LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*This Letter of Offer is sent to you as shareholder(s) of **Navkar Builders 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 Navkar Builders 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

Mr Dakshesh Shah
1, Ashwaraj Bunglows, Near Prahalad Nagar Garden,
Anandnagar, Ahmedabad-380051, Tel No: 079-32943092

Mr. Samir Patel
Plot No. 368/1, Sector 22, Gandhinagar, Ahmedabad-382022
Tel No: 079- 23223652

And

Mr Ullas Shah,
B/64, Tirthbhoomi Apartment, Ellisbridge, Ahmedabad-380006, Tel No: 079-26430374

To

Acquire 20,20,520 fully paid up equity shares of Rs. 10/- each representing 20.00% of the fully expanded voting equity capital of the Target Company (including the entire share allotment as well as warrants) at a price of Rs. 10/- (Rupees Ten only) per fully paid equity share of Rs. 10/- each payable in cash Pursuant to the compliance with Regulation 10 & Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof

Of

NAVKAR BUILDERS LIMITED

Registered Office: 407, Sarita Complex, Behind Hotel Classic Gold, C.G. Road, Ahmedabad –380009.
Tel No: (079) - 26442293 Fax No (079) - 26468271

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 upon closure of the open offer once the basis of acceptance is determine, however as on today no Approval from RBI is required.
3. **To the best of knowledge of Acquirer, no statutory approval is required to implement the Offer.**
4. 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**. Wednesday, March 19, 2008.**
5. If there is any upward revision in the Offer Price by the Acquirer up to seven working days prior to the date of closure i.e. up to **Thursday, March 13, 2008**, 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.
6. **There is no competitive bid**
7. **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**

PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 9 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 17 TO 21)
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 & INVESTMENT LIMITED Contact Person: Mr. Vimlesh Bansal 301, Camy House, Cawasji Hormusji Street Marine Lines, Mumbai - 400002 Tel nos.: 022-22004271/73; Fax no.: 022-22004273; email: mumbai@charteredcapital.net	**PINNACLE SHARES REGISTRY PRIVATE LTD** Contact Person: Mr.Paresh Dave Near Asoka Mills, Naroda Road, Ahmedabad – 380025. Tel Nos. : 079 – 22204226 Fax No: 079 - 22202963 email : nbl.offer@psrpl.com

OFFER OPENS ON: WEDNESDAY, MARCH 05, 2008	OFFER CLOSES ON: WEDNESDAY, MARCH 19, 2008

Sr. No.	Activity	Original Day and Date	Revised Day and Date
1.	**Date of Public Announcement (PA)**	**Monday, December 17, 2007**	**Monday, December 17, 2007**
2.	Specified Date	Friday, January 04, 2008	Friday, January 04, 2008
3.	**Last Date for a Competitive Bid(s)**	Monday, January 07, 2008	Monday, January 07, 2008
4.	Date by which Letter of Offer will be dispatched to the Shareholders	Monday, January 28, 2008	Friday, February29, 2008
5.	**Offer Opening Date**	**Wednesday, February 06, 2008**	**Wednesday, March 05, 2008**
6.	**Last Date for the Revision of the Offer Price / Number of Equity Shares.**	Thursday, February 14, 2008	Thursday, March 13, 2008
7.	Last date to withdraw acceptance tendered by shareholders	Wednesday, February 20, 2008	Wednesday, March 19, 2008
8.	**Offer Closing Date**	**Monday, February 25, 2008**	**Monday, March 24, 2008**
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.	Tuesday, March 11, 2008	Tuesday, April 08, 2008

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DEFINITIONS

1.	Acquirers or The Acquirers	Mr Dakshesh Shah, Mr Samir Patel and Mr. Ullas Shah
2.	ASE	Ahmedabad Stock Exchange Limited
3.	BSE	Bombay Stock Exchange Limited, Mumbai
4.	DSE	The Delhi Stock Exchange Association Ltd
5.	EPS	Profit after tax / No. of Equity Shares
6.	FEMA	Foreign Exchange Management Act, 1999
7.	Form of Acceptance	Form of Acceptance cum Acknowledgement
8.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
9.	LOO, or Letter of Offer	Offer Document
10.	Manager to the Offer or, Merchant Banker	Chartered Capital and Investment Limited
11.	NBL or Target Company	Navkar Builders Limited i.e. Target Company
12.	Net Asset Value/ Book Value per Share	(Equity Capital + Free Reserve excluding of Revaluation reserve – Debit balance of Profit & Loss A/c – Miscellaneous expenditure not written off) / No. of Equity Shares
13.	Net worth	Equity Capital + Free Reserve excluding of Revaluation reserve – Debit balance of Profit & Loss A/c – Miscellaneous expenditure not written off
14.	Offer or The Offer or Open Offer	20,20,520 fully paid up Equity shares of Rs.10/- each representing 20.00% of the fully expanded voting equity capital of the Target Company (including the entire share allotment as well as warrants) at a price of Rs.10/- (Rupees Ten only) per equity share payable in cash.
15.	Offer Price	Rs.10/- (Rupees Ten only) per equity share/ Voting Share Capital of Rs.10/-fully paid up equity shares each payable in cash.
16.	Persons eligible to participate in the Offer	Registered shareholders of Navkar Builders Limited, and unregistered shareholders who own the equity shares of Navkar Builders Limited any time prior to the Offer closure other than the Acquirers and Navkar Fiscal Services Private Limited (Existing Promoter)
17.	Post Preferential share/ or Expanded Capital	1,01,02,600 fully paid equity shares of Rs. 10/- each of the Target Company (i.e. after allotment of 20,00,000 Equity Shares issued on Preferential basis and after conversion of 40,00,000 warrants into 40,00,000 Equity Shares issued on Preferential basis)
18.	Preferential Issue	Allotment of 20,00,000 fully paid up equity shares of face value of Rs. 10/- each representing 32.77% of voting / equity capital of NBL's post allotment of equity shares on preferential basis but pre conversion of Warrants and 40,00,000 convertible warrants entitling the warrant holder to apply for the equal number of equity shares of Face Value Rs. 10/- each representing 39.59% of voting / equity capital of NBL's post allotment of equity shares on preferential basis and post conversion of Warrants into equity shares of the Target Company for cash at an exercise price of Rs. 10.00 each in accordance with the applicable provisions of SEBI DIP Guidelines.
19.	Public Announcement or **"PA"**	Announcement of the Open Offer made by The Acquirers, which appeared in the newspapers on Monday, December 17, 2007.
20.	RBI	Reserve Bank of India
21.	Registrar or Registrar to the Offer	Pinnacle Shares Registry Private Ltd
22.	Return on Net worth	Profit after Tax / Net worth
23.	SEBI	Securities and Exchange Board of India
24.	SEBI (SAST) Regulations, 1997 or Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
25.	SEBI Act	Securities and Exchange Board of India Act, 1992
26.	SKSE	Saurashtra Kutch Stock Exchange
27.	Specified Date	Friday, January 04, 2008
28.	Target Company	Navkar Builders Limited

1. **RISK FACTORS**

   i. **Risk in Associating with the Transaction**

      1. **To the best of knowledge of Acquirer, no statutory approval is required to implement the Offer.**

   ii. **Risk in Associating with the Offer**

      1. **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 NBL, whose shares have been accepted in the offer as well as the return of shares not accepted by the acquirers, may be delayed.**
      2. **The acquirers intends to make an offer for 20.00% of the voting capital amounting to 20,20,520 equity shares of NBL under the SEBI (SAST) regulations, 1997. Further, the shares tendered in the offer will lie to the credit of a designated escrow account, till the completion of the offer formalities. Accordingly, the acquirers make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.**
      3. **In the event of over-subscription to the offer, the acceptance will be on a proportionate basis.**

   iii. **Risk in Associating with the Acquirer**

      1. **The Acquirer makes no assurance of market price of shares of the Target Company during or after the offer.**
      2. **The Acquirer makes no assurance with respect to financial performance of the Target Company.**

      The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of NBL 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 NBL are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

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 NAVKAR BUILDERS 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, CHARTERED CAPITAL AND INVESTMENT LIMITED HAVE SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 26, 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 This open offer is being made by **Mr Dakshesh Shah, Mr Samir Patel & Mr Ullas Shah** *(the **Acquirers***") Indian residents, residing at 1, Ashwaraj Bunglows, Near Prahalad Nagar Garden, Anandnagar, Ahmedabad-380051, residing at Plot No. 368/1, Sector 22, Gandhinagar, Ahmedabad-382022 and residing at B/64, Tirthbhoomi Apartment, Ellisbridge, Ahmedabad-380006 respectively to the equity shareholders except to the Acquirers of **Navkar Builders Limited**, a company incorporated and duly registered under the Companies Act, 1956, and having its registered office at 407, Sarita Complex, Behind Hotel Classic Gold, C.G. Road, Ahmedabad –380009 ("***NBL***"/"***Target Company***").

3.1.2 Pursuant to in compliance with Regulation 10 & Regulation 12 of the Takeover Regulations, Acquirers is hereby making an Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of NBL to acquire 20,20,520 equity shares of Rs. 10/- each representing 20.00% of the fully expanded voting equity capital (including the entire share allotment as well as warrants) of **"*NBL*"** at a price of Rs.10/- (Rupees Ten only) per fully paid up equity share/ Voting Rights (hereinafter referred to as "**the Offer Price**") fully paid equity shares payable in cash (hereinafter referred as "**the Offer**").

3.1.3 The Board of Directors of Navkar Builders Limited has passed Board resolution on November 06, 2007 pursuant to the provisions of Section 81(1A) and other applicable provisions if any, authorising the preferential allotment of 20,00,000 fully paid up equity shares of Rs 10/- each representing 32.77% of voting / equity capital of NBL's post allotment of equity shares on preferential basis but pre conversion of Warrants at a price of Rs. 10.00 per equity share aggregating to Rs. 200.00 Lac and 40,00,000 Convertible warrants entitling the warrant holder to apply for the equal number of equity shares of Face Value Rs. 10/- each representing 39.59% of voting / equity capital of NBL's post allotment of equity shares on preferential basis and post conversion of Warrants into equity shares of the Target Company for cash at an exercise price of Rs. 10.00 each at any time within 18 months from the date of issue into Equal number of fully paid-up Equity shares of Rs 10/-each at par**("Preferential Issue")** in accordance with the guidelines for preferential issues contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 and subsequent amendments thereto **("SEBI DIP Guidelines").**

3.1.4 The Preferential issue as mentioned above has been approved and authorised by the Shareholders of the Target company by passing a Special Resolution in the Extra-ordinary General Meeting held on November 30, 2007 and the allotment has been made on 27.12.2007.

3.1.5 The details of the Proposed allottees in Preferential Issue are as under

Sr. No.	Name of the Applicant (Proposed Allottee)	Category	No. of Equity Shares of Rs. 10/- each proposed to be allotted (Preferential Shareholders)	No. of Warrants proposed to be allotted (Warrant holders)
1	NAVKAR FISCAL SERVICES PVT LTD	Promoter	-	2,600,000
2	DAKSHESH RAMESHCHANDRA SHAH	Director	666,666	-
3	SAMIR CHANDUBHAI PATEL	Director	666,667	-
4	ULLAS MANUBHAI SHAH	Director	666,667	-
5	OTHER NON PROMOTERS ALLOTTEES (7 allottees)	Non-Promoters*	-	14,00,000
	TOTAL		20,00,000	40,00,000

***Non promoters allottees shown above in the table are neither PAC with Acquirers nor PAC with existing Promoters.**

3.1.6 Pursuant to proposed acquisitions of equity shares as mentioned under Para 3.1.5 and also management control of the Target Company, Acquirers are required to make an offer to the shareholders of the Target Company under Regulation 10 and 12 of SEBI (SAST) Regulations 1997, to acquire shares from other Shareholders by making a PA in terms of the Regulation.

3.1.7 Prior to the aforementioned Preferential Issue, the Acquirers Collectively hold 3,04,900 Equity Share/ Voting Right in the Target Company.

3.1.8 The Target Company also proposes to issue 26,00,000 warrants convertible at the option of the holder at any time within 18 months from the date of issue into Equal number of fully paid-up Equity shares of Rs 10/-each at par to the Existing Promoter i.e. Navkar Fiscal Services Private Limited

3.1.9 Upon completion of this open offer in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, the change in Management control of Target Company shall be effected.

3.1.10 The Acquirers and the Target Company have not 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.

3.1.11 As on the date of PA, the Acquirers collectively hold 3,04,900 equity shares, which represents 7.43% of voting / equity capital of NBL pre preferential issue of the Target Company, out of which Mr. Dakshesh Shah holds 1,00,100 equity shares, Mr. Samir Patel holds 1,04,800 equity shares and Mr Ullas Shah holds 1,00,000 equity shares, which represents 2.44%, 2.55% and 2.44% respectively the existing voting / equity capital (Pre Preferential Issue) of NBL.

3.1.12 The Acquirers has not acquired any shares of NBL during the past 12 months prior to the date of PA except Mr. Dakshesh Shah, who acquired 100,100 equity shares on 19/04/2007 at a price of Re.1/- Per share, Mr. Samir Patel, who acquired 1,04,800 equity shares on 22/04/2007 at a price of Rs. 1/- per equity Shares and Mr Ullas Shah acquired 1,00,000 equity Shares on 20/04/2007 at a Price of Rs. 1/- per Shares.

3.1.13 As a result of the above preferential allotment of 20,00,000 Equity Shares, Acquires will hold 23,04,900 Equity Shares of the company which represent 37.77% of the Equity Shares/ voting rights (post preferential issue but pre conversion of Warrants) of the Target Company. However, after conversion of entire 40,00,000 warrants into equity shares, the Acquirers shareholding will be 22.81% of the equity Shares/ voting capital of the Target Company. On conversion of the warrants, Takeover Code may get triggered and may invite an obligation on the part of warrant holders to give an open offer as per the provisions of Takeover code.

3.1.14 Acquirers have not acquired any shares of the Target Company after the date of Public Announcement i.e. Monday, December 17, 2007 up to the date of Letter of Offer.

3.1.15 The Acquirers are Directors on the Board of Directors of the Target Company as on the date of PA, Mr. Dakshesh Shah is Managing Director, whereas Mr.Samir Patel and Mr Ullas Shah are Joint Managing Director.

3.1.16 Acquirers has given undertaking that they will recuse themselves and not participate in any matter(s) concerning or relating to the offer including any preparatory steps leading to the offer and to ensure the compliance u/r 22(9) of SEBI (SAST) Regulation 1997

3.2 The Offer

3.2.1 The Acquirers have made a Public Announcement in all the editions of the following newspapers, namely***, Financial Express (English), Financial Express (Gujarati), Jansatta (Hindi) and Navshakti (Marathi)*** which appeared on Monday, December 17, 2007 in terms of Regulation 15 and pursuant to Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997. **The Public Announcement is also available on the SEBI website at *www.sebi.gov.in***

3.2.2 The Acquirer are making an offer in terms of SEBI (SAST) Regulations 1997 to the shareholders of NBL to acquire 20,20,520 fully paid up equity shares **("Shares")** of the Target Company **(the "Offer Size")** representing 20.00% of the fully expanded voting equity capital of the Target Company at a price of Rs.10.00 (Rupees Ten only) each **(the "Offer Price"),** to be paid in cash, subject to the terms and conditions mentioned hereinafter. These equity shares are to be acquired by the acquirers, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.3 There are no partly paid up equity shares in Target Company.

3.2.4 For the purpose of this offer, Acquirer are PAC with each other.

3.2.5 This is not a competitive bid

3.2.6 The Offer is not subject to any minimum level of acceptances from the shareholders i.e. it is not a conditional offer.

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

3.3 Object of the Offer

3.3.1 The Offer is pursuant to the allotment of 20,00,000 equity shares to the Acquirers on the preferential basis, the Acquirers will hold 23,04,900 Equity shares which represent 37.77% Equity Capital/ voting rights of the Target company on the expanded capital before conversion of 40,00,000 warrants and 22.81% Equity Capital/ voting Rights on the expanded capital (after conversion of 40,00,000 warrants into equity shares / voting rights) of the Target Company. After the completing the proposed Open Offer, the Acquirers will achieve substantial acquisition of equity shares and voting rights along with existing Promoters of the company, accompanied with effective management control over the Target company. Hence, this Offer is pursuant to Regulation 10 and 12 and other applicable provisions of the Regulations involving substantial acquisition of shares or voting rights with management control over the Target Company.

3.3.2 The object and the purpose of the acquisition is to expand the current business operations of the Target company by bringing additional fund for the project of Ready Mix Concrete (RMC) Plant and for long term working capital of the company and also in future Company intend to set up more RMC plants.

3.3.3 The Acquirers are not intend to change existing line of business of the Target Company, Acquirers will start Ready Mix Concrete Plant as mentioned in Para 3.3.2 above and also proposes in further to set up more RMC Plant. The Board of Directors of NBL will take appropriate business decisions from time to time in order to improve the performance of the Target Company.

3.3.4 The Acquirers does not intend to make any changes in the Board of Directors of the Target Company at present. The Acquirers are Directors on the Board of Directors of the Company, Mr. Dakshesh Shah is Managing Director of the Target Company whereas Mr.Samir Patel and Mr Ullas Shah are Joint Managing Director of the Target Company.

4 BACKGROUND OF THE ACQUIRERS

4.1 Mr. Dakshesh Shah

4.1.1 Mr. Dakshesh Shah s/o Shri Rameshchandra Shah, aged 34 years, an Indian Resident residing at residing at 1, Ashwaraj Bunglows, Near Prahalad Nagar Garden, Anandnagar, Ahmedabad-380051 Tel. No.079- 32943092

4.1.2 He is B.S Electronics by qualification and experience of 10 years in industrial supplies of Textile chemicals and Packaging materials.

4.1.3 Mr. Anil Bohra , Proprietor of M/s Anil Bohra & Associates, Chartered Accountants having office at 704,P.B. Parekh Tower, opp. Vanijya Bhavan, Diwan Ballubhai Road, Kankaria, Ahmedabad, Phone No. +91- 79-25471562, (Membership No: 122723) has vide certificate dated 13th December, 2007 certified that the Net worth of Mr Dakshesh Shah, as on 12.12.2007 is Rs. 527.57 lacs and that he has sufficient means to fulfil the obligations under this offer.

4.1.4 The provisions of chapter II of SEBI Takeover Regulations does not apply to him till date.

4.1.5 He has not acquired any shares/voting rights of the target company during twelve months prior to the date of PA except 100,100 equity shares on 19/04/2007 at a price of Re.1/- Per share

4.1.6 He does not hold any positions on the Board of directors in any listed company except in the Target Company in which he is Managing Director.

4.1.7 He is not full time director in any company.

4.1.8 He has not promoted any company except the followings:

4.1.8.1 Parshva Texchem (India) Private Limited

4.1.8.2 Parshva Aluminium Company Private Limited

4.2 Mr. Samir Patel

4.2.1 Mr. Samir Patel S/o Shri Chandubhai Patel, aged 35 years, an Indian Resident residing at Plot No. 368/1, Sector 22, Gandhinagar, Ahmedabad-382022 Tel No 079- 23223652

4.2.2 He is B.E. Civil by qualification and has experience of 14 years in construction activities.

4.2.3 Mr. Anil Bohra, Proprietor of M/s Anil Bohra & Associates, Chartered Accountants having office at 704,P.B. Parekh Tower, opp. Vanijya Bhavan, Diwan Ballubhai Road, Kankaria, Ahmedabad, Phone No. +91- 79-25471562, (Membership No: 122723) has vide certificate dated 13th December, 2007 certified that the Net worth of Mr Samir Patel, as on 12.12.2007 is Rs. 293.76 lacs and that he has sufficient means to fulfil the obligations under this offer.

4.2.4 The provisions of chapter II of SEBI Takeover Regulations does not apply to the him till date

4.2.5 He has not acquired any shares/voting rights of the target company during twelve months prior to the date of PA except 1,04,800 equity shares acquired on 22/04/2007 at a price of Rs. 1/- per equity Shares

4.2.6 He does not hold any positions on the Board of directors in any listed company except in the Target Company in which he is Joint Managing Director.

4.2.7 He is not full time director in any company.

4.2.8 He has not promoted any company except the followings:

4.2.8.1 Parshva Aluminium Company Private Limited

4.3 Mr.Ullas Shah

4.3.1 Mr. Ullas Shah s/o Shri Manubhai Shah, aged 31 years, an Indian Resident residing at B/ 64, Tirthbhoomi Apartment, Ellisbridge, Ahmedabad-380006 Tel.No.079- 26430374

4.3.2 He is B.Com, A.C.A by qualification and has experience of 3 years in Furniture manufacturing.

4.3.3 Mr. Anil Bohra , Proprietor of M/s Anil Bohra & Associates, Chartered Accountants having office at 704,P.B. Parekh Tower, opp. Vanijya Bhavan, Diwan Ballubhai Road, Kankaria, Ahmedabad, Phone No. +91- 79-25471562, (Membership No: 122723) has vide certificate dated 13th December, 2007 certified that the Net worth of Mr Ullas Shah, as on 12.12.2007 is Rs. 334.45 Lacs and that he has sufficient means to fulfil the obligations under this offer.

4.3.4 The provisions of chapter II of SEBI Takeover Regulations does not apply to him till date.

4.3.5 He has not acquired any shares/voting rights of the target company during twelve months prior to the date of PA except 1,00,000 equity Shares acquired off market on 20/04/2007 at a Price of Rs. 1/- per Shares.

4.3.6 He does not hold any positions on the Board of directors in any listed company except in the Target Company in which he is Joint Managing Director.

4.3.7 He is not full time director in any company.

4.3.8 He has not promoted any company except the followings:

4.3.8.1 Gurjar Systems Private Limited.

4.3.8.2 Parshva Aluminium Company Private Limited

4.4 Other details about Acquirer

4.4.1 The acquirers have deposited Rs.55.00 Lacs in Escrow account which is more than 25 % of the amount required for open offer.

4.4.2 Mr Dakshesh Shah, Mr Samir Patel and Mr. Ullas Shah are not related to each other but are person acting in concert with each other for this offer.

4.4.3 There is no agreement between the acquirers in respect to acquisition of shares, acquired in Open Offer. However the shares acquired in the Open Offer will be transferred to the acquirers on the basis of amount of money put by them or as mutually agreed upon by them.

4.4.4 The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of NBL in the succeeding two years, except in the ordinary course of business of NBL. NBL'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 NBL, The Management would take appropriate decisions in these matters, as per the requirements of business and in line with opportunities or changes in the economic scenario, from time to time.

4.4.5 The Acquirers initially going to start Ready Mix Concrete Plant as mentioned in Para 3.3.2 above and also proposes in further to set up more RMC Plant. The Board of Directors of NBL will take appropriate business decisions from time to time in order to improve the performance of the Target Company.

4.5 Details of Companies Promoted by Acquirers

4.5.1 Gurjar Systems Private Limited

4.5.1.1 The Company was incorporated as Private Limited Company on 6th April 1995 vide incorporation certificate issued by the Registrar of Companies Gujarat, Dadra & Nagar Haveli, Ahmedabad in the name & style of Chintech Infosys Private Limited and the name of the company has changed to Gurjar Systems Private Limited on 8th June 2006 by fresh certificate of Incorporation issued by ROC, Gujarat, Dadra & Nagar Haveli, Ahmedabad.

4.5.1.2 The Company is engaged in business of printing, however the operations of the company are insignificant.

4.5.1.3 The Brief Financial performance of the company are as follows:

(Rs in lacs)

Particulars	Year ended 31.03.2005 (Audited)	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	Six Months Ended 30.09.2007*
Equity Capital	1.05	1.05	1.05	1.05
Free Reserves (Excluding Revaluation Reserve)	0.22	0.21	0.08	0.08
Total Income	(0.03)	(0.01)	(0.12)	-
Profit After Tax	(0.03)	(0.01)	(0.12)	-
Earnings Per Share (Each Share Rs. 10/- paid up) (Rs) (Not annualized)	(0.27)	(0.11)	(1.18)	-
Net Asset Value (per share of Rs 10/- each) (Rs)	11.33	11.40	10.79	10.79

*As certified by statutory auditors

4.5.1.4 The Company is not sick Industrial Undertaking.

4.5.2 Parshva Texchem(I) Private Limited

4.5.2.1 The Company was incorporated as Private Limited Company on 10th June 2003 vide incorporation certificate issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli in the name & style Parshva Texchem(I) Private Limited.

4.5.2.2 The Company is engaged in trading activity.

4.5.2.3 The Brief Financial performance of the company are as follows:

(Rs in lacs)

Particulars	Year ended 31.03.2005 (Audited)	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	Six Months Ended 30.09.2007*
Equity Capital	1.00	1.00	1.00	1.00
Free Reserves (Excluding Revaluation Reserve)	(1.06)	0.01	0.03	0.93
Total Income	(2.78)	8.53	6.63	3.04
Profit After Tax	(0.54)	1.06	0.03	0.90
Earnings Per Share (Each Share Rs. 10/- paid up) (Rs) (Not annualized)	(5.40)	10.60	0.30	9.00
Net Asset Value (per share of Rs 10/- each) (Rs)	(2.07)	9.04	9.83	18.78

*As certified by statutory auditors of the Comapny

4.5.2.4 The Company is not sick Industrial Undertaking

4.5.3 Parshva Aluminium Company Private Limited

4.5.3.1 The Company was incorporated as Private Limited Company on December 08, 2006 vide incorporation certificate issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli in the name & style Parshva Aluminium Company Private Limited.

4.5.3.2 The Company is engaged in business of manufacturing of aluminium foil (on assignment basis) and the project is at implementation level.

4.5.3.3 The Brief Financial performance of the company are as follows:

(Rs in lacs)

Particulars	Year ended 31.03.2007 (Audited)	Six Months Ended 30.09.2007*
Equity Capital	5.00	5.00
Free Reserves (Excluding Revaluation Reserve)	0.37	-
Total Income	25.82	-
Profit After Tax	0.37	(3.40)
Earnings Per Share (Each Share Rs. 10/- paid up) (Rs)(Not annualized)	0.74	-
Net Asset Value (per share of Rs 10/- each) (Rs)	10.74	

*As certified by statutory auditors

4.5.3.4 The Company is not sick Industrial Undertaking

5 DELISTING OPTION TO THE ACQUIRERS

In the event, pursuant to this Offer and along with shareholding of existing Promoters, the Public Shareholding in the Target Company may fall below 25% of equity share capital of the company, the Acquirers will, in accordance with Regulation 21(2) of the SEBI (SAST) Regulations, 1997, facilitate the target company to raise the level of Public Shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchanges within the specified time and in accordance with the prescribed procedure under amended clause 40A(viii) of the Listing Agreement and in compliance with SEBI (SAST) Regulations, 1997.

The acquirers have intended not to delist the Target Company in the next 3 years from the Stock Exchange.

6 BACKGROUND OF THE TARGET COMPANY - NAVKAR BUILDERS LIMITED (NBL)

6.1 NBL was originally incorporated as Navkar Builders Private Limited on 02nd June, 1992 under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli, as a Private Limited Company (Company Registration No.04-17761). Subsequently the Company was converted into Public Limited Company and a fresh certificate of incorporation was obtained on 21st April, 1995.The Company has its Registered Office at 407, Sarita Complex, Behind Hotel Classic Gold, C.G. Road, Ahmadabad –380009, Phone No. 079-26442293,Tele Fax: 079-26468271, email: navkarbuilders@yahoo.co.in

6.2 Navkar Fiscal Services Pvt Ltd is the Promoter of the Target Company.

6.3 Navkar Fiscal Services Pvt Ltd. is a company incorporated under the Companies Act 1956 as private Limited company vide incorporation certificate issued on 09th December 1993 by Registrar of Companies, Gujarat, Dadra & Nagar Haveli, as “Krishnakeshav Fiscal Services Pvt Ltd” and subsequently the name of the company was changed to “ Navkar Fiscal Services Pvt Ltd” vide fresh certificate of incorporation dated 01st May 1995, having Registered Office at 408, Sarita Complex, Behind Hotel Classic Gold, C. G. Road, Ahmedabad- 380009

6.4 NBL was incorporated with the object of construction and real estate business. The Company has diversify into Ready Mix Concrete (RMC) Plants and the company is setting up its first plant at Plot no 444-A, Survey no.276/1, 276/2, AMBAPUR, DIST : GANDHINAGAR.

6.5 As on the date of PA, the authorized share capital of the Target Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) , comprising of 1,20,00,000 equity shares of Rs.10/- (Rupees Ten Only) each. As on 31.03.2007 the paid up shares Capital of the target company was Rs. 4,56,13,500 comprising 50,24,900 issued and subscribed Share Capital out of which 4097800 are fully paid equity shares and 9,27,100 shares was Party paid up. The paid up capital of the company as on date of PA is 41,02,600 fully paid up equity shares of Rs 10/- each and during the current Financial year 9,22,300 Partly Paid up shares has been forfeited on 27th August 2007 by the company..

6.6 The authorised share capital of NBL as on Date of PA is Rs. 12,00,00,000 (Rupees Twelve Crores only), comprising of 1,20,00,000 equity shares of Rs 10/- (Rupees Ten each) each. The paid-up equity share capital as on date of PA is Rs.456.37 Lacs comprising of 41,02,600 fully paid up equity shares of Rs 10/- (Rupees Ten each).

Paid up Equity Shares of NBL	No. of Equity Shares/ voting rights	% of Shares / voting rights
Fully paid-up equity shares	41,02,600	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	41,02,600	100.00
Total voting rights in the Target Company	41,02,600	100.00

6.7 The current capital structure of the Target Company has been build up since inception as under:

Date of allotment	No. of equity shares issued	% of shares issued	Cumulative paid up capital in Rs.	Mode of allotment	Identity of allotees (promoters/ ex-promoters/others)	Status of compliance
02-06-1992	1,000	0.02	10,000	Cash	Subscriber to the M&A	Done
01-03-1995	12,000	0.24	130,000	Bonus	Promoter	Done
27-03-1995	4,75,000	9.45	48,80,000	Cash	Promoter	Done
09-05-1995	4,72,000	9.39	96,00,000	Cash	Promoter	Done
13-12-1995	11,04,000	21.97	2,06,40,000	Cash	Promoter	Done
27-01-1996	29,60,900	58.92	5,02,49,000	Cash (IPO)	Public	Done
27-08-2007 (Forfeited)	(9,22,300)	(18.35)	4,10,26,000			Done
Total	**50,24,900**	**100.00**				

6.8 The shares of Company are not suspended by BSE and the entire subscribed capital is listed.

6.9 The equity shares of Target Company are presently listed on Bombay Stock Exchange Ltd, Mumbai (BSE) only. The equity shares of the Company was listed on Ahmedabad Stock Exchange (ASE), Delhi Stock Exchange (DSE) and Saurashtra Kutch Stock Exchange (SKSE), however the Company has made application for voluntary delisting from ASE, DSE and SKSE and the shares of the company got voluntary delisted from stock exchange w .e f 28.01.2005, 20.01.2005 and 31.03.2005 respectively vide their letter dated 24/01/2005, 19/01/2005 and 30/07/2005 respectively.

6.10 **There are no outstanding convertible instruments / warrants, except 40,00,000 Warrants to be issued pursuant to shareholder approval in Extra Ordinary General Meeting dated 30th November, 2007 which has been allotted on 27.12.2007 the outstanding warrants has been considered while calculating voting rights of Target company for the purpose of open offer size, which has been taken into consideration as per Regulation 21(5).**

6.11 **There are no partly paid up shares in the company.**

6.12 The Acquirers, 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) Regulation 1997, if any on time.

6.13 NBL has complied with requirements of the Listing Agreement and no penal action is initiated by the BSE, where its equity shares are listed.

6.14 The composition of the Board of Directors of NBL as on the date of Letter of Offer is as follows:

S. No.	Name of the Director	Designation	Qualification	Experience	Residential Address	Date of Appointment
1	Dakshesh Shah	Director	BS Electrical	4 Years in Aluminium Field	1, Ashwaraj Bunglow,Nr. Prhlad Nagar, Garden, Anandnagar Ahmedabad	19-05-07
2	Ullas Shah	Director	C.A	3 Years in Plastic field	B/64, Tirthbhumi Apt,Nr. Law Garden, Opp. Thakorbhai Desai Hall, Ellisbridge, Ahmedabad-380006	19-05-07
3	Samir Patel	Director	B.Com	10 Years in Building & Construction	Plot No. 368/1, Sector- 22 Ghandhinagar, 382022	19-05-07
4	Prakashbhai Shah	Director	B.Com	25 Years in Printing Press	35, Vasnatkund Soc, Nava Sarda, Mandir Road, Ahmedabad-380007	11-06-07
5	Sunil Bohara	Director	C.A. (practice)	Practising C.A	P B Prakash Tower, D B Road, Kankaria, Ahmedabad-380022	11-06-07
6	Piyush Jain	Director	B.Com	4Years in Building & Construction	1, Sankatal Society, Commerce Road, Ellisbridge, Ahmedabad-380013	31-07-07
7	Bhanvarlal Jain	Director	12th Pass	10 Years in Building & Construction	G.B .24, Shivaji Enclave, New Delhi-110027	06-02-92
8	Dinesh Jain	Director	B.Com	3Years in Building & Construction	G.B .24, Shivaji Enclave, New Delhi-110027	24-04-95
9	Shailesh Shah	Director	B.Com	6 years in construction field	1981, Nagjibhaini Pole, Mandvi Pole, Manek Chowk, Ahmedabad-380001	09-10-07
10	Ramesh Patel	Director	B.Com	10 years in Fabrication of steel and construction	Plot No. 494/1, Sector-8B, Near Ch-2 Circle, Gandhinagar-382008	09-10-07

Acquires, Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah are Director on the board of Target Company and they will recuse themselves and not participate in any matter(s) concerning or relating to the offer including any preparatory steps leading to the offer and to ensure the compliance u/r 22(9) of SEBI (SAST) Regulation 1997.

6.15 There has been no merger / de-merger, spin-off during the past three years in NBL.

6.16 Audited financial information of NBL for the financial year ended on March 31, 2005, 2006, 2007 and Certified financial information for 8 months ended 30.11.2007 is given below

Profit and Loss Statement (Rs in lacs)

Sr. No.	Profit & Loss Statement	Year ended 31.03.2005 (Audited)	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	8 Months Ended 30.11.2007*
1.	Income from Operations	33.20	9.29	18.10	14.30
2.	Other Income	3.04	9.45	18.21	0.09
3.	Total Income	36.24	18.74	36.31	14.39
4.	Total Expenditure	33.50	17.58	30.59	10.16
5.	Profit before Depreciation, Interest and Tax	5.72	4.54	7.96	4.23
6.	Depreciation	2.98	3.31	2.25	0.00
7.	Interest	0.00	0.07	0.00	0.00
8.	Profit before Tax	2.74	1.16	5.71	4.23
9.	Provision for Tax	1.12	0.64	3.25	1.44
10.	Deffered Tax Liabilities/(Assets)	-0.48	-0.21	-7.71	0.00
11.	Profit after Tax	2.10	0.73	10.17	2.79

Balance Sheet Statement (Rs in lacs)

Sr. No.		Year ended 31.03.2005 (Audited)	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	8 Months Ended 30.11.2007*
	Sources of Funds				
1	Paid up Share Capital	456.10	456.13	456.13	456.37
2	Reserves & Surplus				
	(Excluding Revaluation Reserve)	29.10	29.84	40.01	42.80
3	Networth	485.20	485.97	496.14	499.17
4	Secured loans	0.00	0.00	0.00	72.01
5	Unsecured ioans	0.00	0.00	0.00	3.72
6	Deferred Tax Liability	7.94	7.72	0.00	0.00
7	**Total**	**493.14**	**493.69**	**496.14**	**574.90**
	Uses of Funds				
8	Net Fixed Assets (including CWIP)	43.51	37.99	0.00	168.71
9	Investments	0.00	0.00	0.00	0.00
10	Net Current Assets	449.37	455.70	496.14	406.19
11	Miscellaneous Expenses not written off	0.26	0.00	0.00	0.00
12	**Total**	**493.14**	**493.69**	**496.14**	**574.90**

Other Financial Data (Rs in lacs)

Sr. No.		Year ended 31.03.2005 (Audited)	Year ended 31.03.2006 (Audited)	Year ended 31.03.2007 (Audited)	8 Months Ended 30.11.2007*
1	Dividend (%)	-	-	-	-
2	Earning Per Share (Rs. in)	0.05	0.02	0.22	0.07
3	Return on Networth (%)	0.43	0.15	2.05	0.56
4	Book Value Per Share	10.58	10.60	10.80	12.17

*As certified by Statutory Auditors of the company

Note: Numerators of shares for Earning per shares, and Book value per shares has been calculated after giving effect of partly paid up equity shares and forfeited equity shares

Secured loan as on 30.11.2007 amounting to Rs. 72.01 Lacs are due to Centurion Bank of Punjab Limited and Unsecured Lans of Amounting Rs. 3.72 is due to Manubhai Shah Rs.3.00 Lacs,Nehal Shah Rs 0.18Lacs, Nirav Patel Rs. 0.20 Lacs, Bharatbhai Patel Rs.0.17 Lacs and Ashok Panchal Rs. 0.17 Lacs.

In the year 2004-05, the company was in construction business and had a turnover of Rs. 36.24 lacs during the year 2005-06 the company has stopped construction activities and therefore the turnover was reduced to Rs. 9.29 lacs and during the same period the company earned the interest income of Rs 9.45 Lacs and therefore the PAT has reduced from Rs 2.10 Lacs to Rs. 0.73 Lacs for the same period.

In the year 2006-07, the Company started the construction activity once again and achieved Turnover of Rs. 18.10 lacs and has also earned interest income of Rs. 18.20 lacs and in the same period the company has written back deferred tax liability amounting Rs. 7.71 lacs during the year and therefore the Profit of the Company after Tax has increased to Rs. 10.17 Lacs,

During the current financial year 2007-08 Company is doing construction activities on contract basis and also putting up RMC Plant the total turn over of the company upto 30.11.2007 is Rs 14.39 Lacs and PAT is Rs. 2.29 Lacs

6.17 The Company is not a Sick Company undertaking

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

Sr. No	Shareholders Category	shareholding & voting rights prior to preferential allotment		preferential allotment of 20,00,000 equity shares which triggered off the regulation		shareholding/voting rights to be acquired in offer (assuming full acceptance)		shareholding/voting rights after offer (after conversion of 40,00,000 warrants)	
		shares	%	shares	%	shares	%	shares	%
1	Promoter (Navkar Fiscal Services P Ltd)	2043500	49.81	0	-	0	-	4643500	45.96
	Total (1)	**2043500**	**49.81**	**0**	**-**	**0**	**-**	**4643500**	**45.96**
2	Acquirers								
2(1)	Dakshesh Shah	100100	2.44	666666	10.92	2020520	20.00%	4325420	42.81
2(2)	Samir Patel	104800	2.55	666667	10.92				
2(3)	Ullas Shah	100000	2.44	666667	10.92				
	Total (2)	**304900**	**7.43**	**2000000**	**32.77**	**2020520**	**20.00%**	**4325420**	**42.81**
3	**Public**								
3(1)	Public other than, 3(2)	1754200	42.76	0	-	-2020520	-20.00%	1133680	11.22
3(2)	FIs/MFs/FIIs/ Banks, SFIs	0	-	0	-	0	0	0	-
	Total (3)	**1754200**	42.76	**0**	-	**-2020520**	-20.00%	**1133680**	11.22
	Grand Total	**4102600**	100.00	**6102600**	100.00			**10102600**	100.00

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

Navkar Fiscal Services P Ltd (Promoter) vide its letter dated 09.02.2008 has confirmed that they will not Participate in this offer made by the acquirers

6.19 *The number of shareholders* in NBL was 1647 as on date of P.A other than Acquirers *and there were no NRI* shareholders.

6.20 There is no change in the shareholding of the promoters group since 20.02.1997 i.e. the date on which SEBI (SAST) Regulations 1997 came into effect till PA, other than 11,03,900 equity shares of Rs.10/- each fully paid up of the target company, which represent 21.97 % of its equity capital and represent 26.93 % voting capital, which has been transferred on 16.05.2007 as inter se promoters transfer for which exemption application has been filled with SEBI u/r 3 (1) (e) on 18/05/2007. SEBI may take action against the promoter for non -compliance of regulation 3(3) of the Regulation.

6.21 The Company has complied with the conditions of Corporate Governance clause as envisaged under Clause 49 of listing Agreement, statutory auditors of the Company have certified compliances of conditions of corporate governance and this certificate is attached with annual report of the Target Company.

6.22 There is no litigation against the Company.

6.23 Ms. Urmi Shah, Company Secretary, is the Compliance officer of the company, her address is 203, Shivganga Apt, Near Saibaba Temple, Sattadhar, Ghatlodiya , Ahmedabad– 380061 Tel no: (079) 30920841and Fax No: (079) - 26578113.

7 OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The equity shares of NBL are listed on Bombay Stock Exchange Limited, Mumbai only.

7.1.2 The relevant date for this offer is 06th November, 2007, i.e. the date of Board resolution authorizing the Preferential Issue.

7.1.3 The annualized trading turnover during the preceding six calendar months ended *May 2007 to* October, 2007 (Six Calendar Months Preceding the Month of relevant date) in each of the Stock Exchange where the shares are listed is as follows:

Sr. No.	*Name of the Stock Exchange*	*Total number of shares traded during May 2007 to October 2007***	*Total number of listed shares*	*Annualised trading turnover(% of the total listed shares)*
1.	BSE	5,500	41,02,600	0.27 %
As per official website of Stock Exchanges, Mumbai (www.bseindia.com)				

As per official website of Stock Exchanges, Mumbai (www.bseindia.com)

7.1.4 The shares of **"*NBL*"** are listed on The Stock Exchange, Mumbai only. The shares of the Target Company are infrequently traded on BSE (Source: www.bseindia.com) as mentioned in Para 7.1.3 above. In view of the above, the price paid by the Acquirers for the above acquisition is Rs.10.00 per share and the offer price of Rs.10.00 per share is justified in terms of Regulation 20 of SEBI (SAST) Regulations, 1997

7.1.5 The offer price of Rs.10/- is justified in terms of Regulation 20 of the SEBI (SAST) Regulations 1997, since the annualized trading turnover is less than 5% of the total number of the listed shares, the equity shares are deemed to be infrequently 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 of SEBI (SAST) Regulations, 1997, the Offer price of Rs.10.00 (Rupees Ten only) per fully paid up equity shares is worked out on the following parameters:

a.	Negotiated Price under the Acquisition		N.A
b.	Highest Price paid by the Acquirer or PAC's for acquisition including Public or Rights or preferential issue during the 26 weeks prior to Relevant Date (i.e. the date of Board Meeting authorizing Preferential Issue)		N.A
c.	Price paid under preferential allotment made to the Acquirers any time upto date of closure of the Offer		Rs.10/-
d.	Highest average Price calculated as per Regulation 20(4)(c) during the 26 weeks preceding the Relevent date or the 2 weeks preceding the Relevent date.		N.A.
e.	Other parameters		
	I	***Based on audited results as on March 31, 2007***	
	i.	Return on Networth (%)	2.05
	ii.	Book Value (Rs.)*	12.09
	iii.	Earnings per share (Rs. per equity share of face value of Rs. 10/- each)*	0.25
	iv.	Price to Earnings ratio (Based on Closing Price of Rs. 14.12 on relevent date)	56.48
	v.	Fair value per share of NBL considering the decision of Honourable Supreme Court of India in case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (83 Company Cases 30) wherein the Apex Court has opined that the fair value of a Listed Company could be assessed based on weighted basis. ***(Certificate for Fair Value of equity shares from Jugal Kishore Agarwal (Membership No.-35554) Partner of J&K Agarwal & Company , Chartered Accountants , Independent Chartered Accountants dated 13.12.2007)****	Rs 4.90

*The Paid up share capital of the Company as on date of PA is 41,02,600 equity shares of Rs. 10/- fully paid up each. As on 31.03.2007 the paid up shares Capital of the target company was Rs. 456.13 Lacs representing 5024900 issued Share, out of that 40,97,800 equity shares were fully paid up and 9,27,100 shares were Partly paid up, out of which 9,22,300 Partly Paid up shares had been forfeited on 27th August 2007 by the company and therefore all the ratio has been calculated based on present paid up capital of the company i.e. 41,02,600 fully paid up equity shares.

7.1.6 **Hence, based on the above facts, the Offer Price of Rs. 10/- is justifiable in terms of Regulation 20.**

7.1.7 There is no non-compete agreement.

7.1.8 If the Acquirers 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 The Acquirers has adequate resources to meet the financial requirement of the Open Offer. The Acquirers has firm arrangement for the resources required to complete the Open Offer in accordance with the SEBI (SAST) Regulations, 1997 and no borrowing from any Bank/ Financial Institution is being made for this purpose.

7.2.2 Mr. Anil Bohra , Proprietor of M/s Anil Bohra & Associates, Chartered Accountants having office at 704,P.B. Parekh Tower, opp. Vanijya Bhavan, Diwan Ballubhai Road, Kankaria, Ahmedabad, Phone No. +91- 79-25471562, (Membership No: 122723) has vide certificate dated 13th December, 2007 certified that the Net worth of Mr Dakshesh Shah, Mr Samir Patel and Mr. Ullas Shah as on 12.12.2007 is Rs. 527.57 Lacs, Rs. 293.76 Lacs and Rs. 334.45 Lacs respectively and the liquidable current assets including Cash and bank balance of Mr. Daksesh Shah, Mr. Samir Patel and Ullas Shah, as on 12.12.2007 are Rs. 244.04 lacs, Rs. 247.17 Lacs and Rs. 142.05 Lacs respectively and that they have sufficient means to fulfil the obligations under this offer.

7.2.3 Assuming full acceptance, the total requirement of funds for the Offer would be Rs.2,02,04,000/- (Rs. Two Crores Two lacs Four Thousand Only). The Acquirers has already made firm arrangements for the financial resources required to implement the Offer. As per Regulation 28, Acquirers has opened an Escrow Account with **ORIENTAL BANK OF COMMERCE, Kandivali (East) Branch, 16/16-A, Row House, Thakur Complex, Kandivali (E), Mumbai-400101 and have deposited Rs 55.00 Lacs (Rupees Fifty Five Lacs Only), being more than 25% of the amount required for the Open Offer.**

7.2.4 The Acquirers has 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 and lien has been marked in favour of Chartered Capital & Investment Limited on the said Escrow a/c.

7.2.5 The Manager to the Offer, M/s Chartered Capital and Investment Limited, 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.

8 TERMS AND CONDITIONS OF THE OFFER

8.1 Persons eligible to participate in the Offer

8.1.1 Registered shareholders of NBL and unregistered shareholders who own the equity shares of NBL any time prior to the date of Closure of the Offer, other than the Acquirers and Navkar Fiscal Services Private Limited(Existing Promoter)

8.1.2 Regarding acceptance of Lock-in Shares, whether acquired pursuant to the agreement or the offer, the same can be acquired by the Acquirers subject to continuation of the residual lock-in period in the hands of the Acquirers and there shall be no discrimination in the acceptance of locked in and not locked in shares.

8.2 Statutory Approvals

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

8.2.2 No approval from any bank or financial institutions is required for the purpose of this Offer, to the best of the knowledge of the Acquirers.

8.2.3 As on the date of Public Announcement, to the best knowledge of the Acquirers, no other statutory approvals are required to be obtained for the purpose of this Offer. If any other statutory approvals are required or become applicable, the Offer would be subject to the receipt of such other statutory approvals. The Acquirers will not proceed with the Offer in the event that such statutory approvals that are required are refused in terms of Regulation 27 of the Regulations

8.2.4 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 Acquirers for payment of consideration to shareholders subject to Acquirers agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of wilful default by the Acquirers in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

8.3 Others

8.3.1 Accidental omission to despatch 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.

8.3.2 This Letter of Offer has been mailed to all the shareholders of NBL, whose names appeared on the Register of Members of NBL as on **Friday, January 04, 2008** being the **Specified Date.**

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

8.3.4 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.

8.3.5 Equity shares that are subject to any charge, lien or encumbrance are liable to be rejected.

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

9.1 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 or registered post, as the case may be, at the address mentioned in Para 9.16 below in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The Registrar to the Offer, **Pinnacle Shares Registry Private Ltd** has opened a special depository account with **Axis Bank Limited (Depository- National Securities Depository Limited- ("NSDL")**

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

9.3 Beneficial owner 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, so as to reach them on or before 1730 hours upto the date of closure of the offer i.e. **Monday, March 24, 2008.**

- 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 NBL.
- 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 NBL or on the Share Certificate issued by NBL) as per the specimen signature(s) lodged with NBL 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.

9.4 Beneficial owners and **shareholders holding shares in the dematerialised form**, 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 or before 1730 hours up to the date of closure of the offer i.e. **Monday, March 24, 2008** along with

- a Form of Acceptance cum Acknowledgement, duly completed and signed in accordance with the instructions contained therein by sole/all shareholders whose names appear (in case of joint holdings) in the same order in which their names appear in their beneficiary account;
- a photocopy of the delivery instructions in "**Off-market**" mode or counterfoil of the delivery instruction in "**Off-market**" mode, duly acknowledged by the Depository Participant ("DP"), in favour of **"Pinnacle Shares Registry Private Ltd –NBL-Open offer – Escrow Account"** ("Depository Escrow Account") filled in as per the instructions given below:

DP Name	**:**	**Axis Bank Limited**
DP No	**:**	**IN300484**
Client ID Number	**:**	**13057932**
Depository	**:**	**National Securities Depository Limited- ("NSDL")**

- Delivery Instruction: Special attention should be paid to the following:
- Beneficial owners, who hold equity Shares of NBL in dematerialised form, are required to execute an **"off-market"** trade by tendering the Delivery Instruction for debiting their beneficiary account with their concerned depository participant and crediting the above-mentioned account. The credit in the Depository Escrow Account should be received on or before the Offer Closing Date; i.e., **Monday, March 24, 2008**, else the application would be rejected.
- 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**.

9.5 A copy of the No Objection Certificate / Tax Clearance Certificate if obtained from the Indian tax authorities by the shareholders (applicable to NRIs/OCBs/FIIs).

9.6 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.

9.7 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 share in NBL.

9.8 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.

9.9 **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 dematerialised is completed well in time so that the credit in the Escrow Depository Account can be received on or before 1730 hours up to the Offer Closing Date i.e. **Monday, March 24, 2008**, else the application would be rejected.

9.10 **No document should be sent to the Acquire or to NBL or to the Manager to the Offer**.

9.11 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 **1730 hours** up to the date of closure of the offer i.e. **Monday, March 24, 2008**.

9.12 Persons who own equity shares of NBL any time prior to the date of Offer Closure, but are not registered holders, can tender their equity shares for purchase by the Acquirers, 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 recognised Stock Exchange, only at the address of Registrar to the Offer as mentioned hereinabove:

An unregistered shareholder can send his / her / their application to the Registrar to the Offer on the address mentioned hereinabove, 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 1730 hours on*** **Monday, March 24, 2008*.***

9.13 No indemnity is required from the unregistered shareholders.

9.14 In case the Share Certificate(s) and the instrument(s) of transfer are lodged for transfer with NBL, then **the Form of Acceptance** should be accompanied by (i) the Share Transfer Deed(s) and (ii) the acknowledgement of lodgement or receipt issued by NBL 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 lodgement or receipt issued by NBL. 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 lodgement or receipt issued by NBL.

9.15 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 9.4 above, so as to reach the Registrar to the Offer on or before 1730 hours up to the date of Closure of the Offer **i.e. Monday, March 24, 2008**. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

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

Address of Registrar to the Offer:

Sr. No.	Address of Registrar to the Offer	Business Hours	Mode of Delivery
1.	**Pinnacle Shares Registry Private Ltd** **Contact Person: Mr.Paresh Dave** Near Asoka Mills, Naroda Road, Ahmedabad – 380025, Tel: +91-79-22204226 Fax: +91-79-22202963 Email: nbl.offer@psrpl.com	**Monday to Friday** 1030 hours to 1730 hours **Saturday** 1030 hours to 1330 hours	Hand Delivery / Courier/ Registered Post

Holidays: Sundays and Bank Holidays

9.17 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 NBL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are despatched / returned.

9.18 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. **Wednesday, March 19, 2008.** 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 1730 hours up to the last date of withdrawal i.e**. Wednesday, March 19, 2008.**

9.19 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.

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

9.21 In case of dematerialised 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 of the delivery instruction in "off market" mode, duly acknowledged by the DP, in favour of the "**Pinnacle Shares Registry Private Ltd – NBL-Open offer – Escrow Account"** ("Depository Escrow Account").

9.22 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.

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

9.24 Acquirers will acquire all the 20,20,520 fully paid-up equity shares of Rs 10/- each tendered in the Offer with valid applications.

9.25 Method of Settlement

9.25.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirers, Acquirers will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of 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 NBL is 100 {Hundred}.

9.25.2 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 NBL 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 Acquirers only upon the fulfilment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

9.25.3 On fulfilment of all the conditions herein mentioned, the Letter of Offer and Form of Acceptance, the Acquirers 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 NBL whose equity shares are accepted by the Acquirers at his address registered with NBL/ DP. **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.**

9.25.4 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.

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

9.25.6 The Acquirers shall endeavour to complete all procedures relating to the Offer within Fifteen Days from the date of Closure of the Offer (**i.e. Tuesday, April 08, 2008)**, including payment of consideration to the shareholders of NBL whose equity shares are accepted for purchase by the Acquirers.

9.25.7 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 Acquirers before remitting the consideration, from the Income Tax Authorities under Income Tax Act, 1961. In case the aforesaid No Objection Certificate/Tax Clearance Certificate is not submitted, the Acquirers 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 Acquirers will send the proof of having deducted and paid the tax along with the payment consideration.

9.25.8 In case of non-receipt of any of statutory approvals, if any required, 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 Acquirers 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.

9.26 General

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

9.26.2 Neither the Acquirers 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), and copy of delivery instructions or other documents.

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

9.26.4 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.

9.26.5 If there is any upward revision in the Offer Price (Regulation 26) by the Acquirers till the last day of revision, viz., at any time up to 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.

9.26.6 There is no competitive bid

9.26.7 The Acquirers does not hold any shares of the Target Company as on the date of this offer other than those mentioned in Para 3.1.3

9.26.8 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 1730 hours up to three working days prior to the date of Closure of the Offer, i.e. Wednesday, March 19, 2008, as mentioned in Para 9.19

9.26.9 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 **web-site: <u>www.sebi.gov.in</u>**.

10 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 301, Camy House, Cawasji Hormusji Street, Marine Lines, Mumbai-400 002 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.

10.1 Undertaking from the Acquirers, stating full responsibility for all information contained in the PA and the Letter of Offer

10.2 A copy of memorandum of understanding between The Manager of the offer and The Acquirers.

10.3 Copy of Notice to the Shareholders of Extra Ordinary General Meeting of Target company for approving Preferential issue dated 06.11.2007

10.4 Certified true copy of Board Resolution Authorising Preferential Isuue.

10.5 Certified true copy of Special resolution passed by shareholders of the company in the E.G.M held on 30.11.2007 authorising preferential issue.

10.6 Certificate for Fair Value of equity shares from Jugal Kishore Agarwal (Membership No.-35554) Partner of J&K Agarwal & Company , Chartered Accountants , Independent Chartered Accountants dated 13.12.2007

10.7 Annual Reports of NBL for years ended on March 31, 2005, 2006 and 2007.

10.8 Certificate from Auditor of NBL, Jasmin B Shah, Proprietor of M/s J B Shah & Co., Chartered Accountants (Membership No.46238) dated December 18, 2007 certifying financials of NBL for year ended March 31, 2005, March 31, 2006 and March 31, 2007 and 8 months ended 30 November 2007.

10.9 Certificate from Auditor of Parshva Alluminium Co. Pvt Ltd certifying financials for year ended March 31,2007 and 6 months ended 30 September 2007.

10.10 Certificate from Auditor of Parshva Texchem (I) Pvt Ltd certifying financials for year ended March 31, 2005, March 31,2006 and March 31,2007 and 6 months ended 30 September 2007

10.11 Certificate from Auditor of Gurjar Systems Pvt Ltd certifying financials for year ended March 31, 2005, March 31,2006 and March 31,2007 and 6 months ended 30 September 2007

10.12 Certificate from Oriental Bank of Commerce confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 1997 dated December 14, 2007.

10.13 Published copy of the PA, which appeared in the newspapers on Monday, December 17, 2007

10.14 A copy of the agreement with the Depository Participant Axis Bank Limited for opening a special depository account for the purpose of the offer with the Registrar to Issue.

10.15 Certificate from Mr. Anil Bohra , Proprietor of M/s Anil Bohra & Associates, Chartered Accountants (Membership No: 122723) dated 13th December, 2007 certifying the Net worth of Mr Dakshesh Shah, Mr Samir Patel and Mr. Ullas Shah as on 12.12.2007 .

10.16 Copy of Letter from Navkar Fiscal Services P Ltd (Promoter) dated 09.02.2008 confirming that they will not Participate in this offer made by the acquirers

10.17 Observation letter no CFD/DCR/TO/SKM/117884/08 dated February 20, 2008 on the draft Letter of Offer filed with the Securities and Exchange Board of India.

11 DECLARATION BY THE ACQUIRERS

11.1 The Acquirers, Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah accept full responsibility for the information contained in this Letter of Offer and also for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations, 1997.

11.2 Each of the Acquirers will be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations, 1997

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

Mr. Dakshesh Shah	**Mr. Samir Patel**	**Mr. Ullas Shah**
(Acquirer)	**(Acquirer)**	**(Acquirer)**

Place: Mumbai

Date: 27th February 2008

12. 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	**:**	**Wednesday, March 05, 2008**
OFFER CLOSES ON	**:**	**Monday, March 24, 2008**
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,
Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah,
C/o Pinnacle Shares Registry Private Ltd
Near Asoka Mills, Naroda Road,
Ahmedabad – 380025.

Dear Sirs,

Sub: *Open Offer to acquire 20,20,520 equity shares of Rs. 10/- each representing 20.00% of the fully expanded voting / equity capital (including the entire share allotment as well as warrants) of Rs. 10/- each of Target Company at a price of Rs. 10/- (Rupees Ten only) per fully paid equity shares by Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah*

I / We, refer to the Letter of Offer dated 27th February 2008_ for acquiring the equity shares held by me / us in **Navkar Builders 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 **Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah,** (hereinafter referred to as the “Acquirers”) the following equity shares in Navkar Builders Limited (hereinafter referred to as “NBL”), held by me / us, at price of Rs.10.00 per fully paid-up equity share.

SHARES HELD IN PHYSICAL FORM

3. I/We and 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 CSL		**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				

- **TEAR HERE** -

ACKNOWLEDGEMENT SLIP

Open *Offer to acquire 20,20,520 equity shares of Rs. 10/- each representing 20.00% of the fully expanded voting /equity capital (including the entire share allotment as well as warrants) of Rs. 10/- each of Target Company at a price of Rs. 10/- (Rupees Ten only) per equity share fully paid equity shares by* Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah

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.**		**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:**
Pinnacle Shares Registry Private Ltd.,
Near Asoka Mills, Naroda Road, Ahmedabad-380025. Ph No: +91-79- 22204226 - 22200338,
Fax:+91-79- 22202963 Email: nbl.offer@psrpl.com, Contact person: Mr. Paresh Dave

SHARES HELD IN DEMATERLISED FORM

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

4. I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled Pinnacle Shares Registry Private Ltd –NBL-Open offer – Escrow Account" ("Depository Escrow Account") details are as under:
   DP Name : Axis Bank Limited Limited
   DP No : IN300484
   Client ID Number : 13057932
   Depository : National Securities Depository Limited- ("NSDL")
5. I / We confirm that the equity shares of NBL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
6. I / We authorize the Acquirers to accept the equity shares so offered or such lesser number of equity shares that the Acquirers may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirers to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
7. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these equity shares. I / We agree that the Acquirers may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
8. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirers makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are despatched to the shareholders, as the case may be.
9. I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirers makes payment of purchase consideration as mentioned in the Letter of Offer.
10. 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.
11. I / We irrevocably authorise the Acquirers to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with NBL/D P :

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with Navkar Builders Limited): ______

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.			

Yours faithfully,
Signed and Delivered:

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

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

INSTRUCTIONS

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

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

3 Signature(s) other than in English, Hindi, Marathi, 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 NBL.

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

5. Business Hours : Mondays to Friday : 10:30 hours to 17:30 hours

Saturday : 10:30 to 13:30 hours

Holidays : Sundays and Bank Holidays

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

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

OFFER OPENS ON	**:**	**Wednesday, March 05, 2008**
LAST DATE OF WITHDRAWAL	**:**	**Wednesday, March 19, 2008**
OFFER CLOSES ON	**:**	**Monday, March 28, 2008**
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,

Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah,
C/o **Pinnacle Shares Registry Private Ltd**
Near Asoka Mills, Naroda Road, Ahmedabad – 380025.

Dear Sirs,

Sub: ***Open*** *Offer to acquire 20,20,520 equity shares of Rs. 10/- each representing 20.00% of the fully expanded voting / equity capital (including the entire share allotment as well as warrants) of Rs. 10/- each of Target Company at a price of Rs. 10/- (Rupees Ten only) per equity share fully paid equity shares by* Mr. Dakshesh Shah, Mr. Samir Patel and Mr. Ullas Shah

I/We refer to the Letter of Offer dated 27th February 2008for acquiring the equity shares held by me/us in **Navkar Builders 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')

SHARES HELD IN PHYSICAL FORM

Sr. No.	**Certificate No.**	**Distinctive No(s)**		No. Of Shares
		From	To	
Total number 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.

- **TEAR HERE** -

Folio No.\DP ID Client ID:

Serial No.:
(Acknowledgement Slip)

Pinnacle Shares Registry Private Ltd.,
Near Asoka Mills, Naroda Road, Ahmedabad - 380025
Ph No: +91-79- 22204226 - 22200338 Fax:+91-79-22202963
Email: nbl.offer@psrpl.com
Contact person: Mr. Paresh Dave

Signature of Official and Date of Receipt	Stamp of Registrar to the Offer

Received from Mr./Ms. ____________________

Address ____________________

____

Form of withdrawal in respect of __________ Number of Share

Certificats representing __________ number of shares.

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

Pinnacle Shares Registry Private Ltd.,
Near Asoka Mills, Naroda Road, Ahmedabad. -380025 Ph No: +91-79- 22204226 - 22200338
Fax:+91-79- 22202963 Email: nbl.offer@psrpl.com Contact person: Mr. Paresh Dave

SHARES HELD IN DEMATERLISED FORM

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

12. I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled "Pinnacle Shares Registry Private Ltd –NBL-Open offer – Escrow Account" ("Depository Escrow Account") details are as under

DP Name	**:**	**Axis Bank Limited**
DP No	:	IN300484
Client ID Number	**:**	13057932
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 (S) OF THE HOLDERS	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 1730 hours upto the last date of withdrawal i.e. **Wednesday, March 19, 2008**.
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 along with 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 NBL. 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.**

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BOOK POST

U.P.C.

(Printed Material)

To

If undelivered, please return to :-

Pinnacle Shares Registry Private Ltd.,

(Unit : NAVKAR BUILDERS LIMITED)

Near Asoka Mills,

Naroda Road,

Ahmedabad. -380025

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