003	Inter Se Transfer	48000		1166133	46.51	Exempt	2,50,68,200
2.03.2004	Market Purchase	44920	1.79	1211053	48.3	Exempt	2,50,68,200
23.03.2004	Market Purchase	50000	1.99	1261053	50.29	Exempt	
23.03.2004	Market Purchase	30000	1.19	1291053	51.48	Exempt	
6.9.2004	Market Purchase	125100	4.99	1416153	56.47	Complied	
16.2.2005	Sale	-37500	1.49	1378653	54.98	Exempt	
28.02.2005	Sale	-48500	1.93	1330153	53.05	Exempt	
12.3.2005	Sale	-48000	1.91	1282153	51.14	Exempt	
28.06.2005	Bonus Issue 1:1	1252153		2504306	51.14	Exempt	5,01,36,400
08.04.2006	Preferential allotement to NRI*	699,150$		2504306	43.83$	Complied	*5,71,27,900
21.08.2006	Market Purchase	285000	4.98	2789306	*48.82*	Complied	*5,71,27,900

** Company got listing approval from the Delhi stock exchange of 699150 shares preferential allotment to NRI.*

$ Allotment to NRI reduce the promoter holding from 51.14 to 43.83%

7.17 The following litigations matters are pending against/by the Company.

Details of Litigations pending against the company.

Sr. No.	Title	Particulars	Court	Status
1.	Amritsar Rayon & Silk Mills(P) Ltd Vs FSL	Suit in respect of property situated at village Sultanwind, Amritsar	Civil Judge Jr. Div, Amritsar	No date after 10-10-2006 fixed both parties to wait till disposal of main case

Details of Litigation pending by the Company

1.	Futuristic Solutions Ltd Vs Charan Singh & Others, 59/2006	Suit for specific performance for 8 Acre situated at village Sultanwind, Amritsar.	Civil Judge Sr Div Amritsar	Next hearing on 27-07-07
2.	FSL Vs Amritsar Rayon & Silk Mills (P) Ltd & Others	Suit for specific performance for 3000 Sq. yard situated at village Sultanwind, Amritsar.	Civil Judge Sr Div Amritsar	Next hearing on 17-08-07
3.	FSL Vs Nirmal Promoters CS(OS) No 146/06	Suit for specific performance in respect of the Farm house situated at Ghitorni, Mehrauli.	Delhi High Court	Next hearing on 09-08-07
4.	FSL Vs Mahakali Developers & Resorts (P) Ltd	Civil proceeding for cancellation at Mutation	DC Amritsar	Next Hearing on 17-08-07
5.	M/s FSL Vs Amritsar Rayon & Silk Mills(P)Ltd	Complaint U/s 156(3) against the party	Civil Judge, Jr Div Amritsar	No next date after 2-11-06 fixed, both parties to wait till disposal of main case

7.18 The name and contact details of the compliance officer are as under:-

Name of the Compliance Officer	:	Mr. Mandeep Sandhu
Contact Address	:	M-50 (2nd Floor), Greater Kailash-I, Main Market New Delhi-110048
Contact Number	:	(011) 41630436

8. OFFER PRICE AND FINANCIAL ARRANGEMENTS

8.1 Justification of Offer Price

8.1.1 As the shares of "FUTURISTIC" have not been traded/ infrequently traded at the Stock Exchange where they are listed/permitted to be traded during the preceding six calendar months prior to the month of this Public Announcement.The annualized trading turnover of shares of the Company on all the Stock Exchanges where the securities of the Company are listed are as under:

Name of the Exchange	Total no. of shares traded during the 6 months prior to the month in which the PA was made.	Total number of listed shares	Annualized trading turnover (in terms of % of total listed shares)
DSE	NIL	57,12,790	Nil

8.1.2 The offer price of Rs. 33/- (Rupees Thirty Three Only) is justified in terms of Regulation 20 (4) and 20 (5) of the SEBI (SAST) Regulations, since the annualized trading turnover is Less than 5% (by number of equity shares) of the total number of listed equity shares at DSE since the same has been determined after considering the following facts:

a.	Negotiated Price under the Acquisition (Highest)	Rs. 24/- Per Share
b.	Highest Price paid by the Acquirer or PAC's for acquisition, including by way of allotment in a public or rights issue during the 26 weeks prior to the date of PA.	Rs. 16/- Per Share**
c.	Price paid under preferential allotment made to the Acquirer any time during 12 months applicable period upto date of closure of the Offer.	Not Applicable
d.	Highest average Price calculated as per Regulation 20(4)(c) during the 26 weeks preceding the date of PA	Not Applicable
e.	Highest average Price calculated as per Regulation 20(4)(c) during the 2 weeks preceding the date of PA.	Not Applicable.
f.	Other Parameters	
	I Based on the audited results as on March, 31, 2006.	

i.	Return on Networth (%)	22.95
ii.	Book value (Rs.)	14.58
iii.	Earnings per share (Rs. per equity share of face value of Rs.10/- each)	3.35
iv.	Price to Earnings ratio.	*

** Price to earning ratio is not available as the shares are not traded in the stock exchange and there is no market value available of the shares.*
Hence the offer price of Rs. 33/- for each fully paid up equity shares is justified in terms of Regulation 20(4) and 20(5) of SEBI (SAST) Regulations, 1997.

***Two thousand shares were acquired on 7th August 2006 from open Mkt @ Rs. 16/- per share.*

8.1.3 If the acquirer acquires equity shares after the date of Public Announcement upto 7 working days prior to the closure of the offer at a price higher than the offer price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the offer.

8.2 Financial Arrangements

8.2.1 The Acquirer has made firm financial arrangements to meet the obligation under the offer in full. The Acquirer has confirmed that the firm financial arrangements required to meet the obligation under the offer are in place and are available with them. The Acquirer will meet out its financial obligations from its Internal resources. Mr. D.C.Gupta, Partner of M/S D.C.G & Co., Chartered Accountant having their office at 4819/24, Ansari Road, New Delhi-110002, Ph. 011-23260384 Fax: 23267234 (Membership No. 82044) has certified vide certificate dated May 31, 2007 that the net worth of the Ms. Nandita Shaunik as on May 29, 2007 is Rs.526 Lacs (Rupees Five Crores Twenty Six Lacs) and she has sufficient means to fulfill her part of obligations under this Open Offer.

8.2.2 Assuming full acceptance, the total requirement of funds for the open Offer would be Rs. 3,77,04,414/- (Rupees Three Crores Seventy Seven Lacs Four Thousand Four Hundred and Fourteen Only). The Acquirer has already made firm arrangements for the financial resources required to implement the Open Offer in full. As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirer has opened an Escrow Account with ANDHRA BANK, GREEN PARK BRANCH, NEW DELHI-110016 and has deposited Rs. 94,30,000/- (Rupees Ninety Four Lacs Thirty Thousand Only), being more than 25% of the amount required for the Open Offer.

8.2.3 The Acquirer has empowered RR Financial Consultants Limited, Manager to the Offer to operate and realize the value of the Escrow Account in terms of SEBI (SAST) Regulations, 1997.

8.2.4 In terms of Regulation 28(13), in case of non-fulfillment of obligations by the Acquirer, the Manager to the Offer shall ensure realisation of escrow amount by way of foreclosure of deposit.

8.2.5 The Manager to the Offer has satisfied itself about the Acquirer’s ability to implement the offer in accordance with the SEBI (SAST) Regulations, 1997.

9. TERMS AND CONDITIONS OF THE OFFER

9.1 Persons eligible to participate in the Offer

9.1.1 Registered shareholders of FUTURISTIC and unregistered shareholders who own the equity shares of FUTURISTIC any time prior to the date of Closure of the Offer, other than the Acquirer and parties to the SPA.

9.1.1 Regarding acceptance of Lock-in-shares in the open offer the same can be acquired subject to the continuation of the residual lock-in-period in the hands of the acquirer and there shall be no discrimination in the acceptance of locked in and not locked In shares.

9.2 Statutory Approvals

9.2.1 Approval for transfer of shares of a company registered in India by a Non-resident to a person resident in India is required. The Acquirer shall apply for approval from RBI for transfer of shares in their name in due course after successful completion of this offer.

9.2.2 As on the date of Public Announcement, no approval from any bank or financial institutions is required for the purpose of this Offer, to the best of the knowledge of the Acquirer.

9.2.3 As on the date of Public Announcement, to the best of the Acquirer’s knowledge, no other statutory approvals are required to be obtained for the purpose of this Offer.

9.2.4 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of Offer.

9.2.5 In case of delay in receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to Acquirer for payment of consideration to shareholders subject to Acquirer agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of willful default by the Acquirer in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

9.3 Others

9.3.1 Accidental omission to dispatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.

9.3.2 This Letter of Offer has been mailed to all the shareholders of FUTURISTIC (other than parties to SPA), whose names appeared on the Register of Members of FUTURISTIC as on Friday, September 22, 2006, being the Specified Date. Persons who own equity shares of FUTURISTIC any time prior to the date of Offer Closure, but are not registered holders, are also eligible for accepting the offer.

9.3.3 Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be credited back to respective depository account or returned by registered post at the shareholder(s) / unregistered owner(s) sole risk.

9.3.4 Consideration for equity shares accepted would be paid by crossed account payee cheques / demand drafts / pay orders and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

10. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

10.1 Shareholders who wish to tender their equity shares will be required to send their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed Share Transfer Form(s) to the Registrar to the Offer by hand delivery /registered post or through courier, as the case may be, at the address mentioned in Para 11.16 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

10.2 The Registrar to the Offer, **M/s. Beetal Financial & Computer Services (P) Ltd.** has opened a special depository account styled & named as **"Beetal-FUTURISTIC-Open Offer Escrow Account"** with National Securities Depository Limited ("NSDL") for receiving shares during the offer from eligible shareholders who hold shares in demat form.

10.3 Shareholders of FUTURISTIC to whom this Offer is being made, are free to offer his / her / their equity shares of FUTURISTIC for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in this Offer.

10.4 Beneficial owners and shareholders holding shares in physical form, who wish to avail of this Offer will have to forward the following documents to the office of the Registrar to the Offer by hand delivery or by registered post, as the case may be, on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. **Tuesday, July 10, 2007.**

- Form of Acceptance, duly completed in all respects and signed by all the joint shareholders in the same order and as per the specimen signature(s) registered with FUTURISTIC.
- Relevant Original Share Certificate(s).
- Valid Share Transfer Deed(s), duly signed (in case the equity shares are held in joint names, by all the shareholders and in the same order as appearing in the Register of Members of FUTURISTIC or on the Share Certificate issued by FUTURISTIC) as per the specimen signature(s) lodged with FUTURISTIC and witnessed by an independent witness (if possible, by a Notary Public, Bank Manager or a Member of a recognised stock exchange with membership number). Please do not fill in any other details in the Share Transfer Deed. In the event that a shareholder needs additional Share Transfer Deed(s), the same can be obtained from the Registrar to the Offer as mentioned hereafter.
- Where the Transfer Deed(s) are executed by Constituted Attorney, attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer.

10.5 Beneficial owners and **<u>shareholders holding shares in the dematerialised form</u>**, will be required to send their Form of Acceptance cum Acknowledgement to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on Mondays to Fridays between 10.30 AM and 5.00 PM and on Saturdays between 10.30 AM and 1.30 PM, on or before the date of Closure of the Offer, i.e. **Tuesday, July 10, 2007**, along with a photocopy of the delivery instructions in **"Offmarket"** mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant (**"DP"**), in favour of **"Beetal-FUTURISTIC-Open Offer Escrow A/c" ("Depository Escrow Account")** filled in as per the instructions given below:

DP Name : Abhipra Capital Limited.

DP ID : IN300206

Client ID : 10902497

Depository : National Securities Depository Limited-(“NSDL”)

- Shareholders having their beneficiary account in Central Depository Services (India) Limited (“CDSL”) have to use **inter-depository** delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.

10.6 In case the equity shares are held by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed.

10.7 In case of Non-resident equity shareholders, Foreigners, Foreign companies and Foreign Institutional Investors, photocopies of the approval(s) by the Reserve Bank of India for acquiring and holding equity shares in Futuristic.

10.8 In case the equity shares stand in the name of a sole shareholder, who is deceased, the Notarised copy of the legal representation obtained from a Competent Court.

10.9 **Special Note for shareholders who have sent their Shares for Dematerialisation:** Shareholders who have sent their physical Shares for dematerialisation need to ensure that the process of getting Shares dematerialized is completed well in time so that the credit in the Escrow Depository Account can be received on or before 5.00 PM upto the Offer Closing Date i.e. **Tuesday, July 10, 2007**, else the application would be rejected.

10.10 In case of non-receipt of Letter of Offer, the eligible shareholders may send his / her / their applications to the Registrar to the Offer on the address mentioned hereinabove, **on a plain paper** stating the **name, address, number of equity shares held, folio number(s), certificate number(s), distinctive number(s), and number of shares** tendered along with the relevant documents as mentioned hereinabove, so as to reach them on or before **5.00 PM** upto the date of closure of the offer i.e. **Tuesday, July 10, 2007**.

10.11 Persons who own equity shares of FUTURISTIC any time prior to the date of Offer Closure, but are not registered holders, can tender their equity shares for purchase by the Acquirer, by communicating his / her / their desire to tender, in writing to the Registrar to the Offer and obtain from them a copy of the Letter of Offer, the Application Form and Transfer Deed(s) and lodge the same along with the relevant Share Certificate(s) and other documents, as mentioned hereinabove together with the Original Contract Note issued by a registered Stock Broker of a recognized Stock Exchange, only at the address of Registrar to the Offer as mentioned in para 10.15.

*An unregistered shareholder can send his / her / their application to the Registrar to the Offer on the address mentioned in para 10.15, on a **plain paper** stating the name, address, number of shares held, folio number(s), certificate number(s), distinctive number(s) and number of equity shares tendered along with the relevant documents as mentioned hereinabove, so as to reach them **on or before 5.00 PM on*** **Tuesday, July 10, 2007**.

10.12 No indemnity is required from the unregistered shareholders.

10.13 In case the Share Certificate(s) and the instrument(s) of transfer are lodged for transfer with FUTURISTIC, then **the Form of Acceptance** should be accompanied by (i) the Share Transfer Deed(s) and (ii) the acknowledgement of lodgment or receipt issued by FUTURISTIC by individual. Whereas the Transfer Deed(s) are executed by Constituted Attorney, also attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer along with the acknowledgement of lodgment or receipt issued by FUTURISTIC. In case the equity shares are lodged by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed along with **the Form of Acceptance** and the acknowledgement of lodgment or receipt issued by FUTURISTIC.

10.14 In case of shareholders who have not received the LOO and holding shares in the dematerialised form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of shares offered along with a photocopy of the original delivery instructions in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the Depository Participant as specified in para 10.5 above, so as to reach the Registrar to the Offer on or before 5.00 PM upto the date of Closure of the Offer **i.e. Tuesday, July 10, 2007**. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

10.15 The following collection centre would be accepting the documents as specified above, both in case of shares in physical and dematerialized form.

Address of Registrar to the Offer:

Sr. No.	Address of Registrar to the Offer Beetal Financial & Computer Services (P) Ltd.	Business Hours	Mode of Delivery
1.	Beetal House,3rd floor, 99, Madangir, Behind Local Shopping Complex Near Dada Harsukhdas Mandir, New Delhi-110062 Tel.: 011- 29961281-282 Fax.: 011- 29961284 E-mail: beetal@beetalfinancial.com Contact Person: Mr. Punit Mittal	Monday to Friday 10.30 AM to 5.00 PM Saturday 10.30 AM to 1.30 PM	Hand Delivery / Courier/ Registered Post

Holidays: Sundays and Bank Holidays

10.16 The Registrar to the Offer will hold in trust the shares / share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of FUTURISTIC who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

10.17 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. **Tuesday, July 10, 2007**. The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 PM upto the last date of withdrawal i.e**. Thursday, July 05, 2007**.

10.18 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:-

10.18.1 In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.

10.18.2 In case of dematerialized shares: name, address, number of shares tendered, DP name, DP ID, date of tendering the shares, beneficiary account number and a photocopy of the delivery instructions in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP, in favour of the "**Beetal-FUTURISTIC-Open Offer Escrow A/c**" ("Depository Escrow Account").

10.18.3 The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account. Physical shares withdrawn by shareholders would be returned to the shareholders by Registered post.

10.18.4 If the acquirer shall acquire the shares received from the shareholders under the offer on a proportional basis in terms of Regulation 21(6) & the intimation of returned shares to the Shareholders will be sent at the address as per the records of FUTURISTIC/Depository as the case may be.

10.19 Acquirer will acquire all the 11,42,558 fully paid-up equity shares tendered in the Offer with valid applications.

10.20 Method of Settlement.

10.20.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by the Acquirer, Acquirer will accept the offers received from the shareholders on a proportionate basis, in consultation with the Manger to the offer taking care to ensure that the lots, provided that acquisition of shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lo. The marketable lot of Futuristic is 1 (One) share.

10.20.2 The Form of Acceptance, relevant Original Share Certificate(s), valid Share Transfer Deed(s) and other documents or/ and shares lying in the special depository account, tendered by the shareholders of FUTURISTIC under this Offer, shall be accepted from such shareholders in terms of the Letter of Offer, but will become a fully valid and binding contract between such shareholder(s) and the Acquirer only upon the fulfillment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

10.20.3 On fulfillment of all the conditions herein mentioned, the Letter of Offer and Form of Acceptance, the Acquirer will pay the Offer Price by a crossed and "Account Payee Only" cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder or first named shareholder in case of joint holding. The payment consideration will be sent by Registered Post to the sole / first named shareholder of FUTURISTIC whose equity shares are accepted by the Acquirer at his address registered with FUTURISTIC. **It is desirable that shareholders holding Shares in physical mode provide bank details of the first/ sole shareholder in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheque/ demand draft. In case of shareholders holding Shares in electronic mode, bank particulars recorded with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished.**

10.20.4 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

10.20.5 The equity shares of FUTURISTIC held in dematerialized form, which are not accepted in view of not being valid tender of equity shares or which are withdrawn by the shareholders, will be released to the beneficial owner's depository account with respective depository participant, from where the credit was initially received in favour of the Depository Escrow Account, at the sole risk of the beneficial owner. An intimation to that effect will be sent to the beneficial owner by Ordinary post.

10.20.6 The Acquirer shall endeavor to complete all procedures relating to the Offer within fifteen days from the date of Closure of the Offer (i.e. Wednesday, July 25, 2007), including payment of consideration to the shareholders of FUTURISTIC whose equity shares are accepted for purchase by the Acquirer.

10.20.7 In case of non-receipt of any of statutory approvals, if any required, as per regulation 22(12), SEBI may grant extension of time for the purpose of making payments to the shareholders who have successfully tendered their equity shares pursuant to this Offer and in such an event, the Acquirer will pay interest for the delayed payment beyond fifteen days of the closure of the Offer, at such rate as may be prescribed by SEBI.

10.20.8 While tendering the Shares under the offer, the NRIs/OCBs/FIIs will be required to submit the No Objection Certificate /Tax Clearance Certificate, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, from the Income Tax Authorities under Income Tax Act, 1961. In case of aforesaid No Objection certificate /Tax Clearance Certificate is not submitted, the acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder, on the entire consideration amount payable to such shareholder. The Acquirer will send the proof of having deducted and paid the tax along with the payment.

10.21 General

10.21.1 The Form of Acceptance and instructions contained therein are integral part of this Letter of Offer.

10.21.2 Neither the Acquirer nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of Acceptance, Share certificate(s), Share transfer deed(s), copy of delivery instructions or other documents.

10.21.3 The Offer Price is denominated and payable in Indian Rupees only.

10.21.4 All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole / first applicant, folio number, number of equity shares tendered, date of lodgement of the Form of Acceptance and other relevant particulars.

10.21.5 If there is any upward revision in the Offer Price (Regulation 26) by the Acquirer till the last day of revision, viz., at any time upto seven working days prior to the date of closure of the Open Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised Offer would be payable for all the shares tendered anytime during the Offer.

10.21.6 There is no competitive bid.

10.21.7 As on the date of Public Announcement the Acquirer holds 8,52,000 equity shares of the Target Company except 8,56,200 fully paid equity shares going to be acquired through SPA.

10.21.8 In terms of Regulation 22 (5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrars to the Offer on or before 5.00 PM upto three working days prior to the date of Closure of the Offer, i.e. Thursday, July 05, 2007.

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

10.21.10 The manager to the Offer i.e. R R Financial Consultants Limited does not hold any shares in FUTURISTIC as on the date of PA.

11. DOCUMENTS FOR INSPECTION

11.1 The following documents are available for inspection at the Office of the Manager to the Offer i.e. RR Financial Consultants Limited, 412-22, Indraprakash Building, Barakhamba Road, New Delhi – 110 001, from 10:00 a.m. to 5:00 p.m. on all working days except Sundays, until the closure of the Offer.

11.1.1 Memorandum of Understanding between Lead managers i.e R R Financial Consultants Ltd. & Acquirer.

11.1.2 Undertaking from the Acquirer stating full responsibility for all information contained in the PA and the letter of offer.

11.1.3 Net worth Certificate dated 31st May, 2007 issued by Mr. D.C. Gupta, Partner D.C.G. & Co. Chartered Accountant, (Membership No. 82044) certifying the net worth of the Acquirer certifying the adequacy of financial resources with the Acquirer to fulfill the open offer obligations.

11.1.4 Audited Annual Reports of "FUTURISTIC" for the financial year 2006, 2005 and 2004 and certified financials for period ended 30th June, 2006.

11.1.5 Statement from Andhra Bank confirming the amount kept in Escrow Account and that the lien is in favour of R R Financial Consultants Limited.

11.1.6 Copies of the Share Purchase Agreements (SPA) dated September 06, 2006.

11.1.7 Published copies of the Public Announcement dated September 08, 2006 and corrigendum to the PA dated June 13, 2007.

11.1.8 The letter from DSE about the price volume data.

11.1.9 A copy of the agreement entered with DP for opening special depository account for the purpose of the Offer.

11.1.10 SEBI Observations Letter CFD/DCR/MM/TO/95575/07 dated June 07, 2007.

12. DECLARATION BY THE ACQUIRER

12.1 The Acquirer accepts full responsibility for the information contained in this Letter of Offer.

12.2 The Acquirer will be sole responsible for ensuring compliance with the Regulations.

Ms. Nandita Shaunik

Sd/-

Place: Delhi

Date : 15-06-2007

13. Enclosures

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

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

OFFER OPENS ON	:	Thursday, June 21, 2007
OFFER CLOSES ON	:	Tuesday, July 10, 2007

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

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

From:

FOR OFFICE USE ONLY	
Acceptance Number	
Number of equity shares offered	
Number of equity shares accepted	
Purchase consideration (Rs.)	
Cheque/Demand Draft/Pay Order No.	

Tel. No.: Fax No.: E-mail :

To,
NANDITA SHAUNIK,
C/o Beetal Financial & Computer Services (P) Limited
Beetal House,3rd floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi-110062

Dear Sirs,

Sub: Open *Offer to Acquire 11,42,558equity shares of Rs. 10/- each representing 20% of the total subscribed, issued and paid up equity share and voting capital of Target Company at a price of Rs.33/- (Rupees Thirty three Only) per fully paid equity share of Rs.10/- each by NANDITA SHAUNIK*

I / we, refer to the Letter of Offer dated ___________________ for acquiring the equity shares held by me / us in **FUTURISTIC SOLUTIONS LIMITED**.

1. I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
2. I / We, unconditionally offer to sell to **NANDITA SHAUNIK,** (hereinafter referred to as the "Acquirer") the following equity shares in FUTURISTIC SOLUTIONS LIMITED (hereinafter referred to as "FUTURISTIC"), held by me / us, at a price of Re.33/- (*Rupees Thirty three* Only) per fully paid-up equity share.

SHARES HELD IN PHYSICAL FORM

3. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).
4. **Ledger Folio No…………..............................………… Number of share certificates attached……..........……..Representing …………………… equity shares**
Number of equity shares held in FUTURISTIC In figures__________________In words____
Number of equity shares offered In figures___________________________In words____

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

SHARES HELD IN DEMATERLISED FORM

DP NAME	DP I.D.	CLIENT I D	NO OF SHARES OFFERED	NAME OF BENEFICIARY

1. I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled "Beetal-FUTURISTIC-Open Offer Escrow A/c" ("Depository Escrow Account") details are as under

DP Name	:	Abhipra Capital Limited.
DP ID Number	:	IN300206
Client ID Number	:	10902497
Depository	:	National Securities Depository Limited- ("NSDL")

Tear along this line

Sub: Open Offer to Acquire 11,42,558equity shares of Rs. 10/- each representing 20% of the total subscribed, issued and paid up equity share and voting capital of Target Company at a price of Rs.33/- (Rupees Thirty three Only) per fully paid equity share of Rs.10/- each by NANDITA SHAUNIK

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

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

Stamp

Authorised Signatory

1. I / We confirm that the equity shares of FUTURISTIC which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
   I / We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirer to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
2. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirer, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these equity shares. I / We agree that the Acquirer may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
3. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
4. I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
5. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.
6. I / We irrevocably authorise the Acquirer to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with FUTURISTIC/DP: Name and complete address of the Sole/ First holder (in case of member(s), address as registered with FUTURISTIC SOLUTIONSLIMITED) : ....
   ....
   ....
   Place: .... Date: .... Tel. No(s). : .... Fax No.: ....
   So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical mode may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. In case of shareholders holding Shares in electronic mode, bank particulars noted with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished.

   Bank Account No.: .... Type of Account:...
   (Savings / Current / Other (please specify)
   Name of the Bank: ....
   Name of the Branch and Address: ....

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

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

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		
Yours faithfully, Signed and Delivered:		

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

INSTRUCTIONS

1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.

2 The Form of Acceptance should be filled-up in English only.

3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.

4 Mode of tendering the Equity Shares Pursuant to the Offer:

   I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of FUTURISTIC.

   II. Shareholders of FUTURISTIC to whom this Offer is being made, are free to offer his / her / their shareholding in FUTURISTIC for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.

5. Business Hours : Mondays to Friday : 10.30 AM to 5.00 PM

   Saturday : 10.30 AM to 1.30 PM

   Holidays : Sundays and Bank Holidays

Note: All future correspondence, if any, should be addressed to

Registrar to the Offer
Beetal Financial & Computer Services (P) Ltd.
Beetal House,3rd floor, 99, Madangir, Behind Local Shopping Complex
Near Dada Harsukhdas Mandir, ,New Delhi-110062
Contact Person: Mr. Punit Mittal
Tel.: 011- 29961281,282
Fax.: 011- 29961284
E-mail: beetal@beetalfinancial.com

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

OFFER OPENS ON	:	Thursday, June 21, 2007
LAST DATE OF WITHDRAWAL	:	Thursday, July 5, 2007
OFFER CLOSES ON	:	Tuesday, July 10, 2007

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

From:

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

Tel. No.: Fax No.: E-mail :

To,
NANDITA SHAUNIK,
C/o Beetal Financial & Computers Services (P) Limited
Beetal House,3rd floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi-110062
Dear Sirs,

***Sub: Open** Offer to Acquire 11,42,558equity shares of Rs. 10/- each representing 20% of the total subscribed, issued and paid up equity share and voting capital of Target Company at a price of Rs.33/- (Rupees Thirty three Only) per fully paid equity share of Rs.10/- each by NANDITA SHAUNIK*

Dear Sir,

I/We refer to the Letter of Offer dated _______________ for acquiring the equity shares held by me/us in FUTURISTIC SOLUTIONSLIMITED.
I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
I/We wish to withdraw our acceptance tendered in response to the said offer. We had deposited/sent our 'Form of Acceptance' to you on __________ alongwith original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

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

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

SHARES HELD IN DEMATERLISED FORM

DP NAME	DP I.D.	CLIENT I D	NO OF SHARES OFFERED	NAME OF BENEFICIARY

I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled "**Beetal-FUTURISTIC-Open Offer Escrow A/c**" ("Depository Escrow Account") details are as under

DP Name :
DP ID Number :
Client ID Number :
Depository : National Securities Depository Limited- ("NSDL")

I/We note that the Shares will be credited back only to that Depository Account, from which the Shares have been tendered and necessary standing instructions have been issued in this regard.
I/We confirm that the particulars given above are true and correct.
In case of dematerialised Shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

Yours faithfully,
Signed and Delivered :

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

Place:
Date:

Yours faithfully,
Signed and Delivered:

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

✂Tear along this line

Folio No.\DP ID Client ID:
Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre
Near Dada Harsukhdas Mandir,NEW Delhi-110062.

Serial No.:
(Acknowledgement Slip)

Signature of Official and Date of Receipt	Signature of Registrar to the Officer

Received from Mr./Ms. .... Address..
Form of withdrawal in respect of......................................Number of Share. Certificates representing..number of shares.

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

BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.
Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre
Near Dada Harsukhdas Mandir, NEW Delhi-110062.
E-mail:

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 5.00 p.m. hours upto the last date of withdrawal i.e. Thursday, July 05, 2007.
2. Shareholders should enclose the following: -

a. For Equity Shares held in demat form:

Beneficial owners should enclose

i. Duly signed and completed Form of Withdrawal.

ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.

iii. Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.

b. For Equity Shares held in physical form:

Registered Shareholders should enclose:

i. Duly signed and completed Form of Withdrawal.

ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.

iii. In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Target Company and duly witnessed at the appropriate place.

Unregistered owners should enclose:

· Duly signed and completed Form of Withdrawal.

· Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip

3. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer/ Special Depository Escrow Account.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company/ Depository as the case may be.
5. The Form of Withdrawal alongwith enclosure should be sent only to the Registrar to the Offer.
6. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from FUTURISTIC. The facility of partial withdrawal is available only on to Registered shareholders.
7. Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.