LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a shareholder(s) of Paraan Limited (hereinafter referred to as "PL" or "the Company" or the "Target Company"). If you require any clarification about the action to be taken, you may 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 shares in "PL", please hand over this Letter of Offer and the accompanying Form of Acceptance -cum - Acknowledgement, Form of Withdrawal and Transfer Deed to the member of the Stock Exchange through whom the said sale was effected.

Kailash Hardattrai Biyani

Office Address: Nirmal 15th Floor, 241/242, Nariman Point, Mumbai – 400021. Telephone no.: 022-22808182

Residence Address: 28, Biyani House, Yashodhan enclave, Filmcity Road, Goregaon (East), Mumbai – 400063. Fax No. +91-22-22795279 and Email: kailash@asiansecurities.com

AND

Kishore Mohatta

Residence Address: 127, Tamba Kanta, Daya Mandir, 1st Floor, Pydhundie, Mumbai – 400 003Tele No. : +91-22-28302302 Fax No. +91-22-28302304 Email:- kishor@mohattas.com

(hereinafter together known as "The Acquirers")

MAKE A CASH OFFER AT Rs. 180/- PER EQUITY SHARE ("OFFER PRICE")

(The price calculated as per the provisions of Regulation 20 (5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, (the "**REGULATIONS**") and subsequent amendments thereof.)

TO ACQUIRE 5,000 EQUITY SHARES

Representing 20.00% of the total issued and subscribed equity share capital and 20.00% of the voting rights of

PARAAN LIMITED

Registered Office: FF 55, Avishkar Complex, Old Padra Road, Vadodara – 390 015

Communication Office: Administration Building, Alembic Limited, Alembic Road, Gorwa, Vadodara – 390 003

Tel. No (+91-265-2280550), Fax No (+91-265-2282506), e-mail: paraan@alembic.co.in,

Please Note:

1. This Offer is made pursuant to provisions of Reg. 10 and 12 and in compliance with the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as "Regulations") and subsequent amendments thereto.
2. The offer is not conditional.
3. The offer is not a competitive bid**.**
4. The offer is subject to the "Acquirers" obtaining the approval of RBI under FEMA to acquire shares, if any, from all the non-resident Indian/OCB shareholders. As on the date of this Letter of Offer there are no other approvals, statutory or otherwise, required under the Companies Act, 1956, Monopolies and Restrictive Trade Practices Act, 1969 and / or any other applicable laws and from any bank and /or financial institutions for the said acquisition.
5. **Shareholders who have accepted the offer by tendering the requisite documents, in terms of the Public Announcement/Letter of Offer, can withdraw the same up to three working days prior to the date of the "Closure of the Offer". The request for such withdrawal should reach to the designated centers before 4 p.m. Wednesday, 27th February 2008 by filling the withdrawal form attached herewith.**
6. Upward revision / withdrawal of offer, if any, would be informed by way of Public Announcement on or before Thursday, 21st February 2008 in respect of such changes in all the newspapers in which the original Public Announcement was made. The Acquirers shall pay the revised price for all the shares tendered any time during the offer and which are accepted by the Acquirers under the Offer.
7. If the aggregate of the valid response exceeds 5,000 shares, then, the Acquirers shall accept the shares equal to the offer size i.e. 5,000 shares, on a proportionate basis, in consultation with the Manager to the Offer, in accordance with Regulation 21(6) of the Regulations.
8. **(a) "If there is competitive bid:**
   - **The public offer under all the subsisting bids shall close on the same date.**
   - **As the Offer Price in such circumstance can not be revised during 7 working days prior to the closing date of the offer / bids, it would, therefore, be in the interest of shareholders to wait until the commencement of that period to know the final Offer price of each bid and tender their acceptance accordingly.**
9. The procedure of acceptance of this Offer is set out in Section 9 of this Letter of Offer. A Form of Acceptance cum Acknowledgement and an Instrument of Transfer are enclosed with this Letter of Offer.
10. A Copy of the Public Announcement dated 23rd November 2007 and a copy this Letter of Offer (including Form of Acceptance cum Acknowledgement) is available on SEBI website at **http://www.sebi.gov.in Form** of Acceptance cum Acknowledgement may be downloaded from the said website and used as an application
11. The Acquirers shall make payment consideration to the shareholders latest by Monday **18th February 2008.** The Acquirers reserve the right to / may withdraw the Offer in terms of Regulation 27 of the Takeover Regulations. In the event of such withdrawal, the same would be notified in `the form of a Public Announcement in the same newspapers where the original Public Announcement appeared

   All further correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned below:

All further correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Vivro Financial Services Pvt. Ltd. **Contact Person:** Mr. Tushar Ashar Manu Mansion,16/18 Shahid Bhagatsingh Road, Opp. Old Custom House, Fort, Mumbai-400023 Tel: +91-22-22657364, Fax: +91-22-22658406 E-Mail: tushar.ashar@vivro.net	**Intime Spectrum Registry Limited** Contact Person: Ms. Awani Thakkar C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400078 Tel.: +91-22-25960320, Fax: : +91-22-225960328/29 Email: pl.offer@intimespectrum.com

OFFER OPENS ON: 12TH FEBRUARY 2008	OFFER CLOSES ON : 3rd March 2008

Activity	Original Day & Date	Revised Day & Date
Public Announcement ("PA") Date	Friday, 23rd November 2007	Friday, 23rd November 2007
Specified Date (for the purpose of determining the names of shareholders to whom the LOO would be sent)	Thursday, 20th December 2007	Thursday, 20th December 2007
Last date for Competitive Bid	Thursday, 13th December 2007	Thursday, 13th December 2007
Date by which Letter of Offer to be posted to the shareholders.	Monday, 07th January 2008	Wednesday , 6th February 2008
Date of Opening of the Offer	Wednesday, 16th January 2008	Tuesday , 12th February 2008
Last date for revising the offer price / Number of shares	Thursday, 24th January 2008	Thursday 21st February 2008
Last date up to which shareholders may withdraw	Wednesday, 30th January 2008	Wednesday, 27th February 2008
Date of Closure of the Offer	Monday, 04th February 2008	Monday, 3rd March 2008
Date by which acceptance/ rejection would be communicated and the corresponding payment for the acquired shares and/ or the unaccepted shares/ share certificates will be dispatched/ credited.	Monday, 18th February 2008	Tuesday, 18th March 2008

Risk Factors:

Risk Factors relating to Proposed Offer:

1) In the event that either (a) regulatory approval is not received in a timely manner or (b) there is any litigation leading to stay of the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of "PL", 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 Offer involves an offer to acquire 20% of equity share capital of Paraan Limited from its shareholders. In the case of oversubscription in the Offer, as per the Regulations, acceptance would be determined on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
3) The shares tendered in the Offer will be held in trust by the Registrar to the Offer, till the completion of the Offer formalities. Accordingly, the Acquirers makes no assurance with respect to the market price of the shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the shareholders of "PL" on whether to participate or not to participate in the Offer.

Risk Factors relating to the target Company;

1) The net worth of the target company is negative. As per the Balance sheet of 31st March 2007, the net worth of the company is Rs. (64.19) Lakhs.
2) Presently the company is inoperative and does not have any income from operations.

TABLE OF CONTENTS

1. DEFINITIONS

Acquirers	Kailash Hardattrai Biyani & Kishore Sundarlal Mohatta
BSE	Bombay Stock Exchange Limited, Mumbai
CDSL	Central Depository Services (India) Limited
Company / Target Company	Paraan Limited
Date of Closure of Offer	3rd March, 2008
DP	Depository Participant
Eligible Person(s) for the Offer	All owners (registered or unregistered) of the shares (other than Acquirers and parties to the Agreement) anytime before the date of closure of the Offer
Escrow Bank	HDFC Bank Ltd. having its branch at Maneckji Wadia Building, Nanek Motwani Marg, Fort, Mumbai A/c No. 0600350044938
FEMA	Foreign Exchange Management Act, 1999
Form of Acceptance / FOA	Form of Acceptance-cum-Acknowledgement
FOW	Form of Withdrawal – cum – Acknowledgement
Letter of Offer (LOO)	This Letter of Offer
Manager / Manager to the Offer / Merchant Banker /Vivro	Vivro Financial Services Private Limited
NSDL	National Securities Depository Limited
Non-Resident Shareholders	Non-Resident Indians, OCBs holding equity shares of "PL"
Offer	Open Offer for acquisition of 5,000 equity shares, representing 20.00% of the total issued & subscribed equity share capital and 20.00% of voting capital of "PL" at the Offer Price being made by the Acquirers to the shareholders of "PL".
Offer Price	Rs. 180/- per fully paid up equity share determined under Regulations 20(5) of the Takeover Regulations.
PA	Public Announcement dated 23rd November 2007
PAC	Person Acting in Concert
Registrar / Registrar to the Offer	Intime Spectrum Registry Limited
RBI	Reserve Bank of India
SEBI	Securities and Exchange Board of India
Shares	Equity Shares having face value of Rs. 100/- each of "PL"
Sellers	Aavaran Ltd, Alembic Ltd, Arogya Vardhini Society, Mr. Arunkumar Govindlal Shah, Mr. Chirayu Ramanbhai Amin, Mr. Jagannath Bhathibhai Barot, Ms. Malika Chirayu Amin, Nirayu Pvt Ltd, Paushak Ltd, Mr. Pranav Chirayu Amin, Mr. Ramanlal Maganlal Kapadia, Mr. Shaunak Chirayu Amin, Shreno Ltd, Sierra Investments Ltd, Mr. Udit Chirayu Amin, Ms. Yera Ramanbhai Amin
SPA	Share Purchase Agreement entered into between the Acquirers & Sellers dated 21st November 2007
Specified Date	Date for the purpose of determining the names of the shareholders, as appearing in the Register of Members of "PL" to whom the letter of offer will be sent i.e. 20th December 2007
Takeover Regulations / Regulations / Takeover code	Securities And Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto.
Transaction Shares	Equity shares held by "The Seller" comprising 37.46 % of the existing total paid-up capital of Paraan Limited

2 DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE FILING OF THE 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 LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR THE 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 PARAAN LIMITED, TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRERS OR OF THE COMPANY WHOSE SHARES / CONTROL / IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT, WHILE THE ACQUIRERS IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MANAGER OF THE OFFER – VIVRO FINANCIAL SERVICES PVT LTD. HAS SUBMITTED DUE DILIGENCE CERTIFICATE DATED 4th DECEMBER 2007 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 1997 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT HOWEVER ABSOLVE, THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3 DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 The Offer is being made by the Acquirers in compliance with the Regulations 10 and 12 of the Regulations. The prime objective of the offer by the Acquirers is for substantial acquisitions of shares and voting rights accompanied with change in Control / Management of "PL".

3.1.2 This offer is being made by Mr. Kailash Hardattrai Biyani, aged 44 years, residing at 28, Biyani House, Yashodham Enclave, Film City Road, Goregaon (East), Mumbai – 400063 and Mr. Kishore Mohatta, aged 49 years, residing at 127, Tamba Kanta, Daya Mandir, 1st Floor, Pydhundie, Mumbai – 400 003 (hereinafter referred to as "The Acquirers"). Other than the Acquirers who are acting in concert with each other for the purpose of this open offer no other entity /person is acting/deemed to be acting in concert with the Acquirers for the purpose of this Offer

3.1.3 The Acquirers have entered into a Share Purchase Agreement (SPA) dated 21st November 2007 with the Promoter Group and Person Acting in Concert (PAC) of the Target Company .- **Aavaran Ltd, Alembic Ltd, Arogya Vardhini Society, Mr. Arunkumar Govindlal Shah, Mr. Chirayu Ramanbhai Amin, Mr. Jagannath Bhathibhai Barot, Ms. Malika Chirayu Amin, Nirayu Pvt Ltd, Paushak Ltd, Mr. Pranav Chirayu Amin, Mr. Ramanlal Maganlal Kapadia, Mr. Shaunak Chirayu Amin, Shreno Ltd, Sierra Investments Ltd, Mr. Udit Chirayu Amin, Ms. Yera Ramanbhai Amin** (hereinafter collectively referred to as the "Sellers") for the acquisition of their 9365 fully paid up equity shares of Rs. 100/- each, representing 37.46% of issued and paid up share capital and voting rights of "PL" at a price of Rs. 180/- (Rupees One Hundred Eighty Only) **[Negotiated Price]** per fully paid up equity share, payable in cash to acquire the control of the Target Company.

Details of the proposed acquisition is as under:

Name of the Sellers	Address & Phone No.	Number of Shares	% of paid up capital and Voting Capital
Paushak Ltd	Alembic Road, Vadodara- 390 003 Tele No. 2280550, Fax No.; 2282506	3699	14.8
Shreno Ltd	Alembic Road, Vadodara- 390 003 Tele No. 2280550, Fax No.; 2282506	2400	9.60
Alembic Ltd	Alembic Road, Vadodara- 390 003 Tele No. 2280550, Fax No.; 2282506	2350	9.40
Nirayu Pvt Ltd	Near railway Station, Whitefield, Bangalore Tele. No.: (080) 28452207	340	1.36
Chirayu Ramanbhai Amin	F- 10/195, Race Course Circle, Gotri Road, Vadodara – 390 005 Tele No.;3007408	110	0.44
Malika Chirayu Amin	F- 10/195, Race Course Circle, Gotri Road, Vadodara – 390 005 Tele No.;3007408	90	0.36
Ramanlal Maganlal Kapadia	49/50, Matri Mandir Society, near Dutt Mandir lane, ISKON Temple Road, Vadodara – 390 007 Tele. No.: 2313438	70	0.28
Udit Chirayu Amin	F- 10/195, Race Course Circle, Gotri Road, Vadodara – 390 005 Tele No.;3007408	60	0.24
Jagannath Bhathibhai Barot	"Satyam" , B/h Janta Nagar, Rave Park Society, Saiyed Vasna Road, Vadodara – 390 005 Tele No.;2250092	55	0.22
Yera Ramanbhai Amin	F- 10/195, Race Course Circle, Gotri Road, Vadodara – 390 005 Tele No.;3007408	50	0.20
Arunkumar Govindlal Shah	Dayal 13, Kunj Society, Vadodara -390007 Tele No.: 2361456	50	0.20
Arogya Vardhini Society	Finance Division, Alembic Limited, Alembic Road, Vadodara – 390003 Tele No.: 2280550 Fax No.:2282506	25	0.10
Shaunak Chirayu Amin	F- 10/195, Race Course Circle, Gotri Road, Vadodara – 390 005 Tele No.;3007408	23	0.09
Pranav Chirayu Amin	F- 10/195, Race Course Circle, Gotri Road, Vadodara – 390 005 Tele No.;3007408	20	0.08
Aavaran Ltd	Alembic Road, Vadodara- 390 003 Tele No.: 2280550, Fax No.:2282506	19	0.08
Sierra Investments Ltd	5th Floor, Administration Building, Alembic Limited, Alembic Road, Gorwa, Vadodara Tele No.: 2280550, Fax No.:2282506	4	0.02
Total		**9365**	**37.46**

3.1.4 The Acquirers intend to make an Open Offer in terms Regulation 10 and 12 of the SEBI (SAST) Regulation 1997 to the shareholders of the Target company to acquire 5,000 fully paid-up Equity Shares of Rs.100/- each representing 20% equity share capital and voting rights of "PL", at a price of Rs. 180/- (Rupees One Hundred Eighty Only) per fully paid-up Equity Share (the "Offer Price")

3.1.5 The main provisions of the SPA are as follows:

- The Purchase Price for purchase of the 9365 (Nine Thousand Three Hundred Sixty Five Only) fully paid Equity Shares shall be at price of Rs. 180/- (Rupees One Hundred Eighty Only) per equity share, aggregating to Rs. 16,85,700/- (Rupees Sixteen Lacs Eighty Five Thousand Seven Hundred only) for the entire shares (the "Purchase Price").
- The Sellers and the directors of the Target Company shall as and from the date of this Agreement until Closing, carry on

the business of the Company in the ordinary course of business as Trustees for the Purchaser. The Target Company has simultaneously subscribed its seal on a duplicate of this Agreement signifying its knowledge and consent to this Agreement and acknowledges, confirms and declares that the Board of the Target Company shall carry out its business until the Closing Date, in trust for the Purchaser

- The Acquirers agree, undertake and confirm that it shall comply with the provisions of the Takeover Code and in case of non-compliance of any of the provisions of "SEBI (SAST) Regulations, 1997, this Agreement shall not be acted upon by the Parties

3.1.6 Being parties to SPA, the Sellers will not participate in this offer being made by the Acquirers

3.1.7 Upon fulfillment of all the obligations by the Acquirers under the regulations as certified by the Merchant Banker, the board of directors of the Target Company shall transfer the securities acquired by the acquirers and shall also allow such changes in the board of directors as would give the acquirers representation on the board and control over the Company.

3.1.8 The Acquirers, the Sellers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act, 1992

3.1.9 The Manager to the Offer, Vivro Financial Services Pvt. Ltd., does not hold any share in the Target Company. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of offer.

3.2 Details of the Proposed Offer:

3.2.1 The Public Announcement dated 23rd November 2007 was made in the following newspapers, in accordance with Regulation 15 of the Takeover Regulations

Newspapers	Language	Editions
Business Standard	English	All Edition
Prathakaal	Hindi	All Edition
Lakhsyadeep	Marathi	All Edition
Jansatta	Gujarati	All Edition

The Public Announcement dated Tuesday 23rd November 2007 is also available on SEBI's website at **http://www.sebi.gov.in/**

3.2.2 The Acquirers are making an offer to the shareholders of "PL"(other than the parties to the SPA) to acquire up to 5,000 fully paid-up Equity Shares of Rs. 100/- each of "PL" representing 20% of the outstanding voting equity share capital of "PL", at a price of Rs. 180/- per fully paid-up Equity Share (the "Offer Price"), payable in cash in terms of regulations 20 & 21 of the Regulations to those shareholders whose names appear on the Register of Members on Specified Date i.e. Thursday, 20th December 2007.

3.2.3 The Offer is being made in accordance with regulations 10 and 12 of the Regulations, pursuant to substantial acquisition of equity shares with change in management control in the Target Company as a consequence of execution of the SPA referred to in paragraph 3.1.5 above. There are no partly paid-up shares in "PL".

3.2.4 The offer is at a cash price of Rs. 180/- per fully paid up equity share. There is no differential pricing in the offer.

3.2.5 The offer is not a competitive bid.

3.2.6 The offer is not conditional on any minimum level of acceptance.

3.2.7 The acquirers have not acquired any further shares either by themselves or by PAC of the target company after the date of PA i.e. Friday 23rd November 2007 till the date of this Letter of Offer.

3.2.8 The offer is not as a result of global acquisition leading to indirect acquisition of the Target Company.

3.2.9 The Offer is subject to the terms and conditions set out herein and in the LOO.

3.2.10 This Offer is subject to receipt of the statutory approvals mentioned in paragraph 8 of the LOO. In terms of regulation 27 of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

3.2.11 The Equity Shares of "PL" to be acquired, pursuant to the offer shall be, free from all lien, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends or other distributions hereinafter declared, made or paid.

3.3 Rationale for the Acquisition / Offer

3.3.1 The offer has been made pursuant to regulation 10 & 12 of SEBI (SAST) Regulations, 1997 and other provisions of Chapter III of the Regulations.

3.3.2 The main object of the Offer is to acquire substantial acquisition of shares and voting rights, accompanied with the change of control and management of the Company.

3.3.3 The Acquirers by virtue of their managerial and administrative expertise intend to enter in to the business of trading in various commodities and providing marketing services by taking management control through acquisitions of shares of the Target Company and also to derive benefits of a Listed Company subject to compliance with the provisions of the Companies Act and other applicable laws.

3.3.4 The Acquirers do not have any plans to dispose off or otherwise encumber any assets of the Company in the succeeding two years from the date of the closure of the offer, except in the ordinary course of business with the prior approval of the shareholders of the Company.

4 BACKGROUND OF THE ACQUIRERS

4.1 Information on Kailash Hardattrai Biyani (The "Acquirer")

4.1.1 Mr.Kailash Hardattrai Biyani, aged 44 years, residing at 28, Biyani House, Yashodham Enclave, Film City Road, Goregaon (East), Mumbai – 400063, Telephone no.: 022-22808182. Mr. Kailash Hardattrai Biyani is engaged in the business of trading and broking of shares, financial services and investments. Mr. Kailash Biyani is B. Com. from Bombay University and diploma in Stock Exchange Studies and is an active participator in stock market. He has experience in stock market for more than 15 years.

4.1.2 Mr. Hiren Mehta Chartered Accountant, partner of M/s BRV & Associates Chartered Accountants (Membership no. 109228) having their office at 7/10, Botawala Building, 1st Floor, Horniman Circle, Fort, Mumbai – 400 001. Telephone No. 022-66314451/52, have certified that the Net Worth of Mr. Kailash Hardattrai Biyani is Rs. 17,05,10,422/- (Rupees Seventeen Crores Five Lacs and Ten Thousand Four Hundred Twenty Two Only) as on 31.03.2007 vide their certificate dated 24/09/2007.

4.1.3 He is director in the following unlisted companies:

Sr. No.	Name of the Company
1	Asian Market Securities Pvt. Ltd.
2	Biyani Securities (Equity Research) Pvt. Ltd.
3	Network Food Products Pvt. Ltd.
4	Biyani Securities (Counter Exchange) Pvt. Ltd.
5	Biyani Securities (Jaipur) Pvt. Ltd.
6	Alphaplus Commodities Pvt. Ltd.
7	Ateet Traders & Agencies Pvt. Ltd.

4.1.4 Mr. Kailash Hardattrai Biyani does not hold any equity shares of PL in his individual capacity. He proposes to acquire 4683 Shares by way of an agreement dated 21st November 2007.

4.1.5 Mr. Kailash Hardattrai Biyani has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act.

4.1.6 Mr. Kailash Hardattrai Biyani is one of the promoter group shareholder of Abhinav Capital Services Limited, a company listed with BSE. He holds 40200 shares representing 0.58% equity stake in the said company in his individual capacity.

4.1.7 Information about Abhinav Capital Services Limited

The Company was incorporated as Abhinav Finex Private Limited on December 8, 1994 vide incorporation certificate issued by the Registrar of Companies, Maharashtra. Later on the name of the company was changed to Abhinav Finex Limited vide certificate of change of name dated November 2, 1995 issued by Registrar of Companies, Maharashtra. Later on the name of the company was changed to Abhinav Homes and Resorts Limited vide fresh certificate of incorporation dated April 10, 1996 issued by Registrar of Companies, Maharashtra. Later on the name of the company was changed to Abhinav Capital Services Limited vide fresh certificate of incorporation dated February 10, 2006 issued by Registrar of Companies Maharashtra.

4.1.8 The Company's main object is Non-Banking Finance Activities. The company is lending loans and inter corporate deposits to corporate clients. It is also doing investment and trading activity in stock market.

4.1.9 The shares of the company are listed on Bombay Stock Exchange Limited, Ahmedabad Stock Exchange Limited and Madhya Pradesh Stock Exchange.

4.1.10 The Brief Financial performance of the company is as under: (Rs. in lacs)

Profit & Loss Statement	**12 months ending on 31st March 2007 (Audited)**	**12 months ending on 31st March 2006 (Audited)**	**12 months ending on 31st March 2005 (Audited)**
Particulars			
Equity capital	692.46	692.46	682.96
Share Application Money	---	---	---
Free Reserves (Excluding Revaluation Reserve)	620.86	559.93	368.14
Total Income	124.35	302.44	86.21
Profit After Tax	62.61	191.81	64.25
Earnings Per Share	0.88	2.79	0.94
Net Asset Value (Per Share)	1313.05	1252.52	1049.54
Net Asset Value (Per Share)	18.96	18.21	15.37

4.1.11 The Company is not a Sick industrial undertaking.

4.2 Information about Mr. Kishore Mohatta (The "Acquirer")

4.2.1 Mr. Kishore Mohatta, aged 49 years, residing at 127, Tamba Kanta, Daya Mandir, 1st Floor, Pydhundie, Mumbai – 400 003, Tele No. : +91-22-28302302. He is a bachelor in commerce. He has a rich experience in media and entertainment industry. Mr. Kishore Mohatta is also working on many expansion / modernization plans of many TV channels and instrumental in setting up various TV channels.

4.2.2 Mr. Amit Bothra, Proprietor of M/s A. Bothra & Co. Chartered Accountants (Membership no. 104299) having their office 103, Vidya Chamber, 1st Floor, 305, Tardeo Road, Near Nana Chowk, Mumbai – 400 007. Telephone No. 022-23861612, have certified vide their certificate dated 05/09/2007 that the Net Worth of Mr. Kishore Mohatta is Rs. 31,30,523/- (Rupees Thirty One Lacs Thirty Thousand Five Hundred Twenty Three Only) as on 31.03.2007

4.2.3 Mr. Kishore Mohatta is director in the following unlisted companies:

Sr. No.	Name of the Company	Status
1	Sanskar Info TV Pvt. Ltd.	Director
2	Sangeet Bangla Network Pvt. Ltd.	Director
3	Music India Network Pvt. Ltd.	Director
4	Sachet Exports Pvt. Ltd.	Director
5	Takdir Developers Pvt. Ltd.	Director
6	Shri Krupa Media Pvt. Ltd.	Director

Mr. Kishore Mohatta presently does not hold any equity shares of PL. He proposes to acquire 4682 Shares by way of an agreement dated 23rd November 2007.

4.3 None of the Directors of "PL" represent the Acquirers.

4.4 There are no legal cases pending in any forum by or against the Acquirers.

4.5. Acquirers, under an oral agreement, have agreed to acquire 5000 equity Shares of Rs. 100 each being 20% under the offer in equal proportion.

4.6. The acquirers agree and undertake that they are jointly responsible for payment obligations under the open offer as well as under the SPA payment obligations.

4.7. The Acquirers are not related to each other.

4.8.1 DISCLOSURE IN TERMS OF REGULATION 16(ix)

(a) The Acquirers by virtue of their managerial and administrative expertise intend to enter in to the business of trading in various commodities and providing marketing services by taking management control through acquisition of shares of the Target Company and also to derive benefits of a Listed Company subject to compliance with the provisions of the Companies Act and other applicable laws.

(b) The Acquirers do not have any plans to dispose off or otherwise encumber any assets of the Company in the succeeding two years from the date of the closure of the offer, except in the ordinary course of business with the prior approval of the shareholders of the Company.

4.8.2 Future Plans/ Strategies of the acquirer with regard to the Target Company:

This offer has been made pursuant to Regulation 10 & 12 and other provisions of Chapter III and in Compliance with the Regulations. The Acquirers by virtue of their managerial and administrative expertise intend to enter in to the business of trading in various commodities and providing marketing services by taking management control through acquisitions of shares of the Target Company and also to derive benefits of a Listed Company subject to compliance with the provisions of the Companies Act and other applicable laws.

5 Disclosure in terms of Regulation 21 (2)

If pursuant to this Offer, the Public Shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirer 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.

6 BACKGROUND OF PARAAN LIMITED ("Target Company")

[Note: The Information under this section is sourced from the Target Company and also from the Public Sources.]

6.1 Brief History and Location of the Company

6.1.1 Paraan Ltd., was incorporated on 15th April, 1972 under the Companies Act, 1956 as Paraan Limited. The Certificate of Commencement of Business was obtained on 8th June 1972. The Registered Office of the Target Company at the time of incorporation was 301, Udyog Mandir, No. 17-C, Pitamber Lane, Bhagoji Kheer Marg, Mahim, Bombay - 400 016. However, the registered office was changed by the order of the Company Law Board, Western Region, Mumbai dated 05th July 1999 from the state of Maharashtra to State of Gujarat. At present the registered office of the company is situated FF 55, Avishkar Complex, Old Padra Road, Vadodara – 390 015.

6.1.2 The main object of the company is to provide marketing services to drugs and pharmaceutical industry.

Paraan Limited was in the business of providing Marketing Services on Commission Basis to Alembic Limited pursuant to a commission agency agreement with Alembic Limited. Alembic Limited discontinued the arrangement for marketing of its products through Paraan Limited w.e.f. 1st June, 2004. At the same time, for the benefit of the employees of Paraan Limited, Alembic Limited had accepted to take over the entire field force of Paraan Limited. As a result, there was no significant income / business activity left with the Company. Alembic Limited had also agreed for compensation of Rs. 15 lacs to the company for termination of commission agency agreement.

Paraan Limited made the necessary intimation to Bombay Stock Exchange Limited regarding termination vide their letter dated 23rd April, 2004.

Due to these reasons, the Company became nonfunctional since last three years.

6.1.3 The Company does not own any manufacturing facilities.

6.1.4 The Share Capital Structure of "PL" as on the date of the PA is as follows:

Subscribed and paid-up Equity Share	No. of shares	Face Value	Voting rights [%]
Authorized Capital			---
(a) Equity Capital	25,000	100	
(b) Preference Share Capital	3,00,000	100	
Issued Equity Capital	25,000	100	---
Subscribed and paid up Equity Share Capital	25,000	100	100
Total voting rights in Target Company	25,000	100	100

On 7th November, 1983 Paraan Limited made an Offer for Sale of 8851 Equity Shares of Rs. 100/- each for cash at par. Thereafter the company has not made any further issue/rights issue/bonus issue.

6.1.5 (a) Capital build-up of "PL" since inception:

Date of Allotment	Equity Shares		Cumulative Paid-up Equity Share Capital (Rs)	Mode of Allotment	Identity of Allottees (Promoters / Ex. Promoters / Others)	Status of Compliance
	No. of shares	% to total share capital				
(Incorporation) 03-05-1972	7	0.03	700	On Incorporation	Subscribers	Complied
01-08-1972	14,360	57.44	14,36,700	Cash Allotment on Private Placement Basis	Promoters/Others	Complied
22.08.1972	10,633	42.53	25,00,000	Cash Allotment on Private Placement Basis	Promoters/others	Complied
Total	**25,000**	**100.00#**	**25,00,000**			

6.1.5 (b) Promoter's Capital Build-up

Change in Shareholding of the Promoters (No. of Shares)																		
Sr. No	Promoter	1997	Date	31-3-98	31-3-99	Date	31-3-2000	Date	31-3-2001	Date	31-3-2002	31-3-2003	31-3-2004	Date	31-3-2005	Date	31-3-2006	31-3-2007
(A) Promoters Old																		
1	Nanu bhai Dahya bhai patel	0		0	0		0		0		0	0	0		0		0	0
2	Jaydeo Hargovindbhai Barot	0		0	0		0		0		0	0	0		0		0	0
3	Shri R.V. Kikani	0		0	0		0		10		10	0	0		0		0	0
4	Dhruv Gulati	0		0	0		0		0		1	1	0		0		0	0
	Total A								**10**		**11**	**1**	**0**		**0**		**0**	**0**
(B) Promoters (Not party to the Agreement)																		
1	Keshav Chandra Shankerbhai Amin	50		50	50		50		50		50	50	50		50		50	50
2	Ranjitbhai Rambhai Patel	1		1	1		1		1		1	1	1		1		1	1
3	Sharad Chandra Gordhan Bhai Patel	1		1	1		1		1		1	1	1		1		1	1
4	Mohan Madhukar Deshpande	1		1	1		1		1		1	1	1		1		1	1
5	Sharad Shivram Lele	1		1	1		1		1		1	1	1		1		1	1
6	Relatives of Directors in Control								90		90	90						
7	Ms. Suelve Kothari	5		5	5		5		0									5
8	Ms. Tuisha R. Mukharji	5		5	5		5		0									5
									144		**144**	**144**	**54**		**54**		**54**	**64**
(C) Promoters (Party to the agreement)																		
1	Alembic Limited	2350		2350	2350		2350		2350		2350	2350	2350		2350		2350	2350
2	Aavaran Limited	1519		1519	1519		1519		1519		1519	1519	1519		1519	14/03/2006 - 500 , 9/3/2006 - 100, 7/3/2006 - 500, 3/3/2006 - 200, 2/3/2006 - 200	19	19
3	Darshak Limited	2400		2400	2400		2400		2400		2400	2400	2400		2400	Merger of these 2 companies **Darshak and**	0	0
4	Paushak Limited	1299		1299	1299		1299		1299		1299	1299	1299		1299	**Paushak got amalgamated w.e.f. 30/8/2005**	3699	3699

5	Nirayu Pvt. Limited	340		340	340		340		340		340	340	340		340		340	340
6	Sierra Investments Limited	35	1/9/1998	38	38	18/10/1999	55	24/1/2000	93	22/2/2001	89	89	89	23/4/2004	104	18/1/2006	4	4
7	Shreno Limited	2400		2400	2400		2400		2400		2400	2400	2400		2400		2400	2400
8	Arogya Vardhini Society (Gannath R. Dholakia, Smt. Malika C.Amin J.R.mehta as Trustee)	25		25	25		25		25		25	25	25		25		25	25
9	A.G Shah	50		50	50		50		50		50	50	50		50		50	50
10	J.B. Barot	50		50	50		50	24/1/2000	55		55	55	55		55		55	55
11	R.M. Kapadia	50		50	50	18/10/1999 - 10, 6/12/1999 - 5, 25/3/2000 - 5	70		70		70	70	70		70		70	70
12	Mrs.Malika Chirayu Amin	90		90	90		90		90		90	90	90		90		90	90
13	Ms. Yera Amin	50		50	50		50		50		50	50	50		50		50	50
14	Mr. Chirayu R. Amin	60		60	60		60		60	24/10/2001 - 50 - Transmission	110	110	110		110		110	110
15	Mr. Shaunak Amin	20		20	20	17/4/1999	23		23		23	23	23		23		23	23
16	Mr. Pranav Amin	20		20	20		20		20		20	20	20		20		20	20
17	Mr. Udit Amin	60		60	60		60		60		60	60	60		60		60	60
		10818		**10821**	**10821**		**10861**		**10904**		**10950**	**10950**	**10950**		**10965**		**9365**	**9365**
	Total No. of Shares held by Promoters (A+B+C)	**10818**		**10821**	**10821**		**10861**		**11058**		**11105**	**11095**	**11004**		**11019**		**9419**	**9429**
	Total Equity Shares of Company	**25000**		**25000**	**25000**		**25000**		**25000**		**25000**	**25000**	**25000**		**25000**		**25000**	**25000**
	% of Total Equity Share Capital held by Promoters	**43.27%**		**43.28%**	**43.28%**		**43.44%**		**44.23%**		**44.42%**	**44.38%**	**44.02%**		**44.08%**		**37.68%**	**37.72%**
	% change in share holding	**N.A.**		**0.01%**	**0.00%**		**0.16%**		**0.79%**		**0.19%**	**-0.04%**	**-0.36%**		**0.06%**		**-6.40%**	**0.04%**
	Type of transactions	**N.A.**		**@**	**N.A.**		**@**		**@**		**Sale and Transmission**	**#**	**#**		**@**		**Sale**	**Shown as promoter**
	Status of Compliance	*		*	*		*		*		*	*	*		*		*	*
	* Complied																	
	@ purchase																	
	# Change in Directorship																	

6.1.6 The equity shares of "PL" are listed on Bombay Stock Exchange Limited (BSE).The Equity shares of PL was last traded on 30th October 2007 at Rs. 444.35/-

6.1.7 There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity at any later date. There has been no merger / de-merger or spin off in the Company during the past three years

6.1.8. The Target Company has complied with the provisions of Regulation 8(3) from time to time. The company had received a notice from SEBI vide letter No. CFD/DCR/RC/TO/13060/04 dated 23rd July 2004 regarding non-compliance under regulation 6(2) and 6(4) for the year 1997 and non-compliance of regulation 8(3) for the year 1998 and 1999 of SEBI (SAST) Regulation 1997.

In the said letter SEBI had intimated to regularize the same by a scheme introduced by SEBI and advised to pay Rs. 125000/- to regularize the same.

The company informed SEBI vide their letter dated 27th August, 2004 that they have complied with the provisions of regulation 8(3) for the years 1998 and 1999. They stated that they were unable to trace the papers of declaration made by them in that year due to shifting of its registered office from Mumbai to Baroda on 5th July 1999 by the order of CLB Western Region Mumbai. Therefore on receiving letter from The Stock Exchange Mumbai regarding Non-Compliance the TC submitted the disclosures afresh for the years 1998 and 1999 on 10th March 2004

SEBI may take action against the Target Company for the Non- compliance of regulation 6(2), 6(4) for the year 1997 and 8(3) for the year 1998 & 1999

The promoters / sellers and other major shareholders of the target company have complied with the applicable provisions of Chapter II of SEBI Takeover Regulations.

6.1.9 Details of the Board of Directors of "PL" as on the date of the PA:

Name, Designation and Address	Date of Appointment	No. of Shares held in "PL"	Qualification	Experience
Mr. R. M. Kapadia 49/50, Mantri Mandir Society, Nr. Dutt Mandir, Iscon Temple Road, Vadodara-390007.	27.09.1984	70	CS, ICWA, M. Com	Mr. R. M. Kapadia has experience of 45 years in the field of Company Secretary, Costing, Accounts & Finance. He is also on the Board of several other companies.
Mr. A. G. Shah "Dayal", 13, Kunj Society Vadodara – 390005.	08.12.1975	50	B.Com. LLB	Mr. A. G. Shah is an industrialist by profession having experience of more than 40 years.
Mr. J. B. Barot "Satyam", B/h Janta Nagar, Near Ravi Park Society, Saiyed Vasna Road, Vadodara – 390005.	24.02.1987	55	B. Pharma M.S. from Michigan University (U.S.)	Mr. J. B. Barot has experience of 35 years in the field of marketing in pharmaceutical industry.
Mr. S. C. Rungta B2 – 305, Ashwamegh 3rd Floor, Munjam-owda Road, Vadodara – 390020.	08.06.2005	Nil	ICWA	Mr. S. C. Rungta has experience of 25 years in the field of Costing, Accounts & Finance.

6.1.10 There is no change in the name of the company since inception. Moreover the company has not carried out any merger / demerger, spin off during the last 3 years involving the target company.

6.1.11 There are no partly paid up equity shares

6.1.12 Brief Audited Financials of "PL"

The summarized consolidated financial statements of "PL" are as follows:

(a) Profit & Loss Statement **(Rs. in lacs)**

Profit & Loss Statement	6 Months ending on 30th September 2007 (unaudited)	12 months ending on 31st March 2007 (Audited)	12 months ending on 31st March 2006 (Audited)	12 months ending on 31st March 2005 (Audited)
Income from Operations	Nil	Nil	Nil	76.04
Other Income	0.01	2.96	127.59	68.57
Total Income	**0.01**	**2.96**	**127.59**	**144.60**
Total Expenditure.	0.97	7.56	2.98	143.60
Profit Before Depreciation Interest and Tax (PBIDT)	**(0.96)**	**(4.61)**	**124.61**	**1.00**
Depreciation	Nil	Nil	0.35	1.58
Interest	Nil	Nil	Nil	Nil
Profit Before Tax (PBT)	**(0.96)**	**(4.61)**	**124.26**	**(0.58)**
Provision for Tax	Nil	Nil	10.50	Nil
Deferred Tax	Nil	Nil	Nil	Nil
Profit After Tax (PAT)	**(0.96)**	**(4.61)**	**113.76**	**(0.58)**
Profit carried forward from PY	**(89.19)**	**(84.59)**	**(198.35)**	**(197.77)**
Net profit transferred to Balance sheet	**(90.15)**	**(89.19)**	**(84.59)**	**(198.35)**

(b) Balance Sheet Statement

(**Rs. in Lakhs)**

Balance Sheet Statement	6 months ending on 30th September 2007 (Unaudited)	12 months ending on 31st March 2007 (Audited)	12 months ending on 31st March 2006 (Audited)	12 months ending on 31st March 2005 (Audited)
Sources of Funds:				
Paid up share Capital	25.00	25.00	25.00	25.00
Reserves & Surplus (excluding revaluation reserve)	Nil	Nil	Nil	Nil
Own Funds	25.00	25.00	25.00	25.00
Less: Misc. Expenditure	Nil	Nil	Nil	Nil
Less: Debit Balance of P & L A/c	(90.15)	(89.19)	(84.59)	(198.35)
Net Worth	(65.15)	(64.19)	(59.59)	(173.35)
Deferred Tax Liability	Nil	Nil	Nil	Nil
Secured Loans	Nil	Nil	Nil	Nil
Unsecured Loans	Nil	Nil	Nil	Nil
Total	**(65.15)**	**(64.19)**	**(59.59)**	**(173.35)**
Use of Funds:				
Net Fixed Assets	Nil	Nil	Nil	7.10
Investment	1.63	1.63	1.62	10.00
Net Current Assets	(66.78)	(65.82)	(61.21)	(190.45)
Total	**(65.15)**	**(64.19)**	**(59.59)**	**(173.35)**
Other Financial Data	**6 months ending on 30th September 2007 (Unaudited)**	**12 months ending on 31st March 2007 (Audited)**	**12 months ending on 31st March 2006 (Audited)**	**12 months ending on 31st March 2005 (Audited)**
Dividend (%)	Nil	Nil	Nil	Nil
Earning Per Share (Rs.)	NA	(18.43)	455.05	(2.33)
Return on Net worth (%)	Nil	Nil	Nil	Nil
Book Value Per Share (Rs.)	Nil	Nil	Nil	Nil

Source: The above financial data has been extracted from the Thirty Second, Thirty Third and Thirty Fourth Annual Report of "PL" for 12 months ended 31st March 2005, 31st March 2006 and 31st March 2007 respectively and half yearly result for the half year ending on 30th September 2007.

6.1.13. **Comparison of Financial Results**

The company does not have any operations, hence no analysis of comparison of the financials have been provided

On termination of the agreement as mentioned in para 6.1.2 herein above the Company in the FY 06 has sold off all the fixed assets owned by the company and the profit on sale of fixed assets has been reflected for the financial year ended 31/3/2006. Due to this, the Net Fixed Assets reduced from Rs. 7.10 Lacs to NIL and the PAT of Rs. 113.76 lacs has been earned by the company in that specific financial year.

6.1.14 Pre and Post- Offer Share Holding Pattern of "PL" as on the date of letter of offer:

Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and offer		Shares / voting rights agreed to be acquired which triggered off the Regulations.		Shares/ voting rights to be acquired in open offer (Assuming full acceptances)		Share holding / voting rights after the acquisition and offer.	
	(A)		(B)		(C)		D =A+B+ C	
	No.	%	No.	%	No.	%	No.	%
1. Promoter Group							(9365)	(37.46).
a) Parties to Agreement, if any	9365	37.46	--	---				
b) Promoters other than 'a' above (erstwhile promoters)	64	0.26	--	--	--	--	64	0.26
Total (1) (a+ b)	**9429**	**37.72**					**64**	**0.26**
1. (a) Main Acquirers	Nil	Nil	9365	37.46	5000	20.00	14365	57.46
(b) PAC	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total (2) (a+ b)	**Nil**	**Nil**	**9365**	**37.46**	**5,000**	**20.00**	**14365**	**57.46**
3. Parties to Agreement other than 1 (a) & 2 above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4. Public (other than parties to agreement, acquirers & PACs) a) FIs / MFs / Banks / SFIs (indicate names)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Others	15571*	62.28	Nil	Nil	(5000)	(20.00)	10571*	42.28
Total (4) (a + b)	**15571***	**62.28**	**Nil**	**Nil**	**(5000)**	**(20.00)**	**10571***	**42.28**
Grand Total (1+2+3+4)	**25,000***	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**25000***	**100.00**

Source: The above information is drawn from the List of shareholders and shareholding pattern provided by "PL" and duly certified by the Director of "PL"

*The figure includes 15 equity shares held by Asian Securities Pvt. Ltd. on behalf of their clients as per the Certificate received from the registrar and transfer agent of the Target Company.

Note.; Promoters not party to the agreement hold 64 equity shares. They will not offer their shares in the open offer and will hold the same shares . However they will cease to be promoters after the completion of the offer

6.1.15 (a) The Status of compliance with the Listing requirements: The target company has complied with all the requirements to the extent applicable under the Listing Agreement with BSE. No punitive action has been taken by BSE till date. The trading in shares of the company was not suspended at any time.

(b) Compliance with the Corporate Governance:

PL has complied with the applicable requirement of the listing agreement.

The provisions of Clause 49 regarding Corporate Governance do not apply to PL as the paid up share capital of the company is only Rs. 25,00,000/-.

6.1.16 Details of Disputed Matters as on the Date of PA

CASES FILED AGAINST PARAAN LIMITED (PL)

1. Rashmi Vighne Vs. Paraan Limited

Rashmi Vighne was a Medical Representative in Mumbai. The said employee was terminated for "False Reporting" wef. 30.04.2002 without holding domestic enquiry. The value of the legal case is not determinable. As per court order dt. 9/7/2003, 50% net salary is being paid by way of subsistance allowance

2. Mr. S. S. Kulkarni Vs. Paraan Limited

Mr. S. S. Kulkarni was an Area Manager. The said employee was asked to resign on the non performance ground. The relevant documents are to be filed in the court. The value of the legal case is not determinable.

3. Mr.S. D. Jharkhandi Vs. Paraan Limited

Mr. S. D. Jharkhandi was an Medical Representative at Nagpur The said employee was terminated on 16.03.1994 after domestic enquiry for the mis-appropriation of Stockist funds. The matter is pending for argument in the Court. The value of the legal case is not determinable.

4. Paraan Limited Vs. Mr. H. Bhende

The Employee has been absconding from the work. Unauthorized absent from work, charge sheeted filed against employee. Written Statement has to be filed by the advocate of the Company. The value of the legal case is not determinable

5. Notice from Stock Exchange, Mumbai

The company received a notice from BSE vide letter No. List/sg/cas/Takeover_regu/2004/2316 dated 27th January 2004 regarding non-compliance of SEBI (SAST) Regulations 1997.

In the abovementioned letter BSE submitted that there were non-compliance under regulation 6(2) and 6(4) for the year 1997 and non-compliance of regulation 8(3) for the year 1998 and 1999.

The Company had replied stating that it had already made disclosures u/r 6(2) and 6(4) and a copy of the same was submitted to them. The Target Company submitted disclosures afresh u/r 8(3) for the said years vide their letter dated 10th March 2004

6. Notice from SEBI

The company had received a notice from SEBI vide letter No. CFD/DCR/RC/TO/13060/04 dated 23rd July 2004 regarding non-compliance under regulation 6(2) and 6(4) for the year 1997 and non-compliance of regulation 8(3) for the year 1998 and 1999 of SEBI (SAST) Regulation 1997.

In the said letter SEBI had intimated to regularize the same by a scheme introduced by SEBI and advised to pay Rs. 125000/- to regularize the same.

The company informed SEBI vide their letter dated 27th August, 2004 that they have complied with the provisions of regulation 8(3) for the years 1998 and 1999. They stated that they were unable to trace the papers of declaration made by them in that year due to shifting of its registered office from Mumbai to Baroda on 5th July 1999 by the order of CLB Western Region Mumbai. Therefore on receiving letter from The Stock Exchange Mumbai regarding Non-Compliance the TC submitted the disclosures afresh for the years 1998 and 1999 on 10th March 2004

6.1.17 As on 30-09-2007 out of 25000 shares 8906 shares are held in dematerialized form and the balance 16094 shares are in physical form.

6.1.18 The Compliance Officer:

The compliance officer of "PL" is Mr. Ramanlal M. Kapadia. The address of the Compliance Officer is as follows:

Address: 49/50, Matri Mandir Soc., Nr. Dutt Mandir, Iscon Temple Road, Vadodara – 390007. Tel. No: (+91-265-2313438)

7 OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The equity shares of "PL" are listed on the Bombay Stock Exchange Limited, (BSE).

7.1.2 The Annualized Trading Turnover in the shares of "PL" on BSE based on trading volume during the preceding six calendar months i.e. 01st May 2007 to 31st October, 2007, prior to the month of PA is as follows

***(Source:** official website of BSE www.bseindia.com)*

Name of Stock Exchange	Total No. of Shares traded during the 6 calendar months prior to the month of PA (May 07 –October 07)	Total No. of Listed Shares	Annualized trading turnover (in terms of % of total listed shares)
BSE	60	25000	0.48%

7.1.3 Based on the information available, the shares are in-frequently traded on BSE within the meaning of explanation (i) to regulation 20(5) of the Regulations.

7.1.4 In accordance with regulations 20(5) of the Regulations, the Offer Price of Rs. 180/- per share is the highest of the following:

1.	Negotiated Price under the agreement for acquisition of share or voting rights	Rs.180/-
2.	Highest Price paid by the Acquirers for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of Public Announcement.	NA
3.	**Other Parameters**	
	Period Ended	**30.06.2007**
(i)	Return on Net worth (%)	Negative
(ii)	Book Value per share (Rs.)	Negative
(iii)	Earnings Per Share (Rs.)	Negative
(iv)	Industry average PE multiple	NA
(v)	Offer Price PE multiple	NA

7.1.5 Since the shares of PL are infrequently traded on the above mentioned Stock Exchanges, the fair value of shares has been arrived at by considering the above parameters and by placing reliance on the Supreme Court Judgment in the Case of Hindustan Lever Employee Union vs. Hindustan Lever Limited [(1995) 83 CC 30] and with due regard to the erstwhile CCI Formula for valuation of shares. Accordingly, the fair value has been calculated taking weighted average of three methods as follows:

(Amt. In Rs. 30th June 2007)

Method	Amount (Rs.) (x)	Weights (y)	Weighted Amount (X * Y)
1. Value of shares as per Net Assets Method (NAV)	-256.78	1	-256.78
2. Value of shares as per Earning Capitalization Method	Nil	2	Nil
3. Value of Shares as per Imputed Market Value Method	544.69	2	1089.38
Total		5	832.61
Fair value of shares			**166.52**

The above working is certified by Mr. Mahesh Bhatt Partner of M/s Bhatt & Mathur Chartered Accountants (Membership No. 34192) having their office at 402, Star Manor, Anand Road Extension, Malad (West) Mumbai 400064 telephone no. (022) 28815454 & 2881 3355 vide their certificate dated 19th November 2007.

7.1.6 Based on the above information, in the opinion of the Manager to the Offer, the Offer Price of Rs.180/- per equity share is justified in terms of Regulation 20 (5) of the Takeover Regulations.

7.1.7 Thus in the opinion of the Manager to the offer and the Acquirers, the Offer Price of Rs. 180/- per share is justified in terms of Regulation 20(11)

7.1.8 If the Acquirers acquire shares in the open market or through negotiations, after the date of Public Announcement and upto seven working days prior to the closure of the offer at a price higher than the offer price stated herein, the highest price paid for such acquisition shall be payable for all shares tendered and accepted under this offer as per regulation 20 (7) of the Takeover Regulations.

7.1.9 There is no non-compete agreement.

7.2 Financial Arrangements:

7.2.1 Acquirers have adequate and firm financial arrangements in terms of Regulation 16 (xiv) out of their business income, personal savings and other assets to fulfill the obligations under the offer. No borrowings from Bank/ Financial Institution will be made for the purpose. The funds to be utilized shall be domestic and not any foreign funds.

7.2.2 The maximum purchase consideration payable by the Acquirers in case of full acceptance of offer i.e.5,000 fully paid up equity shares is Rs. 9,00,000/- at a price of Rs. 180/- per equity share (the "Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter.

7.2.3 In accordance with regulation 28 of the Regulations, the Acquirers have created an Escrow Account in the form of Fixed Deposit for Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) being more than 25% of the total consideration payable under the Offer with HDFC Bank Ltd. having its branch at Maneckji Wadia Building, Nanek Motwani Marg, Fort, Mumbai on 21st November 2007 and a lien has been marked on the said account in favour of Vivro Financial Services Pvt. Ltd., Manager to the Offer. The Manager to the Offer has been authorized by the Acquirers to operate and realize the value of the said Escrow A/c in terms of the provisions of the Regulations.

7.2.4 Mr. Hiren Mehta Chartered Accountant, partner of M/s BRV & Associates Chartered Accountants (Membership no. 109228) Telephone No. 022-66314451/52 and Mr. Amit Bothra Proprietor of M/s A. Bothra & Co. Chartered Accountants (Membership no. 104299) Telephone No. 022-23861612), have certified vide their certificate dated 24/09/07 and 05/09/07 respectively that sufficient resources are available with the Acquirers to fulfill his obligations under the Offer

7.2.5 Based on the above certificate, Manager to the Offer, M/s Vivro Financial Services Pvt. Ltd. certify and confirm that firm arrangement of funds through verifiable means are in place to fulfill the obligations under the Offer and implement the said offer in accordance with the Regulations.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 Statutory Approvals

a) The Offer is subject to approval, if any, required from RBI under the Foreign Exchange Management Act, 1999 (FEMA) for the acquisition of equity shares by the Acquirers from the Non residents under the Offer.

b) No approval from any Bank/ Financial Institution is required for the purpose of this Offer, to the best of the knowledge of the Acquirers.

c) No other statutory approvals are required to the best of the knowledge of the Acquirers to acquire the shares that may be tendered pursuant to the Offer.

d) If any other statutory approvals become applicable at a later date, the offer would be subject to such statutory approvals.

e) Subject to the receipt of statutory approval, the Acquirers shall complete all procedure relating to the Offer including payment of consideration within a period of 15 days from the Offer Closing Date to those shareholders whose share certificates and / or other documents are found valid and approved for acquisition by the Acquirers. In case of delay in receipt of any statutory approval, if any, SEBI has power to grant extension of time to the Acquirers for the payment of the consideration to the tendering shareholders subject to the Acquirers agreeing to pay interest as directed by SEBI under Regulation 22(12) of SEBI (SAST) Regulations. If the delay occurs due to willful default of the Acquirers in obtaining the requisite approval, if any, Regulation 22(13) of SEBI (SAST) Regulations will become applicable.

8.2 Other Terms of the Offer

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

8.2.2 The Offer will be made to the shareholders of “PL” and the Letter of Offer (“LOO”) together with the Form of Acceptance cum Acknowledgement (“FOA”) and Form of Withdrawal will be mailed to those shareholders of “PL” (except to the Acquirers and parties to the SPA) whose names appear on the register of members of “PL” and the beneficial owners of the shares whose names appear on the beneficial records of the respective share depositories, at the close of business hours on Thursday, 20th December 2007 (the “Specified Date”).

8.2.3. Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

8.2.4. Intime Spectrum Registry Limited having their office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 is acting as the Registrar to the Offer **(“Registrar”)** and they have opened a Special Depositary Account as under:

DP Name	Stock Holding Corporation of India Limited
DP ID	IN301330
Client ID	20193869
Account Name	ISRL-PARAAN LIMITED ESCROW ACCOUNT
Depository	NSDL

8.2.5. Beneficial Owners and shareholders holding shares in physical form, will be required to send their Form of Acceptance Cum Acknowledgement to the Registrar to the offer either by hand delivery during normal business hours or by registered post so as to reach on or before the close of the Offer i.e. Monday, 3rd March, 2008 along with photocopy of the delivery instructions in “Off Market” mode (or) counter foil of the delivery instruction in “Off Market” mode, duly acknowledged by the Depository Participant (“DP”) in favour of “ISRL-PARAAN LIMITED ESCROW ACCOUNT”

8.2.6. The equity shareholders of the Target Company who wish to avail of and accept the offer can also deliver the Acceptance Cum Acknowledgment Form along with all the relevant documents at the collection centers below in accordance with the procedure as set out herein. The centers mentioned herein below would be open from Monday to Friday (except Saturday, Sundays and Public Holidays) during the business hours between 11.00 am and 4.00 p.m. on or before close of the offer i.e. Monday, 03rd March, 2008.

Address	Contact Persons	Mode of Delivery	Phone No.	Fax	E-mail ID
Intime Spectrum Registry Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West) Mumbai – 400078.	Ms. Awani Thakkar	Hand Delivery /Regd. Post	022-259660320	022-25960328/29	pl.offer@intimespectrum.com
Intime Spectrum Registry limited, 308, first floor, Jaldhara Complex, Opp. Manisha Society, Off. Old Padra Road, Vadodara – 390 015.	Mr. Jaydeep Mehta	Hand Delivery / Regd. Post	0265-2250241	0265-2250246	Jaydeep.mehta@intimespectrum.com

8.2.7 Shareholders having their depository account in 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.

8.2.8 Shareholders holding their shares in physical form and who wish to tender their fully paid shares will be required to send the Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and Transfer Deed(s) duly signed, to the Registrar to the Offer at the address given above, either by hand delivery during normal business hours on Monday to Friday between 11.00 a.m. to 4.00 p.m. (excluding Saturday Sunday and Public holidays) or by Registered Post so as to reach on or before the close of the offer i.e. Monday, 03rd March , 2008 in accordance with the instructions specified in this Letter of Offer and the Form of Acceptance cum Acknowledgement in an envelope subscribing the same with **"ISRL-PARAAN LIMITED ESCROW ACCOUNT".**

8.2.9 All owners of fully paid-up equity shares registered or unregistered and the beneficial owners of the shares (except the Acquirers and parties to the SPA) who own the shares at any time prior to the closure of the offer are eligible to participate in the offer. Unregistered owners/ shareholders who have not received Letter of Offer can send their application in writing, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio No., together with documents stated above so as to reach the Registrar to the Offer on or before Monday, 03rd March, 2008. In case of unregistered owners, the same should be accompanied by a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

8.2.10 **The minimum marketable lot for the purpose of acceptance, for both physical shares and shares held** in **demat form would be one share.**

8.2.11 In case of non-receipt of Letter Of Offer, eligible person may send their acceptance to the Registrar to the Offer on a plain paper stating the name, address, No. of Shares held, distinctive No., Folio No., No. of Shares offered, along with documents as mentioned above, so as to reach to the Registrar to the Offer at the above address on or before the close of the Offer i.e. Monday 3rd March, 2008.

8.2.12 In case of non-receipt of Letter of offer, the eligible person may obtain the copy of the same from the Registrar to the Offer. Such shareholders may also down load the Form of Acceptance Cum Acknowledgement from the website of SEBI i.e. http://www.sebi.gov.in which will be made available from the date of opening of the Offer.

8.2.13 **The Shareholders or Beneficial Owners should not send the form of Acceptance cum Acknowledgement, original share certificate and transfer deed either to the Acquirers or Target Company.**

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

8.2.15 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. Shareholders whose shares are held in dematerialized form to the extent not accepted will be intimated by post for the non-acceptance.

8.2.16 Shares, if any, that are subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these shares are not received together with the shares tendered under the offer. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

8.2.17 Shareholders who have sent their shares for demat need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Escrow Account should be received on or before the date of closure of the Offer i.e. Monday, 3rd March, 2008 else the application would be rejected.

8.2.18 In case the shares tendered in the open offer are more than the shares agreed to be acquired by the Acquirers, the Acquirers shall accept all valid application received from the shareholders on a proportional 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.

8.2.19 Acquirers are confident of completing all the formalities pertaining to the acquisition of the said shares, within 15 days from the date of closure of this Offer including payment of consideration to the shareholders who have accepted the Offer and for the purpose opened a Special account as provided under Regulation 29. Provided that where the Acquirers are unable to make payment to the shareholders who have accepted the offer before the said period of 15 days due to non-receipt of requisite statutory approval, if any, SEBI may, if satisfied that non-receipt of requisite statutory approval was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for such approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the Shareholders for delay beyond 30 days, as may be specified by the SEBI from time to time.

8.2.20 In accordance with Regulation 22(5) (A) of the Regulations, shareholders who have tendered requisite documents in terms of Public Announcement and Letter of Offer shall have option to withdraw acceptance tendered upto 3 working days prior to the offer closing date i.e. Wednesday 27th February, 2008. The withdrawal option can be exercised by submitting the form of withdrawal (separately enclosed with the Letter of Offer) and the copy of acknowledgment received from the Registrar to the Offer while tendering the acceptance together with following details

- In case of physical shares: name, address, distinctive no. folio no., no. of shares tendered / withdrawn.
- In case of dematerialized shares: name, address, no. of shares tendered / withdrawn, DP name, DP ID, Beneficiary Account No., photo copy for delivery instruction in "Off Market" mode or counter foil of the delivery instruction in "Off Market" mode, duly acknowledged by the DP in favour of the depository escrow account.

In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making an application on the plain paper along with the details mentioned above.

8.2.21 Shareholders who have tendered Shares in physical form and wish to partially withdraw their tenders, should also enclose valid shares transfer form(s) for the remaining equity shares (i.e. Shares not withdrawn) duly signed by transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signature registered with "PL" and duly witnessed at the appropriate place.

a) The withdrawal of Shares will be available only for the Shares certificates / shares that have been received by the Registrar to the Offer.

b) The intimation of returned Shares to the shareholders will be at the address as per the records of "PL".

c) The FOW should be sent to the Registrar to the Offer only, at the collection center mentioned in section 8.2.6 above.

d) In case of partial withdrawal of Shares tendered in physical form, if the original shares certificates are required to be split, the same will be returned on receipt of shares certificate from "PL".

e) Partial withdrawal of tendered Shares can be done only by the registered shareholders. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

f) 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.

g) The Registrar to the Offer will hold in trust the shares / share certificates, shares lying in the credit of the special depository account, Form of Acceptance cum Acknowledgement, the transfer form(s) and Form of Withdrawal if any, on behalf of the shareholders of the ("PL") the Target Company, who have accepted the offer, until the Cheques / Demand drafts /pay orders for the consideration and / or the unaccepted shares/ share certificates are dispatched/ returned or credited back to the beneficial owners DP account.

h) In case any person has lodged shares for transfer and such transfer has not yet been effected, the concerned person may apply as per instruction contained in section 8.2.9 above together with Acknowledgement of the lodgment of shares for transfer. Such person should also instruct "PL" and its Registrar and Transfer Agent to send the transferred shares certificate(s) directly to the collection center of the Registrars to the Offer at designated centers located at the addresses stated in section 8.2.6 above. The applicant should ensure that the certificate(s) reach the designated collection center not later than 4 PM on Monday 3rd March 2008. i.e. the date of closure of the Offer.

9. Payment of Consideration

a) The payment of consideration shall be made to those shareholders whose equity share certificates and / or other documents are found valid and in order by the Acquirers, and the same shall be through a crossed account payee cheque / demand draft / pay order. The intimation regarding the acquisition (in part or full) or rejection of the shares tendered by the shareholders in acceptance of this Offer and the corresponding payment for the acquired Shares and / or Share certificates for the rejected Shares will be dispatched to the shareholders by registered post or by ordinary post as the case may be, at the shareholders'/ unregistered owner's sole risk within 15 days from the date of closure of the offer i.e. Tuesday 18th March 2008

b) All cheques / demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. **It will be desirable if the shareholders provide bank account details in the Form of Acceptance cum Acknowledgement for incorporation in the cheque / demand draft.**

c) However, if the Acquirers are unable to make the payment to the shareholders within 15 days due to non-receipt of any statutory approval to which the offer may be subject, the Board may, if it is satisfied that non receipt of requisite statutory approval was not due to any willful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to payment of interest to the shareholders at such rate for delay beyond 15 days, as may be specified by the Board.

10. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection by the shareholders of "PL" at the office of the Manager to the Offer i.e. Vivro Financial Services Pvt. Ltd., from 10.30 a.m. to 3.00 p.m. on any working day except Sundays, and Public / Bank Holidays until the Offer closes on Monday, 3rd March 2008.

1) Certificate of Incorporation and the Memorandum and Articles of Association of "PL"

2) Copy of the Share Purchase Agreement dated 21st November 2007.

3) Published Copy of Public Announcement of Offer dated 23rd November, 2007.

4) The audited accounts of the Target Company for the 12 months ended 31st March 2005, 2006 and 2007 and unaudited accounts for a period of 6 months ended on 30th September 2007

5) Net worth Certificate issued by Mr. Hiren Mehta Chartered Accountant, partner of M/s BRV & Associates Chartered Accountants (Membership no. 109228) Telephone No. 022-66314451/52 and Mr. Amit Bothra Proprietor of M/s A. Bothra & Co. Chartered Accountants (Membership no. 104299) Telephone No. 022-23861612), dated 24/09/07 and 05/09/07 respectively, certifying that the acquirers have sufficient resources available with them to fulfill their obligations under the Offer.

6) Letter from the Acquirers regarding appointment of Manager to the Offer.

7) Letters from the Escrow Bank confirming cash deposit in the form of Fixed Deposit of Rs. 2,50,000/- bearing no 0600350044938 and a lien marked in favor of the Manager to the Offer

8) Copy of SEBI letter No. CFD/DCR/TO/SA/115024/08 -dated 24th January 2008 issued in terms of proviso to the Regulation 18(2) of the Regulations

9) Due Diligence Certificate given by Vivro Financial Services Pvt. Ltd., Manager to the Offer dated 4th December 2007.

11. DECLARATION BY THE ACQUIRERS

The Acquirers, Mr. Kailash H. Biyani and Mr. Kishore S. Mohatta, accepts full responsibility for the information contained in this Letter of Offer. The Acquirers would be responsible for ensuring compliance with the Takeover Regulations. The information relating to the Target Company has been obtained from publicly available information and from the Company.

For and on behalf of The Acquirers

Kailash Hardattrai Biyani

Kishore Sundarlal Mohatta

(Acquirers)

The person signing the Letter of Offer is duly and legally authorized person.

Place: Mumbai

Date: 4th February 2008

Attached:
1. **Form of Acceptance – cum – Acknowledgement**
2. **Form of Withdrawal – cum- Acknowledgement**
3. **Transfer Deed**

FORM OF ACCEPTANCE - CUM - ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(*Please send this Form of Acceptance-cum-Acknowledgement with enclosures to Registrar to the Offer Intime Spectrum Registry Limited at the address as mentioned in the Letter of offer)*

(All terms and expression used herein shall have the same meaning as described thereto in Letter of offer and please read the instructions mentioned below before filling in this form of acceptance.)

From:________________________________

Name:________________________________

Address:______________________________

____

____

Tel No: (____) ________ Fax No.: (____) ________

E-mail: __________________________________

OFFER	
Opens on :	Tuesday 12th February 2008
Last date of withdrawal:	Wednesday, 27th February 2008
Closes on:	Monday, 3rd March 2008

To,

Intime Spectrum Registry Limited

C-13, Pannalal Silk Mills Compound,

LBS Marg, Bhandup (West)

Mumbai – 400078.

Dear Sir/Madam

Re: Open Offer to acquire 5,000 equity shares of Rs. 100/- each, representing 20.00% of the issued & subscribed Equity share Capital and 20.00% of the total voting equity share capital of Paraan Limited. ("Target Company" / "PL") at price of Rs. 180/- (Rupees One Hundred Eighty only) per Equity share ("Offer Price") payable in cash by Mr. Kailash H. Biyani and Mr. Kishore S. Mohatta (together called the "Acquirers").

1. I/We refer to the Letter of Offer dated 04th February 2008 constituting an offer for acquiring the equity shares held by me/us in **Paraan Limited**
2. I/We, the undersigned have read the Letter of Offer and understood its contents and unconditionally accepted the terms and conditions as mentioned therein.

SHARES HELD IN PHYSICAL FORM

3. I/We accept the Offer and enclose the original Share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

Sr. No.	Folio No.	Certificate No.	Distinctive No.(s) From	Distinctive No.(s) To	No. of Shares
Total Number of shares					

SHARES HELD IN DEMAT FORM

4. I/We, holding shares in demat form, accept the Offer and enclose a photocopy of the delivery instructions by my/our DP in respect of my/our Shares as detailed below:

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

5. I/We have done an off-market transaction for crediting the Shares to the special depository account with Stock Holding Corporation of India Limited styled "ISRL-Paraan Ltd Escrow Account whose particulars are:

DP Name: Stock Holding Corporation of India Limited	DP ID:IN301330	Client ID: 20193869

Shareholders having their beneficiary account with CDSL will have to use inter-depository slip for the purpose of crediting their Shares in favour of the Special Depository Account with NSDL.

Enclosures (Please tick as appropriate, if applicable)

Please use additional sheet and authenticate the same in case of insufficient space.

☐	Power of Attorney	☐	Corporate authorization in Case of companies along With Board Resolution and specimen Signatures of authorized signatories
☐	Death Certificate / Succession Certificate	☐	others(Please specify) __________
☐	No objection Certificate & Tax Clearance Certificate under Income-Tax Act, 1961, for NRIs /OCBs /Foreign Shareholders as applicable		

6. I/We confirm that the equity shares of Paraan Limited which are being tendered herewith by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.
7. I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me / us by the Registrar to the Offer until the time the Acquirers make payment of the purchase consideration as mentioned in the Letter of Offer.
8. I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.
9. /We authorize the Acquirers to send by registered post/ speed post/ UCP the draft/ cheque, in settlement of the amount to the sole/first holder at the address mentioned above.
10. I/We authorize the Acquirers to accept the Shares so offered or such lesser number of equity shares which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirers to return to me/us, equity share certificate(s) which is not found valid.
11. 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 documents and signatures and on obtaining the necessary approvals as mentioned in the said letter of offer.
12. I/We undertake to execute such further documents and give further assurance as may be required or expedient to give effect to my/our agreeing to sell the said Equity shares.

So as to avoid fraudulent encashment in transit, Shareholder(s) should provide details of bank account of the first/sole shareholder and the cheque or demand will be drawn accordingly.

Name of Bank	**Branch**	**City**	**Type of Account**	**Account Number**

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 HOLDER	**SIGNATURE (S)**
First / Sole Holder		
1st Shareholder		
2nd Shareholder		
3rd Shareholder		

Note : In case of joint holdings, all shareholders must sign. In case of body corporate, the company seal should be affixed

Place : ________________________

Date: ________________________

— — — — — — — — — — — — — — — Tear along this line — — — — — — — — — — — — — — —

Acknowledgment Slip: Paraan Limited – Open Offer (to be filled in by the shareholders)

Received from Mr./Ms./M/s____

Form of Acceptance cum Acknowledgement for PL Offer as per details below: -

Physical Shares: Folio No. ______________________ No. of Certificates Enclosed ______________________

Certificate No.______________________ Total No. of Shares Enclosed ______________________

Demat Shares: Client ID ______________________ DP ID ______________________

Copy of Delivery Instruction to DP ______________________

Total No. of Shares Enclosed ______________________

(Delete whichever is not applicable)

Date of Receipt : ______________________

Stamp of collection center: Signature of Official:

13. I/We irrevocably authorize the Acquirers or the Manager to the Offer to send by registered post the draft / cheque, in settlement of purchase at my own risk and any excess share certificate, if any, to the Sole/first holder at the address mentioned below:

NAME AND COMPLETE ADDRESS OF THE SOLE/FIRST HOLDER (IN CASE OF MEMBER (S)), ADDRESS as Registered with the Company.

Name:

Address:

Place:

Date:

Tele No:

Note: All future correspondence, if any, should be addressed to Registrar to the Offer at the following Address.

Intime Spectrum Registry Limited
Contact Person: **Ms Awani Thakkar**
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West) Mumbai – 400 078,
Tel No. (022)-25960320 Fax No.:(022)-25960328/29 Email: pl.offer@intimespectrum.com

INSTRUCTIONS

1. In the case of dematerialized shares, the shareholders are advised to ensure that their Shares are credited in favour of the Special Depository Account, before the Date of Closure of the Offer i.e. Monday, 3rd March 2008. The Form of Acceptance-cum-Acknowledgment of such demat shares not credited in favour of the Special Depository Account, before the Date of Closure of the offer will be rejected.
2. **Share holders should enclose the following:**
   I. For shares held in demat form:-
   Beneficial owners should enclose
   i. Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
   ii. Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP as per the instruction in the Letter of offer.
3. **Registered Share holders should enclose the following:**
   I. For Shares held in physical form:-
   Registered Shareholders should enclose
   i) Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein, by all Shareholders whose names appear on the Share certificates.
   ii) Original Share certificate(s).
   iii) Valid transfer deed(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 PL and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with the Letter of Offer. Attestation, where required, (thumb impressions, signature difference, etc.) should be done.
   The details of buyer should be left blank failing which the same will be invalid under the offer. The details of the Acquirers as buyer will be filled by Mr. Awani Thakkar upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.
   II. Unregistered owners should enclose
   i. Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein.
   ii. Original Share certificate(s).
   iii. Original broker contract note.
   iv. Valid Share transfer deed(s) as received from the market leaving details of buyer blank. If the same is filled in then the Share(s) are liable to be rejected.
4. **The Share certificate(s), share transfer form(s) and the Form of Acceptance-cum-Acknowledgment should be sent only to the Registrar to the Offer and not to the Manager to the Offer or Acquirers or PARAAN LIMITED.**
5. The Form of Acceptance-cum-Acknowledgment and other related documents should be submitted at the collection center of Intime Spectrum Registry Limited as stated in the Letter of Offer.
6. Shareholders having their beneficiary account in 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.
7. It is mandatory for Shareholders to indicate the bank account details at the appropriate place in the Form of Acceptance-cum-Acknowledgment and the consideration would be made to the bank account of the sole/first shareholder. The payment would be made at par to all the shareholders.
8. Rejection of Shares
   If the shares are rejected for any of the following reasons, the shares will be returned to the holder(s) along with all the documents received from them at the time of submission. Please Note that the following list is not exhaustive.
   a. The signature(s) of the holder(s) do not match with the specimen signature(s) as per the records of PARAAN LIMITED.
   b. The Transfer deed is not complete or that the signatures do not match with the specimen recorded with PARAAN LIMITED.
   c. The number of Shares mentioned in the Form of Acceptance-cum-Acknowledgment does not tally with the actual physical share certificate(s) submitted.
9. All documents/ remittances sent by or to shareholders will be at their own risk. Shareholders of Paraan Limited are advised to adequately safeguard their interests in this regard.
10. Neither The Acquirers, the Manager to the Offer, the Registrar to the Offer or Paraan Limited will be liable for any delay/loss in transit resulting in delayed receipt/non-receipt by the Registrar of your Form of Acceptance-cum-Acknowledgment or submission of original physical Share certificate(s) due to inaccurate /incomplete particulars/ instructions on your part, or for any other reason.
    Applicants who cannot hand deliver their documents at the collection Center, may send their documents only by Registered post, at their own risk, to the Registrar to the Offer at Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West) Mumbai – 400 078, so as to reach the Registrars to the offer on or before the last date of acceptance i.e. Monday 3rd March 2008
11. Please read the enclosed Letter of offer before filling up the form of Acceptance.
12. The Form of Acceptance should be filled up in English only.
13. Signature(s) other than in English, Hindi and thumb impression must be attested by notary public under his official seal.
14. 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 shareholders of PL
    (ii) Shareholders of PL to whom the offer is being made, are free to offer his/her/their shareholding in PL for sale to the Acquirers, in whole or part, while tendering his/her/their equity shares in the offer.

All queries in this regard to be addressed to the Registrar to the offer at the following address quoting your Reference Folio No./ DPID/Client ID:

Intime Spectrum Registry Limited
(Unit: **Paraan Limited**)
Contact Person: **Ms Awani Thakkar**
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West) Mumbai – 400 078,
Tel No. (022)-25960320 Fax No.:(022)-25960328/29 Email: pl.offer@intimespectrum.com

FORM OF WITHDRAWAL

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(*Please send this Form of Withdrawal with enclosures to Registrar to the Offer Intime Spectrum Registry Limited at the address as mentioned in the Letter of offer)*

THIS FORM SHOULD BE USED BY THE SHAREHOLDERS ONLY FOR EXERCISING THE WITHDRAWL OPTION AS PROVIDED IN THE LETTER OF OFFER

Offer	
Opens on:	**Tuesday 12th February 2008**
Last date of Withdrawal	**Wednesday, 27th February 2008**
Closes on:	**Monday, 3rd March 2008**

To,
Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai – 400078

Dear Sir/Madam,

Sub: Open Offer to acquire 5,000 equity shares of Rs.100/- each, representing 20.00% of the total issued & subscribed equity share capital and 20.00% of the total voting equity share capital of Paraan Limited ("Target Company" / "PL ") at price of Rs. 180/- (Rupees One Hundred and Eighty only) per Equity share ("Offer Price") payable in cash by Mr. Kailash H. Biyani and Kishore S. Mohatta (together called as the "Acquirers") — withdrawal of Shares tendered in the Offer.

I/We refer to the Letter of Offer dated 4th February 2008 , for acquiring the Shares held by me/us in **PARAAN LIMITED.** I/we, the undersigned, have read the Letter of Offer, understood its contents and unconditionally accept the terms and conditions and procedures as mentioned therein.

I/we have read the procedure for withdrawal of shares tendered by me/us in the Offer as mentioned in the Letter of offer and unconditionally agree to the terms and conditions mentioned therein.

I/we hereby consent unconditionally and irrevocably to withdraw my/our Shares from the offer and

I/we further authorize the Acquirers to return to me/us, tendered Share certificate(s)/ Share(s) at my /our sole risk.

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

I/We note that this Form of withdrawal should reach the Registrar to the offer at any of the collection centers mentioned in the Letter of offer as per the mode of delivery indicated therein on or before the last date of withdrawal.

I/we note that the Acquirers / Registrar to the Offer shall not be liable for any postal delay / loss in transit of the shares held in physical form and also for non-receipt of shares held in the dematerialized form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirers shall return original Share certificate(s), share transfer deed(s) and Shares only on completion of verification of the documents and signatures. and beneficiary position data as available from the Depository from time to time, respectively.

The particulars of the tendered Share(s) that I/We wish to withdraw are detailed below:

Folio no.	**Certificate No.**	**Distinctive Nos.**		**No. of Shares**
		From	**To**	
Tendered				
Withdrawn				
Total No. of equity shares				

(In case of insufficient space, please use additional sheet and authenticate the same)

I/We hold the following shares in dematerialized form, have tendered the Shares in the offer and had done an off-market transaction for crediting the Shares to the Special Depository Account with Stock Holding Corporation of India Limited Styled "ISRL-Paraan Limited Escrow Account" as per the following particulars:

DP Name: Intime Spectrum Registry Limited ISRL- Paraan Limited- Escrow Account with Stock Holding Corporation of India Limited	**DP ID: IN301330**	**Client ID: 20193869**

Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by the Depository Participant.

The particulars of the account from which my/our shares have been tendered are as detailed below:

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

I/We note that the Shares will be credited back only to the 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 dematerialized 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 & Delivered

Full Name(s) of the holders	**Address**	**Signature**
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings all must sign. A corporation must affix its common seal necessary Board Resolution should be attached.

Place: ______________________

Date: ______________________

— — — — — — — — — — — — — — Tear along this line — — — — — — — — — — — — — — — —

Acknowledgment Slip: Paraan Limited – Open Offer (to be filled in by the shareholders)

Received from Mr./Ms./M/s____

Form of Acceptance cum Acknowledgement for PL Offer as per details below: -

Physical Shares: Folio No. ____________________ No. of Certificates Enclosed ____________________

Certificate No.____________________ Total No. of Shares Enclosed ____________________

Demat Shares: Client ID ____________________ DP ID ____________________

Copy of Delivery Instruction to DP ____________________

Total No. of Shares Enclosed ____________________

(Delete whichever is not applicable)

Date of Receipt : ____________________

Stamp of collection center: Signature of Official:

INSTRUCTIONS

1. Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection center mentioned In the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. Wednesday 27th February, 2008

2. Shareholders should enclose the following:

i. For Shares held in demat form:-

Beneficial owners should enclose

a. Duly signed and completed Form of Withdrawal.

b. Acknowledgement slip in original Copy of the submitted Form of Acceptance –cum- Acknowledgement in case delivered by Registered A.D

c. Photocopy of the delivery instruction in “Off-marker” mode or Counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the **DP.**

ii. Registered Shareholders should enclose.

a. Duly signed and completed Form of Withdrawal

b. Acknowledgement **slip in original /copy** of the submitted Form of acceptance- cum- Acknowledgement in case delivered by Registered A.D.

c. In case of partial withdrawal, valid share transfer form(s) for the remaining Shares (i.e. Shares not withdrawn) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Paraan Limited and duly witnessed at the appropriate place.

b. Unregistered owners should enclose.

a. Duly signed and completed Form of Withdrawal.

b. Acknowledgement slip in original Copy of the submitted Form of Acceptance-cum-Acknowledgement in case delivered by Registered A.D.

3. The withdrawal of Shares will be available only for the Share certificates/the Shares that have been received by the Registrar to the Offer/ Special Depository 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 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 the Target Company. The facility of partial withdrawal is available only to registered shareholders.

7. Shareholders holding Shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

8. The Form of Withdrawal and other related documents should be submitted at the Collection Center of **Intime Spectrum Registry Limited** as stated in the Letter of Otter.

Applicants who cannot hand deliver their documents at the Collection Center, may send their documents only by Registered Post, at their own risk, to the Registrar to the Offer at Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills compound, LBS Marg, Bhandup (West)Mumbai – 400078 so as to reach the Registrars to the offer on or before the last date of acceptance i.e.3rd March 2008.

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BOOK POST

(Printed Material)

To

If undelivered, please return to :-

Intime Spectrum Registry Limited
(Unit: Paraan Limited)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West)
Mumbai – 400 078,

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