LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as shareholder(s) of IFL Promoters 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 IFL Promoters 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

M/s Heena Developers Private Limited having its Registered Office at 9/9, South Patel Nagar, New Delhi-110008.
Tel No. (011) 64580559, Fax No. (011) 25840102

To

Acquire upto 6,01,680 equity shares of Rs. 10/- each representing 20% of the total equity/voting share capital of Target Company at a price of Rs. 30.00 (Rupees Thirty Only) per fully paid equity share payable in Cash.

of

IFL Promoters Limited

Registered Office: M-64, Commercial Complex, Greater Kailash-II,
New Delhi-110048
Tel No. (011) 29218668,29218669, Fax No. (011) 29212428

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

ATTENTION:

1. **The Offer is not a Conditional Offer.**
2. **To the best of knowledge of Acquirer, no statutory approval is required to implement th 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. upto **Thursday, 3rd January, 2008.**
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. upto Friday, December 28, 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. **If there is a Competitive Bid:**

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

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

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**
7. **This Offer is not a Competitive Bid.**

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 9 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 14)

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
CHARTERED CAPITAL AND INVESTMENT LIMITED 13, Community Centre, East of Kailash, New Delhi - 110065. Tel nos.: 011-26419079/ 26218274; Fax no.: 011 - 26219491; Email: charteredcapital@gmail.com delhi@charteredcapital.net Contact Person: ***Mr Priyaranjan***	**BEETAL FINANCIAL & COMPUTER SERVICES PVT. LIMITED** Beetal House, 3rd Floor, 99, Madangir,Near Dada Harsukh Das Mandir, New Delhi-110062 E- Mail: beetal@rediffmail.com Tel. Nos.: 29961281-82, Fax No.: 29961284 Contact Person: ***Mr. Punit Mittal***
OFFER OPENS ON: December 20, 2007 (Thursday)	**OFFER CLOSES ON: January 08, 2008 (Tuesday)**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Original Schedule (Date and Day)	Revised Schedule (Date and Day)
1.	**Date of Public Announcement (PA)**	**August 31, 2007 (Friday)**	**August 31, 2007 (Friday)**
2.	**Specified Date (For the purpose of determining the name of shareholders to whom the Letter of Offer would be sent)**	**September 14, 2007 (Friday)**	**September 14, 2007 (Friday)**
3.	**Last Date for a Competitive Bid(s)**	**September 21, 2007 (Friday)**	**September 21, 2007 (Friday)**
4.	Date by which Letter of Offer will be dispatched to the Shareholders	October 13, 2007 (Saturday)	December 17, 2007 (Monday)
5.	**Offer Opening Date**	**October 19, 2007 (Friday)**	**December 20, 2007 (Thursday)**
6.	**Last Date for the Revision of the Offer Price / Number of Equity Shares.**	**October 29, 2007 (Monday)**	**December 28, 2007 (Friday)**
7.	**Last date to withdraw acceptance tendered by shareholders**	**November 02, 2007(Friday)**	**January 03, 2008 (Thursday)**
	Offer Closing Date	**November 07, 2007(Wednesday)**	**January 08, 2008 (Tuesday)**
8.	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.	November 22, 2007 (Thursday)	January 23, 2008 (Wednesday)

RISK FACTORS

(A) Pertaining to Transaction:

(i). To the best of knowledge of the Acquirer, no Statutory Approvals required in respect of said Open Offer.

(B) Pertaining to Proposed Offer:

i. In the event that either (a) the regulatory approvals are not received in 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 IFLPL, 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 shares tendered in the offer will be held in trust by the Registrar, 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.

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

(C) Pertaining to Acquirer:

(i) Association of the Company with the Acquirer does not warrant any assurance with respect to the future financial performance of the Company.

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

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1. DEFINITIONS

1	Acquirer or The Acquirer or HDPL	Heena Developers Private Limited
2	Book Value per share	Net worth / Number of equity shares issued
3	BSE	The Bombay Stock Exchange Limited
4	DSE	The Delhi Stock Exchange Association Limited
5	EPS	Profit after tax / Number of equity shares issued
6	Form of Acceptance	Form of Acceptance cum Acknowledgement
7	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
8	CSE	The Calcutta Stock Exchange Association Limited
9	LOO or Letter of Offer	Offer Document
10	Manager to the Offer or, Merchant Banker	Chartered Capital And Investment Limited
11	MSE	The Madras Stock Exchange Limited
12	N.A.	Not Applicable
13	Offer or The Offer	Open Offer for acquisition of 6,01,680 equity shares of Rs. 10/- each representing 20% of the total voting capital of Target Company at a price of Rs. 30.00 (Rupees Thirty Only) per fully paid equity share, payable in Cash.
14	Offer Price	Rs. 30.00 (Rupees Thirty Only) per share for fully paid equity shares of Rs. 10/- each, payable in Cash.
15	Persons eligible to participate in the Offer	Registered shareholders of IFL Promoters Limited and unregistered shareholders who own the equity shares of IFL Promoters Limited any time prior to the Offer closure other than the Acquirer.
16	Public Announcement or **"PA"** & Corrigendum to **"PA"**	Announcement of the Open Offer by the Acquirers, which appeared in the newspapers on August 31, 2007 and Corrigendum to Public Announcement which appeared in newspapers on December 14, 2007.
17	Registrar or Registrar to the Offer	M/s Beetal Financial & Computer Services Private Limited
18	Return on Net Worth	(Profit After Tax/Net Worth) *100
19	SEBI	Securities and Exchange Board of India
20	SEBI (SAST) Regulations, 1997 or Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
21	SEBI Act	Securities and Exchange Board of India Act, 1992
22	Target Company or IFLPL	IFL Promoters Limited

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF IFL PROMOTERS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, 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 ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 12.09.2007 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.

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 The Offer is being made under Regulation 10 read with Regulation 12 and as a result of this Offer, the Acquirer will have substantial acquisition of shares or voting rights accompanied with complete change in control and management of "IFL Promoters Limited ".

3.1.2 The Acquirer has acquired 910210 equity shares of Rs 10 each representing 30.25% of the total paid up share/voting capital of the target company from Open Market transaction through Bulk Deal at BSE on August 27, 2007 at the price of Rs 29.60 per share which triggered off the Regulations. The Acquirer has vide its undertaking dated 29.08.2007 undertaken that not to exercise the voting rights and any other rights in respect of these shares until the Completion of Open Offer formalities in respect of said offer under the SEBI (SAST) Regulations, 1997 and subsequent amendments thereto. The total amount paid by the acquirer towards purchase of 910210 equity shares is Rs 2,69,42,216 (Rupees Two Crore Sixty Nine Lacs Forty Two Thousand Two Hundred and Sixteen Only).

3.1.3 The Acquirer holds in aggregate 1055210 equity shares/voting rights representing 35.07% of the total paid up/voting share capital of the target company as on date of Public Announcement out of which 145000 equity shares, representing 4.82% of the total paid up share capital of the Target Company has been purchased on 24.08.2007 at the maximum purchase price of Rs 29.20 per share and 910210 equity shares representing 30.25% of the total paid up share capital of the Target Company, which triggered Off the Regulations has been purchased on 27.08.2007 at the price of Rs 29.60 per share through Bulk Deal at the Bombay stock Exchange Limited (BSE).

3.1.4 The Acquirer undertakes that it will not exercise the voting rights and any other rights, which has been vested in it by virtue of acquisition above equity shares, till the completion of all the formalities under the Regulations in respect of said Open Offer.

3.1.5 Neither the Acquirer, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.2 The Offer

3.2.1 The Acquirer have made a Public Announcement which was published on August 31, 2007 in the following newspapers in accordance with the Regulation 15 of the Regulations.

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Nav Shakti (Marathi)	Mumbai

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

3.2.2. The Acquirer is making an Offer under the SEBI (SAST) Regulations, 1997 to acquire 6,01,680 equity shares of Rs. 10/- each fully paid up representing 20% of the voting capital of "IFLPL" at a price of Rs. 30.00 (Rupees Thirty Only) per fully paid up equity share ("**Offer Price**") payable in cash subject to the terms and conditions mentioned hereinafter.

3.2.3. There are no partly paid up shares in "IFL Promoters Limited".

3.2.4. The Offer is not subject to any minimum level of acceptances from the shareholders. The Acquirer will accept the equity shares of IFLPL those are tendered in valid form in terms of this Offer upto maximum of 6,01,680 equity shares.

3.2.5. Acquirer has not acquired any shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.

3.3 Object of the Acquisition/ Offer

3.3.1 The Acquirer is interested in taking over the management and control of IFLPL. Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the acquisition. The Acquirer will change the existing line of business of Target Company and undertake to start the business activity of Real Estate Developments.

3.3.2 The Offer to the Public shareholders of IFLPL is for the purpose of acquiring 20% of the total voting capital/rights of IFLPL. Through the proposed Offer, the Acquirer intends to achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

4. BACKGROUND OF THE ACQUIRER

4.4.1 Heena Developers Private Ltd was originally incorporated as a Private Limited company under the Companies Act, 1956 with name Era Advertising & Marketing Company (P) Ltd vide Certificate of incorporation dated July 5, 1991 issued by Registrar of Companies N.C.T of Delhi & Haryana. Further the name of the Company was changed to Heena Developers Private Ltd vide fresh Certificate of incorporation dated January 10, 2007 issued by the Registrar of Companies N.C.T of Delhi and Haryana. The Company at present has its Registered Office situated at 9/9, South Patel Nagar, New Delhi-110008, Tel No.: 011- 64580559, Fax No. (011) 25840102. The Company does not belong to any group as such.

4.4.2 The Present Directors of HDPL are Mr Bharat Gupta, Mrs Anjana Gupta and Mr Jagdev Singh.

4.4.3 The Compliances under Chapter II of SEBI (SAST) Regulations, 1997 are applicable to the Acquirer in respect of acquisition of 910210 equity shares representing 30.25% of the total paid up/voting share capital of Target Company on 27.08.2007 through Open Market and it has made timely disclosures to the stock exchange as well as to the target company.

4.4.4 The Authorised Share Capital of HDPL as on the date of Public Announcement is Rs 70.00 Lacs, comprising of 700000 equity shares of Rs 10/- (Rupees Ten Only) each. The issued, subscribed and paid-up equity share capital as on date of Public Announcement stood at Rs 63.77 Lacs comprising of 637720 equity shares of Rs 10/- (Rupees Ten Only) each.

4.4.5 The shareholding pattern of Heena Developers Private Limited as on the date of Public Announcement are as under:

Sr. No.	Name of Shareholder	No. of Shares	% to total Capital
1	J S Pawar	150860	23.66
2	Krishna Infomedia Ltd	270702	42.45
3	Pawar Estates (P) Ltd	95658	15.00
4	Jagdev Singh	20500	3.21
5	Bharat Gupta	50000	7.84
6	Anjana Gupta	50000	7.84
	Total	**637720**	**100.00**

4.4.6 The Board of Directors of HDPL as on P.A. date consists of following Members:-

Name of the Director	Designation	Qualification and Experience in Field/ No. of years	Residential Address	Date of Appointement
Mr Bharat Gupta	Director	Graduate and having 2 years of experience in Real Estate Business	215, Gulmohar Enclave, New Delhi - 110 049	30.09.2006
Mrs Anjana Gupta	Director	Post Graduate and having 8 years of experience in Software Business	265/21B, Karnel Farm, Tigri Extension, New Delhi-110062	06.03.2007
Mr Jagdev Singh	Director	Post Graduate and having 5 years of experience in Real Estate Business	F-1/127, 2nd Floor, Sector-11, Rohini, New Delhi-110085	06.03.2007

None of the above Directors are on the Board of the Target Company

4.4.7 The Shares of the HDPL are not listed on any stock exchange.

4.4.8 The Brief Audited Financials of HDPL are as under:-

Profit & Loss Statement	**Year Ended 31.3. 2005 (Audited)**	**Year Ended 31.3.2006 (Audited)**	**Year Ended 31.3.2007 (Audited)**	**Period ended 30.09.2007 (Certified)***
Income from Operations	155.65	124.74	29.65	60.00
Other Income	1.95	0.69	28.40	4.36
Total Income	**157.60**	**125.43**	**58.05**	**64.36**
Total Expenditure	155.47	121.44	30.96	60.89
Profit before Depreciation, Interest and Tax	**2.13**	**3.99**	**27.10**	**3.47**
Depreciation	0.54	0.75	0.75	0.19
Interest	Nil	Nil	Nil	Nil
Profit before Tax	**1.59**	**3.24**	**26.35**	**3.28**
Less: Provision for Tax	0.24	1.26	9.24	-
Add: Deferred Tax Assets	-	0.92	-	-
Add: Adjusted Income of previous year	-	-	9.95	-
Profit after Tax	**1.35**	**2.90**	**27.06**	**3.28**

Balance Sheet as Statement	**Year Ended 31.3. 2005 (Audited)**	**Year Ended 31.3.2006 (Audited)**	**Year Ended 31.3.2007 (Audited)**	**Period ended 30.09.2007 (Certified)***
Sources of Funds				
Paid up Share Capital	9.50	37.45	63.77	63.77
Share Application Money	245.76	Nil	Nil	270.30
Reserves & Surplus (Exculding Revaluation Reserve)	2.03	256.51	520.44	523.72
Secured Loan	Nil	Nil	Nil	Nil
Unsecured Loan	Nil	Nil	Nil	Nil
Current Liabilities	1.19	24.03	24.35	70.93
Deferred Tax Liability	0.98	0.06	0.25	0.25
Total	**259.46**	**318.05**	**608.81**	**928.97**
Uses of Funds				
Net Fixed Assets	4.48	3.73	2.98	52.29
Investments	170.53	175.35	479.56	666.36
Current Assets, Loans and Advances	84.45	138.97	126.27	203.10
Miscellaneous Expenses not written off	Nil	Nil	Nil	7.22
Total	**259.46**	**318.05**	**608.81**	**928.97**

Other Financial Data	Year Ended 31.3. 2005 (Audited)	Year Ended 31.3.2006 (Audited)	Year Ended 31.3.2007 (Audited)	Period ended 30.09.2007 (Certified)*
Net Worth (Rs.in Lacs)	10.55	293.90	583.96	580.02
Dividend (%)	Nil	Nil	Nil	Nil
Earning Per Share (Rs.)	0.14	0.54	4.24	0.51
Return on Networth (%)	12.80	0.69	4.63	0.56
Book Value Per Share	1.11	78.58	91.53	90.91

* As Certified by Mr. S. K. Rawal, Chartered Accountant, (Membership No. 75891) partner of M/s. Rawal S. K. & Company, Chartered Accountants, Phone No. 9811118493 and having office at 1011, Kirti Shikhar, District Centre, Janakpuri, New Delhi-110058 has Certified vide their Certificate dated 30.11.2007.

Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued, Net Worth = paid up equity share capital + reserves and surplus(excluding revaluation reserves) -deferred tax liability - misc. expenses not written off.

The HDPL is not a Sick industrial undertaking

4.4.9 There is a Contingent Liabilities of Rs 27.50 lacs in respect of income surrendered by the Company due to search operation conducted by Income Tax Authority for the year ended March 31, 2007.

4.4.10 Reasons for rise/fall in Profit/Income from Operation during the relevant years.

There was increase in Net Profit for the year ended March 31, 2007 as Compared to the previous year due to increase in business income whichwas not shown during the year ended March 31, 2006 and shown during the year ended March 31, 2007 pursuant to order of Income Tax Department. The Income from operations has been decreased from Rs 124.74 lacs for the year ended 31.03.2006 to Rs 29.65 lacs for the year ended 31.03.2007 because earlier HDPL was doing business of advertising and marketing and in that business it has large clientele base. Meanwhile HDPL has change its business line of activity and enter in to Real Estate business and accordingly its source of income from advertising business was ceased, which affects its income from operation during the year ended 31.03.2007.The Company has shown income of Rs 27.50 lacs under the head Other Income during the year ended 31.03.2007 due to surrender of income of Rs 27.50 lacs as a result of Income Tax Department's search operation.

4.4.11 There is no litigation pending against the Heena Developers (P) Ltd.

4.4.12 SIGNIFICANT ACCOUNTING POLICIES

1. **System of Accounting:** The company maintains its accounts on accrual basis following the historical cost convention in accordance with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 1956.

2. **Fixed Assets & Depreciation**:The fixed assets are stated at historical cost less depreciation. Depreciation is charged on SLM Method at rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on assets purchased during a month has been charged on pro rata basis.

3. **Revenue Recognition**:The Company recognises revenue when service has been rendered.

4. **Investments**: All investment are valued at cost

5. **Valuation of Inventory**: Inventories are valued at cost or net realizable value whichever is less.

6. **Retirement Benefits**: Liabilities towards gratuity and leave encashment is charged to Profit & Loss Account in the year in which same are actually paid.

4.4.13 Heena Developers Private Limited has not promoted any Company since inception.

4.5 Disclosure in terms of Regulation 16(ix)

The Acquirer at present have no intention to sell, dispose of or otherwise encumber any significant assets of IFLPL in the succeeding two years, except in the ordinary course of business of IFLPL. IFLPL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Body Meeting of IFLPL.

4.6 The Acquirer have no full time directorships or Controlling stake in any listed company.

5 DISCLOSURE UNDER REGULATION 21(2)

The Offer (assuming full acceptance) would not result in public shareholding in the Target Company being reduced below the minimum level required as per the Listing Agreement entered with the Stock Exchange for the purpose of listing on continuous basis.

6. BACKGROUND OF THE TARGET COMPANY - IFL PROMOTERS LIMITED

6.1 IFLPL was originally incorporated as a Public Limited Company under the name Indcap Financial Limited vide Certificate of Incorporation dated June 02, 1992 issued by Registrar of Companies N.C.T of Delhi & Haryana. Further the name of the company was changed to IFL Promoters Limited vide fresh certificate of Incorporation dated March 26, 2007 issued by the Registrar of Companies, N.C.T of Delhi and Haryana. The Company at present has its Registered Office situated at M-64, Commercial Complex, Greater Kailash II, New Delhi-110048.Phone-011-29218668, 29218669.Fax-011-29212428.

6.2 At present IFLPL has been engaged in specialized financial services like project advisory, industrial research activities, project financing and Loan Syndication to Corporates.

6.3 The Authorised Share Capital of IFLPL as on the date of Public Announcement is Rs 325.00 Lacs, comprising of 32,50,000 equity shares of Rs 10/- (Rupees Ten Only) each. The issued, subscribed and paid-up equity share capital as on date of Public Announcement stood at Rs 300.84 Lacs comprising of 30,08,400 equity shares of Rs 10/- (Rupees Ten Only) each.

6.4 As on the date of PA, the Share Capital Structure of the Target Company is as given under:

Paid up Equity Shares of IFLPL	No. of Equity shares/ voting rights	% of Shares / voting rights
Fully paid-up equity shares	3008400	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	3008400	100.00
Total voting rights in the Target Company	3008400	100.00

6.5 There are no partly paid up shares in the target company.

6.6 The Current Capital structure of the company has been build up since inception as under:

Date of allotment	No of shares issued	% of shares issued	Cumulative paid up capital (in Rs.	Identity of allottees (promoters/ ex-promoters/ others)	Status of compliance
Subscriber to Memorandum & Articles	70	0.002	700	Subscribers to MOA	No compliance Pending
01.04.1993	400284	13.30	4003540	Private Placement to Promoters	
28.06.1993	157500	5.23	5578540	Private Placement to Promoters	
18.02.1994	478646	15.91	10365000	Private Placement to Promoters	
02.08.1994	13500	0.45	10500000	Private Placement to Promoters	
23.12.1994	1200000	39.89	22500000	Private Placement to Promoters	
02.02.1995	758400	25.22	30084000	Public Issue	
TOTAL	**3008400**	**100.00**			

6.7 The shares of "IFLPL" are listed at present on The Bombay Stock Exchange Limited. Also the shares of the IFLPL has been delisted from The Calcutta Stock Exchange Association Ltd, Madras Stock Exchange Ltd and The Delhi Stock Exchange Association Ltd vide stock exchange's letter no. CSEA/LD/537/2006 dated August 11, 2006, MSE/LD/PSK/731/705/04 dated June 22, 2004 and DSE/LIST/91 dated July 12, 2004 respectively. At present the shares of the Company are not suspended at the BSE.

6.8 There are no Outstanding Convertible Instruments like FCDs/PCDs/ Warrants in the Target Company.

6.9 The target company is fully complying with provisions of Chapter II of the regulations. The Promoters and other major shareholders of IFLPL is also complying with provisions of Chapter II of the Regulations.

6.10 The Current Promoters of the target Company are K S Bhutoria, Saroj Bhutoria, Kamal Singh Bhutoria (HUF), R.S. Bhutoria, Sohan Devi Bhutoria and T Veerabathran.

6.11 IFLPL is complying with requirements of the Listing Agreement entered with Stock Exchange, where its equity shares are listed. Further, no punitive action has been taken by the Stock Exchange against the target company.

6.12 The Composition of the Board of Directors of IFLPL as on the date of Public Announcement are as follows:

Sl. No.	Name of the Director	Designation	Qualification and Experience in Field/ No. of years	Residential Address	Date of Appointement
1	K S Bhutoria	Director	FCA and having 25 years of experience in Corporate Finance Restructuring, Fund Raising and Project Advisory	W-44, Greater Kailash-II, New Delhi-110048	02.06.1992
2	T Veerabathran	Director	FCA, ACS and having 20 years of experience in Finance, Accounts, Taxation, Project Financing, International Financing and Legal.	1, Second Cross Street, Kilpauk Garden Colony Chennai-600010	02.06.1992
3	Anil Bafna	Director	FCA and having 20 years of experience in Banking and Legal.	64, Vidhyut Abhiyanta Colony, C Block, Malviya Nagar, Jaipur	30.07.2003
4.	Jayadev Parthasarthy	Director	MBA and having 20 years of experience in Human Resource Identification, Development and Management Consulting.	GF-79, Navjeevan Vihar, Panchsheel I, Gitanjali Road, New Delhi-110017 19.01.2005	19.01.2005
5	K C Duggal	Director	FCA and having 40 years of experience in Finance and Accounts.	A-232, South City I, Gurgaon, Haryana	21.08.2007

None of the Directors representing the Acquirer.

6.13 The Brief details of financials of IFLPL are given as under:

(Rs. In Lacs)

Profit & Loss Statement	**Year Ended 31.03.2005 (Audited)**	**Year Ended 31.03.2006 (Audited)**	**Year Ended 31.03.2007 (Audited)**
Income from Operations	160.40	242.80	35.53
Other Income	86.73	15.93	23.38
Increase/Decrease in stocks	-	-	-
Total Income	**247.13**	**258.73**	**58.91**
Total Expenditure	177.99	34.79	23.11
Profit/ (Loss) Before Depreciation	**69.14**	**223.94**	**35.80**
Interest and Tax			
Depreciation	8.34	9.05	7.40
Interest	0.13	2.09	8.88
Profit/ (Loss) Before Tax	**60.67**	**212.80**	**19.52**
Provision for Tax	2.67	41.17	2.56
Profit/ (Loss) After Tax	**58.00**	**171.63**	**16.96**

Balance Sheet Statement	**Year Ended 31.03.2005 (Audited)**	**Year Ended 31.03.2006 (Audited)**	**Year Ended 31.03.2007 (Audited)**
Sources of funds			
Paid-up Share Capital	300.84	300.84	300.84
Reserves and Surplus (excluding revaluation reserve)	-	170.30	187.27
Secured Loan	8.28	166.26	90.41
Unsecured Loan	-	-	-
Current Liabilities & Provisions	12.95	20.15	9.48
Deferred Tax Liability	-	-	-
Total	**322.07**	**657.55**	**588.00**
Uses of Funds			
Net Fixed Assets	82.68	76.17	76.00
Investments	96.82	166.84	193.70
Current Assets	112.27	412.98	317.25
Misc. Expenses not written off	-	-	-
Profit/Loss Account Debit Balance	6.00	-	-
Total	**322.07**	**657.55**	**588.00**

Other Financial Data	**Year Ended 31.03.2005 (Audited)**	**Year Ended 31.03.2006 (Audited)**	**Year Ended 31.03.2007 (Audited)**
Networth (in Rs.)	294.84	471.14	488.10
Dividend (%)	-	-	-
Earnings per share (in Rs.)	1.93	5.86	0.56
Return on Net worth (%)	19.67	35.44	3.47
Book Value per Share (in Rs.)	9.80	15.66	16.22

Formula: - Return on Net Worth= (profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

The Details of Secured Loans during the year ended 31.03.2005, 31.03.2006 and 31.03.2007 are as under.

(Rupees in Lacs)

	31.03.2005	**31.03.2006**	**31.03.2007**
Loan from HDFC Bank	8.28	5.51	Nil
Overdraft with State Bank of Indore	Nil	60.75	90.41
Total	**8.28**	**166.26**	**90.41**

6.14. The Reason for fall/ rise in income and PAT in the relevant years are as under:

Year ended 31.3.2006

There was increase in Net Profit for the year ended March 31, 2006 as compared to the previous year due to decrease in overall expenses of the company during the year.

Year ended 31.3.2007

There was decline in net profit for the year ended March 31, 2007 as compared to the previous year due to decrease in receipt of professional income and also decrease in capital gain received during the year ended 2006 on account of sale of shares.

6.15 **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 acquired by the acquirer Which triggered off the Regulations (B)		Share/Voting rights to be acquired in the Open Offer (assuming full acceptance) (C)		Shareholding/voting Rights after the Acquition and Offer i. e. (A+B+C)	
		No.	%	No.	%	No.	%	No.	%
1	**Promoter Group**	1699839	56.50	(1699019)*	(56.47)*	Nil	Nil	820	0.03
	Total 1	1699839	56.50	(1699019)	(56.47)	Nil	Nil	820	0.03
2	**Acquirer**								
	(a) Heena Developers (P) Ltd	145000	4.82	910210	30.25	601680	20.00	1656890	55.07
	Total 2	**145000**	**4.82**	**910210**	**30.25**	**601680**	**20.00**	**1656890**	**55.07**
3	**Public (Other than Acquirer)**								
	FIs / MFs / FIIs / Banks	Nil	Nil	788809	26.22	**(601680)**	**(20.00)**	**1350690**	**44.90**
	Private Corporate Bodies	646425	21.49						
	Others (including public shareholders)	517136	17.19						
	Total 3	**1163561**	**38.68**	**788809**	**26.22**	**(601680)**	**(20.00)**	**1350690**	**44.90**
	Total (1+2+3)	**3008400**	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**3008400**	**100.00**

Notes:

· The data within bracket indicates sale of equity shares.

* As on 27.08.2007, Out of 1699019 shares sold by promoter group of target company, 910210 shares has been purchased by the Acquirer and remaining 788809 shares has been purchased by Public Shareholders through Open Market Purchases.

6.16 The Changes in the shareholding of the Promoters of the Target Company are as per the details mentioned below:

Year	No. of shares held by Promoters & PAC's	Paid up Equity Capital of the company	% of total capital	% change in shareholding Promoters	Type of Transactions/ Remarks
31.03.1997	2249950	3008400	74.79	-	-
31.03.1998	2249950	3008400	74.79	-	-
31.03.1999	2249950	3008400	74.79	-	-
26.04.1999	2244520	3008400	74.61	(0.18)	
31.03.2000	2244520	3008400	74.61	-	-
31.03.2001	2244520	3008400	74.61	-	-
31.03.2002	2244520	3008400	74.61	-	-
31.03.2003	2244520	3008400	74.61	-	-
04.04.2003	2171020	3008400	72.17	(2.44)	Disclosure filed under Regulation 7
16.06.2003	1972020	3008400	65.55	(6.62)	Disclosure filed under Regulation 7
18.06.2003	1861020	3008400	61.86	(3.69)	Disclosure filed under Regulation 7
31.03.2004	2008820	3008400	66.77	4.91	Disclosure filed under Regulation 7
31.03.2005	2008820	3008400	66.77	-	
31.03.2006	2008820	3008400	66.77	-	
31.03.2007	2008820	3008400	66.77	-	
24.08.2007	1699839	3008400	56.50	(10.26)	Disclosure filed under Regulation 7
27.08.2007	820	3008400	0.03	(56.47)	Disclosure filed under Regulation 7

6.17 As per the information received from the Target Company, the number of shareholders in IFLPL in public category as on the date of PA is 1468 (One Thousand Four Hundred Sixty Eight only).

6.18 The Company has complied with the conditions of Corporate Governance as envisaged under clause 49 of the listing agreement, statutory auditors of the Company have certified compliance of conditions of corporate governance, this certificate is attached with annual report of the Target Company for the year ended March 31, 2007.

6.19 As per the information received from the Target Company, the following litigation matters are pending by and against the Company:

Year	Name of the Cases	Courts/Authorities where the matters are pending	Amount Involved (Rs)
1995	Underwriting Commitment*	District and Session Judge, Ludhiana	5,73,615

* Girnar Fibres Limited entered into undedr writing agreement with the Underwriters in respect of its Public Issue during the year 1995. IFLPL had underwritten an amount of Rs. 9.90 lacs in the said Public Issue. Girnar Fibres Limited raised claim against IFLPL for Rs. 5.74 lacs due to not subscription of Public Issue fully. The matter referred to Arbitration Committee constituted by the Regional Stock Exchange. The Committee awarded the decision in favour of underwriters. Now Girnar Fibres Limited fild a case in Session Court, Ludhiana to set aside the order of Arbitration Committee and the matter is still pending.

6.20 The Name and Contact details of the Compliance Officer are as under:-

Name of the Compliance Officer	:	Mr. Amar Nath Jaiswal
Contact Address	:	M-64, Commercial Complex, GK-II, New Delhi-48
Contact Number	:	(011) 29218668-69-70
Fax No.	:	(011) 29212428

6.21 There are no Contingent Liabilities in the Company during the year ended March 2005, 2006 and 2007.

6.22 IFLPL is registered with Reserve Bank of India as a Non-Banking Finance Company (NBFC) without accepting public deposits under section 45IA of the Reserve Bank of India Act, 1934 vide RBI Registration No. 14.00188 and RBI's Certificate dated March 04, 1998.

6.23 There has been no merger/ Demerger, spin off during the past three years in IFLPL.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The equity shares of IFLPL are listed on The Bombay Stock Exchange Limited (BSE).

7.1.2 The shares of IFLPL have been frequently traded at The Bombay Stock Exchange Limited (BSE), where they are listed during the preceding six calender months prior to the month of Public Announcement. The annualized trading turnover during the preceding the six calendar months ended July 2007 at the BSE , where the shares of the company are listed as follows:

Name of the Stock Exchange	Total number of shares traded during February 2007 to July 2007	Total number listed shares	Annualised trading turnover (% of the total listed shares)
BSE	669747*	3008400	44.52%

* Source: www.bseindia.com

7.1.3 Based on the above information, as the annualized trading turnover is more than 5% of the total number of the listed shares, the equity shares are deemed to be frequently traded on BSE as per the date available with BSE (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997.

7.1.4 Following are the average of the weekly high and low of the closing prices and volume data for 26 weeks ended on August 30, 2007 i.e the weeks preceeding the date of P.A., at BSE, where the shares of the Company are most frequently traded. (Source: www.bseindia.com)

No of Week	Week Ended	Weekly High (Rs.)	Weekly Low (Rs.)	Average (Rs.)	Volume (No. of Shares)
1	08.03.2007	25.80	24.20	25.00	36361
2	15.03.2007	28.00	26.75	27.375	225452
3	22.03.2007	26.90	23.15	25.025	140236
4	29.03.2007	24.30	24.25	24.275	82385
5	05.04.2007	24.50	24.00	24.25	204
6	12.04.2007	Nil	Nil	Nil	Nil
7	19.04.2007	22.00	21.55	21.775	68150
8	26.04.2007	22.05	21.00	21.525	1200
9	03.05.2007	23.20	23.15	23.175	3900
10	10.05.2007	28.00	24.35	26.175	5297
11	17.05.2007	26.65	24.00	25.325	6350
12	24.05.2007	26.30	24.50	25.40	35860
13	31.05.2007	25.50	22.05	23.775	8061
14	07.06.2007	21.25	19.35	20.30	332
15	14.06.2007	25.40	22.90	24.15	27190
16	21.06.2007	25.00	23.95	24.475	184
17	28.06.2007	25.15	21.00	23.075	16905
18	05.07.2007	26.85	25.00	25.925	6791
19	12.07.2007	26.25	25.00	25.625	7860
20	19.07.2007	25.75	25.00	25.38	6475

21	26.07.2007	26.25	25.00	25.625	1100
22	02.08.2007	Nil	Nil	Nil	Nil
23	09.08.2007	26.25	25.00	25.625	252
24	16.08.2007	Nil	Nil	Nil	Nil
25	23.08.2007	26.90	24.50	25.70	548
26	30.08.2007	28.20	26.15	27.175	2220659
26 Weeks Average				**24.61**	

7.1.5 Following are the prices and volume data for 2 weeks ended on August 30, 2007 i.e the weeks preceeding the date of P.A., at BSE, where the shares of the company are most frequently traded.(Source: www.bseindia.com)

Day	Date	Daily High (Rs.)	Daily Low (Rs.)	Average (Rs.)	Volume (No. of Shares)
1	17.08.2007	Nil	Nil	Nil	Nil
2	18.08.2007	Nil	Nil	Nil	Nil
3	19.08.2007	Nil	Nil	Nil	Nil
4	20.08.2007	25.50	25.50	25.50	198
5	21.08.2007	24.50	24.50	24.50	50
6	22.08.2007	25.70	24.00	24.85	200
7	23.08.2007	26.90	26.90	26.90	100
8	24.08.2007	28.20	25.60	26.90	311052
9	25.08.2007	Nil	Nil	Nil	Nil
10	26.08.2007	Nil	Nil	Nil	Nil
11	27.08.2007	29.60	28.00	28.80	1858182
12	28.08.2007	31.05	28.15	29.60	40050
13	29.08.2007	28.00	26.75	27.375	8338
14	30.08.2007	27.85	25.45	26.65	3037
			2 Weeks Average	**26.79**	

7.1.6 Based on the above information, as the annualized trading turnover is more than 5% of the total number of the listed shares, the equity shares are deemed to be frequently traded on BSE as per the data available with BSE (Source: www.bseindia.com) within the meaning of explanation (i) to Regulation 20(5) of the SEBI (SAST) Regulations, 1997. In accordance with Regulation 20(4) 0f SEBI (SAST) Regulations, 1997, the Offer price of Rs 30.00 (Rupees Thirty only) per fully paid up equity shares is worked out on the following parameters.

(a)	Negotiated Price	N.A*
(b)	Highest Price paid by the Acquirer by way of allotment in a public or rights or preferential issue during the 26-week period prior to the date of PA.	Rs 29.60
(c)	Higher of (i) to (ii) below: Share price data of IFLPL on BSE, where it is most frequently traded, is as under:	
i.	The average of the weekly High and Low of the closing prices of the shares of IFLPL during 26 weeks period preceding the date of Public announcement.	Rs 24.61
ii.	The average of the daily High and Low of the prices of the shares of IFLPL during 2 weeks period preceding the date of Public announcement.	Rs. 26.79

(d) Other Financial Parameters	Based on the audited financial data for the year ended March 31, 2007
Return on Net Worth (%)	3.47
Book Value per share (Rs.)	16.22
Earning per share (Rs.)	0.56
Price Earning Multiple (with reference to the Offer price of Rs. 30.00 per share)	53.57
The average industry P/E for the sector in which operates (Source: Capital Market Journal, edition July 30 to August 12, 2007 (Industry Finance & Investments)	30.8

In view of the above the offer price of Rs. 30.00 is justified in terms of Regulations 20(4) of the SEBI (SAST) Regulations, 1997.

* The Negotiated Price is shown as Not Applicable because there is no agreement signed between the Acquirer and Sellers.

7.1.7 There is no non-compete agreement.

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

7.2 Financial Arrangements

7.2.1 Assuming full acceptance, the total requirement of funds for the Offer would be Rs. 1,80,50,400 (Rupees One Crore Eighty lacs Fifty Thousand Four hundred only). As per Regulation 28 of SEBI (SAST) Regulations, 1997 the Acquirer have deposited Rs 1,85,504 in an escrow account opened with Bank of Baroda, East of Kailash and also marked a lien against Fixed Deposit of an amount Rs 45,13,000 in favour of Chartered Capital And Investment Ltd, the Manager to the Offer being in aggregate excess of 25% of the maximum purchase consideration payable under this Offer in Compliance with SEBI (SAST) Regulations, 1997. The Acquirer has adequate resources to meet the financial requirements of the Offer. The acquisition will be financed through internal / personal resources like sale of investments and out of Reserves and Surplus and no borrowings from banks / FIs etc., is being made.

7.2.2 The Acquirer have duly empowered M/s Chartered Capital And Investment Limited, Manager to the Offer, to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

7.2.3 The Manager to the Offer, M/s Chartered Capital And Investment Limited, do hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations, 1997.

7.2.4 Mr. S. K. Rawal, Chartered Accountant, (Membership No. 7589) Partner of M/s. Rawal S.k. & Company, Chartered Accountants, Phone No. 9811118493 and having office at 1011, Kirti Shikhar, District Centre, Janakpuri, New Delhi-110058 has certified vide their Certificate dated 28.08.07 that the Net worth of the Acquirer as on 31.03.2007 is Rs. 584.21 Lacs. The Certificate also confirms that the Acquirer has adequate resources to fulfill its obligations under this Offer.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 Persons eligible to participate in the Offer

8.1.1 Registered shareholders of IFLPL and unregistered shareholders who own the equity shares of IFLPL any time prior to the date of Closure of the Offer, other than the Acquirer.

8.2 None of the shares of IFLPL are under Lock-in.

9. STATUTORY APPROVALS

9.1 The Offer is subject to the approval of Reserve Bank of India (RBI) if any, under the Foreign Exchange Management Act, 1999.

9.2 As on the date of Public Announcement, no approval from any Bank/Financial Institutions is required for the purpose of this Offer.

9.3 As on the date of Public Announcement, no other statutory approvals are required to be obtained for the purpose of this Offer.

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

9.5 SEBI has the power to grant extension of time to the Acquirer for payment of consideration to shareholders subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22 (12) of the SEBI (SAST) Regulations, 1997, if there is any delay in receipt of statutory approval. If, however, the delay in obtaining the requisite approval takes place on account of any willful default by the Acquirer, then provision contained in Regulation 22 (13) of the SEBI (SAST) Regulations, 1997 will also become applicable.

10. OTHER TERMS OF THE OFFER

10.1 The Offer is not subject to any minimum level of acceptances from shareholders.

10.2 Letters of Offer (hereinafter referred to as "**LOO**") will be dispatched to all the equity shareholders of IFLPL, whose names appear in its Register of Members on **Friday, September 14, 2007** the Specified Date, except to the Acquirer.

10.3 The Registrar to the Offer, **BEETAL Financial & Computer Services Pvt. Ltd**. has opened a special depository account with Central Depository Services (India) Limited ("CDSL") for receiving equity shares during the offer from eligible shareholders who hold equity shares in demat form.

10.4 All shareholders of the Target Company, other than the Acquirer, who own equity shares any time before the Closure of the Open Offer, are eligible to participate in the Offer.

10.5 Beneficial owners and **shareholders holding equity shares in the physical form**, will be required to send their share certificates, Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO, to the Registrar to the Offer either by Registered Post / Courier or by hand delivery 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. **January 08, 2008, Tuesday.**

10.6 Beneficial owners and **shareholders holding shares in the dematerialized form**, will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the LOO to the Registrar to the Offer either by Registered Post / Courier or by hand delivery 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., January 08, 2008, Tuesday, along with a photocopy of the delivery instructions in "**Off market**" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("**DP**"), in favour of **"BEETAL - Open Offer Escrow A/c for Heena Developers (P) Ltd" ("Depository Escrow Account")** filled in as per the instructions given below:

DP Name : Sam Global Securities Limited;

DP ID : 12019101

Client ID : 00349191

Depository : Central Depository Services India Limited- ("CDSL")

Shareholders having their beneficiary account in National Securities Depository Limited ("NSDL") have to use **inter-depository** delivery instruction slip for the purpose of crediting their equity shares in favour of the special depository account with CDSL.

10.7 In case of (a) shareholders who have not received the LOO, (b) unregistered Shareholders and (c) owner of the equity shares who have sent the equity shares to the Company for transfer, may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of equity shares held, distinctive numbers, folio numbers, number of shares offered along with the documents to prove their title to such equity shares such as broker note, succession certificate, original share certificate / original letter of allotment and valid equity share transfer deeds (one per folio), duly signed by all the shareholders (in case of joint holdings in the same order as per the specimen signatures lodged with IFLPL), and witnessed (if possible) by the Notary Public or a Bank Manager or the Member of the stock exchange with membership number, as the case may be, 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 January 08, 2008, Tuesday. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

10.8 In case of shareholders who have not received the LOO and holding equity 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 equity shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in para 10.6 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. January 08, 2008, Tuesday. Such equity shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

10.9 The following collection centre would be accepting the documents by Hand Delivery /Regd Post/Courier as specified above, both in case of shares in Physical and dematerialised form.

Address of the Collection Centre	Contact Person	Phone/Fax / Email
BEETAL Financial & Computer Services Pvt. Ltd. BEETAL House, 3rd Floor, 99, Madangir,Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062	Mr. Punit Mittal	Phone: 011 2996 1280 / 81 / 82/83 Fax: 011 2996 1284 Email: beetal@rediffmail.com

10.10 Shareholders who have sent their equity shares for dematerialisation need to ensure that the process of getting shares dematerialised is completed well in time so that the credit in the Depository Escrow Account should be received on or before 5.00 PM upto the date of Closure of the Offer, i.e. January 08, 2008, Tuesday else the application would be rejected.

10.11 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 upto three working days prior to the date of Closure of the Offer, i.e January 03, 2008. The withdrawal can also be exercised by submitting an application on a plain paper, alongwith the details such as name, address, distinctive nos., folio no., number of equity shares tendered, etc.

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

10.13 No indemnity is needed from unregistered shareholders.

10.14 Applications in respect of equity shares that are the subject matter of litigation Wherein the shareholder(s) may be precluded from transferring the equity shares during the pendency of the said litigation are liable to be rejected in case directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.

11 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

11.1 Where the number of equity shares offered for sale by the shareholders are more than the equity shares agreed to be acquired by Acquirer, the Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of IFLPL is 1{one} Equity Share.

11.2 Shareholders who have offered their equity shares would be informed about acceptance or rejecting of the Offer within 15 days from the date of Closure of the Offer. The payment to the shareholders whose shares have been accepted, and will be paid by Demand Draft only in favour of the first holder of equity shares within 15 days from the date of Closure of the Offer. For shares, which are tendered in electronic form, the bank account as obtained from the beneficiary position provided by the Depository will be considered and the payment will be issued with the said bank particulars. In case of acceptance on a proportionate basis, the 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. Shares held in dematerialised form to the extent not accepted will be credited back to the beneficial owner's depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement and the intimation of the same will be send to the shareholders.

11.3 The Registrar to the Offer will hold in trust the equity 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 IFLPL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are dispatched / returned.

11.4 The Acquirer reserves its right to reject the shares tendered in the Offer.

11.5 The shares and other relevant documents should not be sent to the Acquirer and Target Company.

12. GENERAL CONDITIONS

12.1 Shareholders of IFLPL who accept 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 closing of the offer i.e. January 03, 2008 in terms of regulation 22(5A) of SEBI (SAST) Regulations 1997.

12.2 The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

12.3 The intimation of returned shares to the Shareholders will be sent at the address as per the records of IFLPL / Depository as the case may be.

12.4 If there is any upward revision in the Offer Price (in terms of 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 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 successful shares tendered anytime during the Offer.

12.5 " If there is competitive bid:

12.5.1 The public offers under all the subsisting bids shall close on thesame date.

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

12.6 The Acquirer is holding 1055210 equity shares of the target company as on date of Public Announcement.

12.7 Wherever necessary some financial data has been rounded off to the nearest Lacs, million or crore (as the case may be), except where stated otherwise.

12.8 For further details please refer to the Letter of Offer and the Form of Acceptance-cum-Acknowledgement.

12.9 The Manager to the Offer i.e Chartered Capital And Investment Limited does not hold any shares in IFLPL as on the date of PA.

13. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at 13, Community Centre, East of Kailash, New Delhi - 110065 from 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

13.1 Net Worth Certificates issued by Mr. S.K. Rawal, Chartered Accountant Partner of Rawal S K & Company , Chartered Accountants, Certifying the net worth of the Acquirer and adequacy of financial resources with the Acquirer to fulfill its part of open Offer obligations.

13.2 Audited Annual Reports of IFLPL and HDPL for the years ended March 31, 2005, 2006 and 2007 and Certified Financial Data of HDPL for the period ended 30.09.2007.

13.3 Certificate of Incorporation, Memorandum & Articles of Association of IFLPL and HDPL.

13.4 Certificate from Bank of Baroda confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 1997 and Copy of Fixed Deposit against which lien marked in favour of Manager to the Offer.

13.5 Published copy of the Public Announcement, which appeared in the Newspapers on August 31, 2007 and Corrigendum to PA published on December 14, 2007.

13.6 Copy of letter from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

13.7 Copy of the agreement entered with DP for opening special account for the purpose of the Offer.

14. DECLARATION BY THE ACQUIRER

The Board of Directors of Heena Developers Private Ltd having its Registered Office at 9/9, South Patel Nagar, New Delhi, accept full responsibility for the information contained in this Letter of Offer (except for the information regarding the Target Company which has been compiled from the publicly available information) and for ensuring compliance with the Regulations.

All information contained in this document is as on the date of the Public Announcement, true unless stated otherwise.

For and on behalf of the Board of

Directors of Acquirer

Sd/-
(Anjana Gupta)

Place: New Delhi

Date: 14.12.2007

15. ENCLOSURES

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

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer)		
OFFER OPENS ON	**:**	**December 20, 2007 (Thursday)**
OFFER CLOSES ON	**:**	**January 08, 2008 (Tuesday)**
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,
Heena Developers Private Ltd
C/o Beetal Financial & Computer Services P. Ltd.
Beetal House, 3rd Floor, 99,
Madangir, Near Dada Harsukh Das Mandir,
New Delhi-110062

Dear Sir/s,

Sub: Open Offer to Acquire 6,01,680 fully paid up equity shares of Rs. 10/- each representing 20% of the total voting capital of IFL Promoters Limited at a price of Rs. 30.00 per fully paid equity share of Rs.10/- each by Heena Developers Private Ltd (Acquirer)

I / we, refer to the Letter of Offer dated 14.12.2007 for acquiring the equity shares held by me / us in IFL Promoters LIMITED.

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

I / We, unconditionally Offer to sell to the Acquirer the following equity shares in IFLPL held by me / us, at a price of Rs. 30.00 per fully paid-up equity share.

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

Ledger Folio No………………………...……… Number of share certificates attached……...........………..Representing ………………………… equity shares

Number of equity shares held in IFLPL		Number of equity shares Offered	
In figures	In words		In figures In words

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

2. I / We confirm that the equity shares of IFLPL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
3. 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.
4. 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.
5. 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.
6. I/We note and understand that the Shares would held in trust by the Registrar until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
7. 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.
8. 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 IFLPL:

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

---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.

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.			

Yours faithfully,

Signed and Delivered:

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

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

INSTRUCTIONS

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

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

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

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

I. The acceptance of the Offer made by the Acquirers is entirely at the discretion of the equity shareholder of IFLPL.

II. Shareholders of IFLPL to whom this Offer is being made, are free to Offer his / her / their shareholding in IFLPL 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

ACKNOWLEDGEMENT SLIP

Sub: Open Offer to Acquire 6,01,680 fully paid up equity shares of Rs. 10/- each representing 20% of the total voting capital of IFL Promoters Limited at a price of Rs. 30.00 per fully paid equity share of Rs.10/- each by Heena Developers Private Ltd (Acquirer)

Received from Mr. / Ms.. ……………………….……………………………………………….........................

Ledger Folio No/ -----------------Number of certificates enclosed..…………… under the Letter of Offer dated

______________________, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

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

Stamp

Authorised Signatory

Date

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

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir,
New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

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

OFFER OPENS ON	**December 20, 2007 (Thursday)**
LAST DATE OF WITHDRAWAL	**January 03, 2008 (Thursday)**
OFFER CLOSES ON	**January 08, 2008 (Tuesday)**
Please read the Instruction in Letter of Offer and overleaf before filling-in this Form of Withdrawal	

From:

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

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

To,
Heena Developers Private Ltd
C/o Beetal Financial & Computer Services P. Ltd.
Beetal House, 3rd Floor, 99,
Madangir, Near Dada Harsukh Das Mandir,
New Delhi-110062

Sub: Open Offer to Acquire 6,01,680 fully paid up equity shares of Rs. 10/- each representing 20% of the total voting capital of IFL Promoters Limited at a price of Rs. 30.00 per fully paid equity share of Rs.10/- each by Heena Developers Private Ltd (Acquirer)

Dear Sir,

I/We refer to the Letter of Offer dated 14.12.2007 for acquiring the equity shares held by me/us in **IFL Promoters 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 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.		No. of equity shares
		From	To	
1				
2				
3				
Total no. of Equity Shares				

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed will be held in trust for me/us by you and **authorize you not to remit** the consideration as mentioned in the Letter of Offer.

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

Yours faithfully,

Signed and Delivered:

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

Place:

Date:

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

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. **January 03, 2008. (Thursday)**
2. Shareholders should enclose the following:

   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.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company.
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, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from IFLPL. The facility of partial withdrawal is available only on to Registered shareholders.

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

Folio No.:

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,Near Dada
Harsukh Das Mandir,New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82,
Fax No.: 29961284
Contact Person: Mr. Punit Mittal

Received from Mr./Ms. Address ____ Form of withdrawal in respect of ___________ Number of Share Certificates representing __________ number of shares.	Serial No.: (Acknowledgement Slip)
	Signature of Official and Date of Receipt Stamp of Registrar to the Offer

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

Beetal Financial & Computer Services Pvt. Limited
Beetal House, 3rd Floor, 99, Madangir,
Near Dada Harsukh Das Mandir,
New Delhi-110062
E. Mail: beetal@rediffmail.com
Tel. No.: 29961281-82, Fax No.: 29961284
Contact Person: Mr. Punit Mittal