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 Parekh Distributors Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your Shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

Mr. Praful M. Patel and Mrs. Varsha P. Patel

residents of 152 Urvashi, 66B Nepean Sea Road, Mumbai – 400 006, India

(Tel: +91 22 2266 3575, Fax: +91 22 2266 5870)

MAKE A CASH OFFER AT Rs. 10/- PER FULLY PAID UP EQUITY SHARE TO ACQUIRE UP TO 20,000 Shares representing 20.00% of the voting capital of the Target Company

Parekh Distributors Limited

a company incorporated under the Companies Act, 1956

(Registered Office: 511, Maker Bhavan No.3, 21, New Marine Lines, Mumbai – 400 020, India

Tel: +91 22 2208 3445 / 6777 6777 Fax: +91 22 6777 6999)

Note:

- This Offer is being made pursuant to and in accordance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof.
- This Offer is not conditional and is not subject to a minimum level of acceptance.
- This Offer is subject to statutory and regulatory approvals, if required, as described in detail in Section VII.
- If there is any upward revision of the Offer Price by the Acquirers till the last permitted date for revision i.e. March 3, 2008 or withdrawal of the Offer, the same would be informed by way of a Public Announcement in the same newspapers in which the original Public Announcement had appeared. Such revised Offer Price would be payable for all the Shares tendered anytime during the Offer and accepted under the Offer.
- 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 closure of the Offer i.e. March 7, 2008.
- **If there is a competitive bid: (i) the public offers under all the subsisting bids shall close on the same date; (ii) as the Offer Price cannot be revised during seven working days prior to the closing date of the offers / bids, it would therefore, be in the interest of the Shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**
- **There has been no competitive bid as on date.**
- A copy of the Public Announcement and this Letter of Offer (including the Form of Acceptance-cum-Acknowledgement and the Form of Withdrawal) is expected to be available on SEBI's website (www.sebi.gov.in).

Manager to the Offer		Registrar to the Offer	
kotak® Investment Banking	Kotak Mahindra Capital Company Limited Bakhtawar, 3rd Floor, 229, Nariman Point Mumbai 400 021 Tel: +91 22 6634 1100, Fax: +91 22 22840492 Contact Person: Mr. Shervin Purohit Email: pdl.offer@kotak.com	COMPUTECH	Computech Sharecap Limited 147 Mahatma Gandhi Road, 3rd Floor, Fort, Mumbai 400 023 Tel: +91 22 22635000, Fax: +91 22 22635005 Contact Person: Mr. P.K. Dadyburjor Email: parekh@computechsharecap.com

Activity	**Date**	**Day**
Public Announcement	January 7, 2008	Monday
Specified Date	January 11, 2008	Friday
Last date for a competitive bid, if any	January 28, 2008	Monday
Last date for dispatch of Letter of Offer to the Shareholders of the Target Company	February 18, 2008	Monday
Offer Opens on	February 22, 2008	Friday
Last date for revising the Offer Price / Offer Size	March 3, 2008	Monday
Last date for withdrawing acceptance of the Offer	March 7, 2008	Friday
Offer Closes on	March 12, 2008	Wednesday
Last date for communicating acceptance (in full or part) and rejection of application by registered post and payment of consideration for application accepted	March 27, 2008	Thursday

Risk Factors

Risks related to the Transaction

- The Transaction is subject to the terms of the SPA entered into between the Acquirers and the Sellers. In accordance with the SPA, the Acquirers shall acquire the Sale Shares only upon completion of the Offer.

Risks related to the Offer

- This Offer is subject to statutory and regulatory approvals, if required, as described in detail in paragraphs 75, 76 and 77. In the event any of the required statutory approvals are refused or under such circumstances as in the opinion of SEBI merit withdrawal, the Offer may be withdrawn in terms of Regulation 27 of the Regulations.
- In the event that either (a) regulatory approvals are not received in time, (b) there is any litigation leading to a stay on the Offer, or (c) SEBI instructing the Acquirers not to proceed with 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 Shareholders whose Shares are accepted under this Offer as well as the return of Shares not accepted under this Offer by the Acquirers may get delayed. In case of delay, due to non-receipt of statutory approval(s), as per Regulation 22(12) of the Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers agreeing to pay interest to the Shareholders. Further, Shareholders should note that after the last date of withdrawal i.e. Friday – March 7, 2008, Shareholders who have lodged their acceptances would not be able to withdraw them even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered Shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.
- The Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities, and the Shareholders will not be able to trade such Shares. During such period there may be fluctuations in the market price of the shares. The Acquirers makes no assurance with respect to the market price of the Shares both during the Offer period and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
- In the event of oversubscription in the Offer, the acceptance of the Shares tendered will be on a proportionate basis and will be contingent on the level of oversubscription.

Risks related to association with the Acquirers

- Acquirers are making this Offer as per Regulation 10 and 12 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. There is no assurance with respect to the future financial and business performance of PDL. Further there is no assurance that any of its proposed new activities would fructify.

The risk factors set forth above pertain to the Offer and do not relate to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a Shareholder in the Offer. The Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, for further risks with respect to their participation in the Offer.

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Key Definitions

Acquirers	Mr. Praful M. Patel and Mrs. Varsha P. Patel, both residents of 152 Urvashi, 66B Nepean Sea Road, Mumbai – 400 006, India (Tel: +91 22 2266 3575, Fax: +91 22 2266 5870)
BSE	Bombay Stock Exchange Limited
Cash Deposit	The amount of Rs. 2,00,000 /- (Rupees Two Lakhs only) held in the escrow account with Kotak Mahindra Bank Limited, 5C / II Mittal Court Branch, 224 Nariman Point, Mumbai – 400 021
Equity Capital	Equity share capital comprising 1,00,000 Shares of the Target Company as on the date of the Public Announcement as per the information from the Target Company
Form	Form of Acceptance-cum-Acknowledgement attached to this Letter of Offer
I T Act	(Indian) Income Tax Act, 1961
Letter of Offer	This Letter of Offer dated February 14, 2008
Manager to the Offer / KMCC	Kotak Mahindra Capital Company Limited
Offer	Offer being made by the Acquirers for acquiring up to 20,000 Shares representing 20.00% of the Equity Capital from the Shareholders at the Offer Price payable in cash
Offer Price	Price of Rs. 10 /- (Rupees Ten only) per Share payable in cash
Offer Size	20,000 Shares representing 20.00% of the Equity Capital
Persons Eligible to Participate in the Offer	All Shareholders / beneficial owners (registered or otherwise) of Shares of the Target Company, except the Acquirers and Sellers, who own the Shares any time prior to the closure of the Offer
Public Announcement /PA	Public announcement of this Offer made on behalf of the Acquirers to the Shareholders, which appeared on January 7, 2008 in all editions of Free Press Journal and Pratahkal and Mumbai edition of Navshakti
RBI	Reserve Bank of India
Registrar to the Offer	Computech Sharecap Limited
Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
Sale Shares	The 74,500 fully paid-up equity Shares representing 74.5% of the Equity Capital of the Target Company to be acquired by the Acquirers from the Sellers under the Transaction
SEBI	Securities and Exchange Board of India
Sellers	Mr. Nirad Dhirajlal Mehta and Mr. Sanjay Madhukar Gaitonde
Share(s)	Fully paid-up equity share(s) of the Target Company, each with a face value of Rs 10
Shareholders	Shareholders of the Target Company who are eligible to participate or actually participate in the Offer, as applicable
SPA	Share Purchase Agreement dated January 5, 2008 between the Acquirers and the Sellers for the Transaction
Specified Date	January 11, 2008 being the date for the purpose of identifying Shareholders of the Target Company to whom the Letter of Offer will be sent
Stock Exchanges	BSE
Target Company /PDL	Parekh Distributors Limited, incorporated under the Companies Act, 1956 and having its registered office at 511, Maker Bhavan No.03, 21, New Marine Lines, Mumbai - 400 020. Tel No. +91 22 6777 6777 / 22083445; Fax No. +91 22 6777 6999.
Transaction	SPA entered into by the Acquirers with the Sellers to acquire the Sale Shares

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the Regulations.

I. Disclaimer Clause

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF PAREKH DISTRIBUTORS LIMTED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES/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 ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 7, 2008 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

II. Details of the Offer

Background of the Offer

1 This open offer (“Offer”) is being made by Mr. Praful M. Patel and Mrs. Varsha P. Patel, (“Acquirers”) pursuant to and in compliance with, among others, Regulation 10 and Regulation 12 of the Regulations, for the purpose of substantial acquisition of Shares and voting rights of Parekh Distributors Limited (“Target Company”) accompanied with change in control of the Target Company. Besides, the Acquirers, there are no other persons acting in concert with the Acquirers for the purpose of this Offer.

2 On January 5, 2008, the Acquirers entered into a Share Purchase Agreement (“SPA”) with the existing promoters of Parekh Distributors Limited (“Target Company”) comprising Mr. Nirad Dhirajlal Mehta and Mr. Sanjay Madhukar Gaitonde (collectively referred to as the “Sellers”), who currently hold 37,500 and 37,000 fully paid-up equity Shares respectively (ie a total of 74,500 fully paid-up equity shares) representing 74.5% of the total issued and fully paid-up equity capital (“Equity Capital”) of the Target Company, to acquire their entire shareholding of 74,500 fully paid-up equity shares (“Sale Shares”) at a price of Rs. 5/- (Rupees Five only) per fully paid-up equity share to be paid in cash (“Transaction”).

3 Under the terms of the SPA, Mr. Praful M. Patel would acquire 56,000 Sale Shares and Mrs. Varsha P. Patel would acquire 18,500 Sale Shares as detailed under.

Particulars	**No. of Shares to be transferred**
Shares to be acquired by Mr. Praful M. Patel from Mr. Nirad Dhirajlal Mehta	37,500
Shares to be acquired by Mr. Praful M. Patel from Mr. Sanjay Madhukar Gaitonde	18,500
Sub Total	**56,000**
Shares to be acquired by Mrs. Varsha P. Patel from Mr. Sanjay Madhukar Gaitonde	18,500
Sub Total	**18,500**
Grand Total	**74,500**

4 As on date of the PA, the Acquirers do not hold any Shares in the Target Company.

5 Details of the Sellers are as under:

No.	Name	Address	Phone	Fax
1	Mr. Nirad Dhirajlal Mehta	301/302, Goraigandhi Apartments, 3 Laburnum Road, Gamdevi, Mumbai – 400 007	+91 22 2380 6516	+91 22 6777 6999

No.	Name	Address	Phone	Fax
2	Mr. Sanjay Madhukar Gaitonde	C-4, Sai Datta Prasad, 11 Bandra Reclamation, Mumbai- 400 050	+91 22 2645 0459	+91 22 6777 6999

6 In compliance with Regulation 22(16) of the Regulations, the SPA contains a provision that the Acquirers shall acquire the Sale Shares only upon completion of the Offer.

7 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 any other regulations made under the SEBI Act, 1992.

8 Subject to law, the Acquirers shall have the right to appoint a majority on the board of directors of the Target Company upon the completion of the purchase of the Sale Shares under the SPA. The Acquirers shall decide the directors to be so appointed in the due course of time.

Details of the proposed Offer

9 In accordance with Regulation 15 (1) of the Regulations, the Acquirers issued a Public announcement ("PA") on January 7, 2008, which appeared in all editions of Free Press Journal and Pratahkal and Mumbai edition of Navshakti. A copy of the PA is also expected to be available on SEBI's website (www.sebi.gov.in).

10 Pursuant to this Offer, the Acquirers propose to acquire, from the existing Shareholders, upto 20,000 fully paid-up equity shares ("Offer Size") representing 20% of the Equity Capital at a price of Rs. 10/- (Rupees Ten only) per Share ("Offer Price"), to be paid in cash in accordance with the Regulations.

11 There are no partly paid-up Shares of the Target Company.

12 This Offer is not a conditional offer and is not subject to any minimum level of acceptance.

13 The Acquirers have neither acquired nor have been allotted any Shares of the Target Company in the 12 months prior to the date of the PA. Also, the Acquirers have not acquired any Shares since the date of the PA and up to the date of the Letter of Offer.

14 There have been no competitive bids as on date. In the event that there is a competitive bid, the Acquirers will comply with Regulation 25 of the Regulations.

15 To the extent of the Offer Size, all the Shares of the Target Company that are validly accepted in this Offer are proposed to be acquired by the Acquirers, subject to the terms and conditions of the Offer and receipt of approvals required, if any.

16 The Shares to be acquired under the Offer are to be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto.

17 This Offer is made to all Shareholders of the Target Company except the Sellers.

18 The Letter of Offer is being sent to those Shareholders of the Target Company (except the Sellers) whose names appeared in the Register of Members of the Target Company at the close of business hours on January 11, 2008, being the Specified Date, as required under the Regulations.

Object of the acquisition / Offer

19 The Offer is being made in accordance with Regulation 10, Regulation 12 and other applicable provisions of the Regulations as a result of substantial acquisition of shares and voting rights along with change in control of the Target Company.

20 The Acquirers propose to use the Target Company as a vehicle for developing business activities in various areas in which the Acquirers currently have an interest such as real estate, pharmaceuticals etc. The Acquirers may also consider using the Target Company for new businesses based upon the opportunities from time to time.

III. Background of the Acquirers

Mr. Praful M. Patel and Mrs. Varsha P. Patel - Acquirers

21 The details of Mr. Praful M. Patel are as follows:

Name	Praful M. Patel
Address	152 Urvashi, 66B Nepean Sea Road Mumbai – 400 006, India
Tel No Fax No	+91 22 2266 3575 +91 22 2266 5870
Relationship with Mrs Varsha P. Patel	Spouse
Principal Areas of Business and Experience	Mr. Praful M. Patel is a Member of Parliament (Rajya Sabha) and Minister of State for Civil Aviation with Independent Charge. He became the member of the Tenth Lok Sabha at the age of 34 in 1991. He was elected three times consecutively to the Lok Sabha i.e. 10th, 11th and 12th Lok Sabha. Mr. Praful M. Patel graduated in Commerce prior to joining the family business with diverse interests in tobacco, bidis, agriculture, packaging, pharmaceuticals, finance, real estate etc eventually heading the group known as "Ceejay Group". He is also actively involved in running the Gondia Education Society in Maharashtra, which imparts education to 80,000 students in various disciplines ranging from Arts, Commerce, Engineering, Law, Pharmacy, Information Technology and Computer Sciences. In addition to the above, Mr. Praful M. Patel is an active member of Young Presidents' Organisation, President of the Western India Football Association and Vice President of both All India Football Federation and Maharashtra Olympic Association.
Networth as on September 30, 2007	Rs. 24,12,50,013/- (Rupees Twenty Four Crores Twelve Lakhs Fifty Thousand Thirteen Only)
Details of Chartered Accountant certifying the Networth	Name: Mr Bharat J. Doshi, Partner – B.J. Doshi & Co. Chartered Accountants Membership No: 35775 Address: Solitaire, Above Bank of India, 80, S.V. Road, Santacruz (W), Mumbai 400 054

22 The details of Mrs. Varsha P. Patel are as follows:

Name	Mrs. Varsha P. Patel
Address	152 Urvashi, 66B Nepean Sea Road Mumbai – 400 006, India
Tel No Fax No	+91 22 2266 3575 +91 22 2266 5870
Relationship with Mr Praful M. Patel	Spouse
Principal Areas of Business and Experience	Mrs. Varsha P. Patel is actively engaged in all the business interests pursued by Mr. Praful P. Patel. Besides, she also has interests in dairy farming business and art.
Networth as on September 30, 2007	Rs. 18,40,75,183/- (Rupees Eighteen Crores Forty Lakhs Seventy Five Thousand One Hundred Eighty Three Only)
Details of Chartered Accountant certifying the Networth	Name: Mr Bharat J. Doshi, Partner – B.J. Doshi & Co. Chartered Accountants Membership No: 35775 Address: Solitaire, Above Bank of India, 80, S.V. Road, Santacruz (W), Mumbai 400 054

23 The Acquirers have not held any Shares in the Target Company since inception and till the date of the PA and hence the provisions of Chapter II of the Regulations do not apply to the Acquirers.

24 Mr. Praful M. Patel does not hold any position on the Board of Directors of any listed or unlisted company. Further Mr. Praful M. Patel does not hold a controlling stake in any listed company.

25 Mrs. Varsha P. Patel does not hold any position on the Board of Directors of any listed company. Further Mrs. Varsha P. Patel does not hold a controlling stake in any listed company.

26 Mrs. Varsha P. Patel holds the position of director in the following unlisted companies:

- Aquarian Leasing Pvt Ltd
- Padmanabhan Holding & Investments Pvt Ltd
- Ceejay Healthcare Pvt Ltd

27 Brief information in respect of all companies promoted by / in control of the Acquirers is as follows:

Name of Company	**Ceejay Tobacco Ltd.**			
Date of Incorporation	April 17, 1982			
Nature of Business	Bidi rolling on job work basis			
% Shareholding of HUF in which Mr. Praful M. Patel is Karta	3.33%			
% Shareholding of Mr. Praful M. Patel	0.67%			
% Shareholding of Mrs. Varsha P. Patel	5.33%			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	574.82	747.42	849.42	897.27
Total Income	7,018.96	6,121.11	6,462.38	3,348.60
Profit After Tax (PAT)	194.44	172.60	102.03	47.84
Earning Per Share (EPS) (Rs.)	432.10	383.56	226.72	106.32
Net Asset Value (NAV) (Rs.)	1,277.38	1,660.94	1,887.61	1,993.93
Whether sick industrial company	No			

Name of Company	**Ceejay Finance Ltd.**			
Date of Incorporation	March 9, 1993			
Nature of Business	Vehicle Financing			
% Shareholding of HUF in which Mr. Praful M. Patel is Karta	5.30%			
% Shareholding of Mr. Praful M. Patel	0.17%			
% Shareholding of Mrs. Varsha P. Patel	2.90%			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	961.35	1,026.07	1,105.34	1,134.37
Total Income	688.24	606.77	600.66	276.85
Profit After Tax (PAT)	117.85	101.66	119.63	29.03
Earning Per Share (EPS) (Rs.)	3.42	2.95	3.47	0.84
Net Asset Value (NAV) (Rs.)	27.87	29.74	32.04	32.88
Whether sick industrial company	No			

Name of Company	**Chhotabhai Jethabhai Patel Tobacco Products Co.Ltd.**
Date of Incorporation	December 30, 1961
Nature of Business	Trading in Bidis
% Shareholding of HUF in which Mr. Praful M. Patel is Karta	Nil

% Shareholding of Mr. Praful M. Patel	3.06%			
% Shareholding of Mrs. Varsha P. Patel	1.89%			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	79.79	80.43	80.56	85.29
Total Income	13,086.38	13,000.14	13,513.22	6,759.35
Profit After Tax (PAT)	13.22	5.39	3.00	4.71
Earning Per Share (EPS) (Rs.)	5.40	2.20	1.22	1.92
Net Asset Value (NAV) (Rs.)	32.57	32.83	32.88	34.81
Whether sick industrial company	No			

Name of Company	**Millennium Developers Pvt. Ltd.**			
Date of Incorporation	February 23, 1999			
Nature of Business	Real Estate Development and Construction			
% Shareholding of HUF in which Mr. Praful M. Patel is Karta	Nil			
% Shareholding of Mr. Praful M. Patel	42.33%			
% Shareholding of Mrs. Varsha P. Patel	57.67%			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	71.68	80.30	1,143.28	1,537.70
Total Income	106.06	21.85	17,361.99	580.94
Profit After Tax (PAT)	74.10	8.61	1,062.99	394.41
Earning Per Share (EPS) (Rs.)	147.60	17.16	2,117.50	785.69
Net Asset Value (NAV) (Rs.)	142.80	159.95	2,277.45	3,063.14
Whether sick industrial company	No			

Name of Company	**Prime Realty Pvt Ltd.**			
Date of Incorporation	February 19, 1996			
Nature of Business	Real Estate Development and Construction			
% Shareholding of HUF in which Mr. Praful M. Patel is Karta	18.93%			
% Shareholding of Mr. Praful M. Patel	20.27%			
% Shareholding of Mrs. Varsha P. Patel	20.27%			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	3.02	111.92	197.40	304.73
Total Income	0.00*	175.43	158.37	143.53
Profit After Tax (PAT)	(0.14)	108.90	85.48	107.33
Earning Per Share (EPS) (Rs.)	(0.04)	31.53	24.75	31.08
Net Asset Value (NAV) (Rs.)	0.87	32.40	57.15	88.23
Whether sick industrial company	No			

** Rs 84/-*

Name of Company	**Variegate Real Estate Pvt Ltd.**
Date of Incorporation	August 24, 1999
Nature of Business	Real Estate Development and Construction
% Shareholding of HUF in which Mr. Praful M. Patel is Karta	20.00%

% Shareholding of Mr. Praful M. Patel	10.00%			
% Shareholding of Mrs. Varsha P. Patel	10.00%			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	4.54	4.30	4.11	3.78
Total Income	Nil	Nil	Nil	Nil
Profit After Tax (PAT)	(0.25)	(0.24)	(0.19)	(0.33)
Earning Per Share (EPS) (Rs.)	(0.50)	(0.47)	(0.38)	(0.66)
Net Asset Value (NAV) (Rs.)	9.08	8.61	8.22	7.56
Whether sick industrial company	No			

Name of Company	**Padmanabhan Holdings & Investments Pvt Ltd.**			
Date of Incorporation	February 16, 1982			
Nature of Business	No business activity currently carried on			
% Shareholding of HUF in which Mr. Praful M. Patel is Karta	Nil			
% Shareholding of Mr. Praful M. Patel	30.10%			
% Shareholding of Mrs. Varsha P. Patel	39.30%			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	2.67	2.88	3.07	3.19
Total Income	1.16	1.14	1.14	0.57
Profit After Tax (PAT)	(0.02)	0.22	0.18	0.12
Earning Per Share (EPS) (Rs.)	(1.71)	21.50	18.46	11.63
Net Asset Value (NAV) (Rs.)	266.99	288.49	306.95	318.58
Whether sick industrial company	No			

Name of Company	**Aquarian Leasing Pvt Ltd.**			
Date of Incorporation	February 9, 1984			
Nature of Business	No business activity currently carried on			
% Shareholding of HUF in which Mr. Praful M. Patel is Karta	Nil			
% Shareholding of Mr. Praful M. Patel	Nil			
% Shareholding of Mrs. Varsha P. Patel	41.01%			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	(15.53)	(14.85)	(14.50)	(14.21)
Total Income	1.15	1.15	1.15	0.57
Profit After Tax (PAT)	0.62	0.69	0.34	0.30
Earning Per Share (EPS) (Rs.)	6.18	6.88	3.42	2.99
Net Asset Value (NAV) (Rs.)	(155.34)	(148.46)	(145.04)	(142.04)
Whether sick industrial company	No			

Name of Company	**Ceejay Auto Ltd.**
Date of Incorporation	April 22, 1994
Nature of Business	Vehicle Services
% Shareholding of HUF in which Mr. Praful M. Patel is Karta	5.33%

% Shareholding of Mr. Praful M. Patel	0.33%			
% Shareholding of Mrs. Varsha P. Patel	5.33%			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	22.44	24.05	25.99	27.18
Total Income	27.98	24.82	26.89	15.10
Profit After Tax (PAT)	1.59	1.61	1.94	1.19
Earning Per Share (EPS) (Rs.)	2.65	2.68	3.24	1.98
Net Asset Value (NAV) (Rs.)	37.40	40.08	43.32	45.30
Whether sick industrial company	No			

Name of Company	**Ceejay Healthcare Pvt Ltd.**			
Date of Incorporation	February 16, 2001			
Nature of Business	Manufacturing of Pharmacuetical Healthcare Products			
% Shareholding	133,750 shares of Ceejay Healthcare, representing 53.50% of the share capital is held by Millennium Developers Pvt Ltd which is in turn held to the extent of 42.33% by Mr. Praful M. Patel and 57.67% by Mrs. Varsha P. Patel			
Financials (Rs Lakhs)	**FY 2005 (Audited)**	**FY 2006 (Audited)**	**FY 2007 (Audited)**	**6 months ended September 30, 2007 (Certified by Statutory Auditor)**
Equity Capital, Reserves (excluding revaluation reserves)	(277.67)	(369.21)	(380.18)	(391.40)
Total Income	87.19	191.92	14.39	45.92
Profit After Tax (PAT)	(59.97)	(91.58)	(10.97)	(3.94)
Earning Per Share (EPS) (Rs.)	(23.99)	(36.63)	(4.39)	(1.58)
Net Asset Value (NAV) (Rs.)	(111.07)	(147.68)	(152.07)	(156.56)
Whether sick industrial company	No			

28 **Disclosure in terms of Regulation 16(ix) of the Regulations**

a. The Acquirers propose to use the Target Company as a vehicle for developing business activities in various areas in which the Acquirers currently have an interest such as real estate, pharmaceuticals etc. The Acquirers may also consider using the Target Company for new businesses based upon the opportunities from time to time.

b. As on the date of this PA, the Acquirers do not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company. Notwithstanding the immediately preceding sentence, the Board of Directors of the Target Company will take appropriate decisions in these matters as per the requirements of the business and in line with the opportunities from time to time.

c. Other than in the ordinary course of business, the Acquirers undertake that they shall not sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of the Shareholders of the Target Company to the extent required by applicable law.

IV. Continuous Listing

29 Pursuant to the listing norms applicable to the Target Company, the Target Company is required to maintain a minimum public shareholding of 25% of the Equity Capital. If the Offer results in the public shareholding being reduced to less than 25% of the Equity Capital of the Target Company, the Acquirers undertake to take appropriate steps to comply with the prevalent regulations and continuous listing guidelines laid out in the Listing Agreement of the Target Company with Stock Exchanges as required by Regulation 21(2) of the Regulations.

V. Background of the Target Company

30 The Target Company was incorporated on August 24, 1978 as a public limited company under the Companies Act, 1956.

31 The registered and corporate office of the Target Company is located at 511, Maker Bhavan No.03, 21, New Marine Lines, Mumbai - 400 020. Tel No. +91 022 67776777 / 22083445; Fax No. +91 022 67776999.

32 The Target Company has historically been in various diversified businesses such as trading of textile dyes and auxillaries, indenting agent for rollway bearings and distribution and selling agent for car finance schemes over different periods of time. All these businesses have been discontinued.

The Target Company was acquired by the Sellers as described in detail in paragraph 48. Currently, the Target Company renders miscellaneous consultancy services to select few clients. The Target Company has all its operations in Mumbai.

The Target Company had fixed assets till FY 1999; the same were disposed off by the Target Company in FY 2000.

Even after the Sellers acquired the Target Company, the Target Company did not have any manufacturing operations. Currently, the Target Company renders miscellaneous consultancy services mostly at client locations. Accordingly, the Target Company did not consider it necessary to invest in fixed assets.

33 As of the date of the PA, the total paid-up share capital of the Target Company is Rs. 10,00,000/- (Rupees Ten Lakhs Only) divided into 1,00,000 fully paid-up equity shares of Rs.10 each. There are no partly paid-up shares in the Target Company. Details of the paid-up share capital is as under:

Paid-up share capital of Target Company	Number of Shares / voting rights	% of Shares / voting rights
Fully paid-up equity shares	100,000	100
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	100,000	100
Total voting rights in the Target Company	100,000	100

34 Build-up of the current capital structure of the Target Company since inception till the date of the PA is as under:

Date of Allotment	No. and % of Shares issued		Cumulative Paid-up Capital (Rs.)	Mode of Allotment	Identity of allottees (Promoters / Ex-promoters/ Others)	Status of compliance with applicable provisions of the Regulations, under the SEBI Act, 1992 and other statutory requirements as applicable
24/08/1978	7	0.01% of current and 100.00% of post issue	70	Initial Subscription	Ex-Promoters	Complied
07/12/1978	49,993	49.99% of current and 99.99% of post issue	5,00,000	Public Issue	Ex-Promoters / Others	Complied
09/04/1992	50,000	50.00% of current and 50.00% of post issue	10,00,000	Rights Issue	Ex-Promoters / Others	Complied
Total	**100,000**		**10,00,000**			

35 The Shares of the Target Company are listed on BSE.

36 There has been no suspension of trading of the Shares of the Target Company on BSE.

37 There has not been any non-listing of any Shares of the Target Company on BSE.

38 There are no outstanding convertible instruments (warrants/FCDs/PCDs) etc. and no partly paid-up shares in the Target Company as on the date of the PA.

39 Except in the following instances, the Target Company and the Sellers have complied with the applicable provisions of Chapter II of the Regulations within the time specified in the Regulations.

- Disclosure by Target Company erroneously under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1994 instead of the Regulations for financial year ended March 31, 1997
- Disclosures by Target Company erroneously under Regulations 6(2) and 6(4) instead of Regulation 8(3) for financial years ended March 31, 1998, 1999 and 2000

40 The Target Company has complied with the listing requirements of BSE. No penal / punitive actions have been taken by BSE.

41 The Board of Directors of the Target Company, as of the date of the PA, is as under:

Name	**Designation**	**Work experience**	**Qualifications**	**Date of appointment**	**Residential Address**
Mr. Divyesh D. Parikh	Chairman	12 Years	BCOM, ICWA	August 14, 2000	B-201, Vrindavan CHSL, Near Sai Baba Nagar, Kandivali (W), Mumbai-400067, Mahareshtra
Mr. Hitendra S. Nayee	Director	10 Years	BCOM	August 14, 2000	201, 4C Sagar, Asha Nagar, Western Express Highway, Kandivali (E), Mumbai-400101 Maharashtra
Mr. Sanjeev P. Shah	Director	10 Years	BCOM	August 23, 2007	B-305, Om Shabari CHS, Behind Hanuman Chowk, L.T. Road, Mulund (E), Mumbai – 400081, Maharashtra

None of the Directors on the Board of Directors of the Target Company are representatives of the Acquirers. In compliance with Regulation 22(7) of the Regulations, the Acquirers shall not be entitled to be appointed on the Board of Directors of the Target Company during the Offer period.

42 Details of the experience and qualifications of the Board of Directors of the Target Company are as under:

Mr. Divyesh D. Parikh, 38 years, is the Chairman of the Target Company. He joined PDL on August 14, 2000. He holds a Bachelors Degree in Commerce from Mumbai University and is a member of the Institute of Cost and Works Accountants of India. He has a total experience of more than 12 years in the field of Capital Markets.

Mr Hitendra S. Nayee, 37 years, is a Director of the Target Company. He joined PDL on August 14, 2000. He holds a Bachelors Degree in Commerce from Mumbai University. He has a total experience of more than 11 years in the field of Capital Markets.

Mr Sanjeev P. Shah, 38 years, is a Director of the Target Company. He joined PDL on November 17, 2006 as an Additional Director and confirmed as Director in AGM held on August 23, 2007. He holds a Bachelors Degree in Commerce from Mumbai University. He has a total experience of more than 10 years in the field of Accounts, Audit, Finance, Taxation and Company Law Matters.

43 There have been no merger / demerger / spin offs involving the Target Company in the last 3 years.

44 The Target Company has not changed its name since incorporation.

45 Audited annual accounts for the last 3 years and the latest period un-audited accounts certified by the auditor such that the latest period financials are not older than six months from the Public Announcement date are as under:

Profit & Loss Statement (Rs Lakhs)	Financial year ended March 31, 2005 (Audited)	Financial year ended March 31, 2006 (Audited)	Financial year ended March 31, 2007 (Audited)	6 months ended September 30, 2007 (Certified)*
Income from operations	Nil	Nil	Nil	Nil
Other Income	0.25	3.60	3.98	2.25
Total Income	0.25	3.60	3.98	2.25
Total Expenditure	0.91	2.33	3.20	1.60
Profit Before Depreciation Interest and Tax	(0.66)	1.27	0.78	0.65
Depreciation	Nil	Nil	Nil	Nil
Interest	Nil	Nil	Nil	Nil
Profit Before Tax	(0.66)	1.27	0.78	0.65
Provision for Tax	Nil	Nil	0.01	Nil
Profit After Tax	(0.66)	1.27	0.77	0.65

**By Statutory Auditor*

Balance Sheet Statement (Rs Lakhs)	As on March 31, 2005 (Audited)	As on March 31, 2006 (Audited)	As on March 31, 2007 (Audited)	As on September 30, 2007 (Certified)*
Sources of funds				
Paid up share capital	10.00	10.00	10.00	10.00
Reserves and Surplus (excluding revaluation reserves)	(68.53)	(67.25)	(66.48)	(65.83)
Networth	(58.53)	(57.25)	(56.48)	(55.83)
Secured loans	Nil	Nil	Nil	Nil
Unsecured loans	56.61	56.97	56.73	56.73
Total	1.92	0.28	0.25	0.90
Uses of funds				
Net fixed assets	Nil	Nil	Nil	Nil
Investments	Nil	Nil	Nil	Nil
Net current assets	1.92	0.28	0.24	0.90
Total miscellaneous expenditure not written off	Nil	Nil	Nil	Nil
Total	1.92	0.28	0.24	0.90

**By Statutory Auditor*

Other Financial Data	For financial year ended March 31, 2005	For financial year ended March 31, 2006	For financial year ended March 31, 2007	For 6 months ended September 30, 2007
Dividend (%)	Nil	Nil	Nil	Nil
Earning Per Share (Rs)	(0.66)	1.27	0.77	0.64
Return on Networth*	NA	NA	NA	NA
Book Value Per Share** (Rs)	(58.53)	(57.25)	(56.48)	(55.83)

Note: The face value of each equity share is Rs 10/-
**Return on Networth calculated as Profit After Tax/ Networth as at the end of the period*
***Book Value per share calculated as the Networth / Number of outstanding equity shares as at the end of the period.*

46 The reasons for the rise and fall of total income and profit after tax of the Target Company are as follows:

FY 2005
Loss is mainly due to negligible income generation against regular recurring business expenditures.

FY 2006
The Target Company undertook certain consultancy and miscellaneous advisory services which reflected

in the increase in income compared to FY 2005. Increase in expenditures is mainly due to staff cost of Rs 1,36,000.

FY 2007
Fall in profit is mainly due to the increase in staff cost and other expenditures.

47 Pre and post Offer shareholding pattern of the Target Company as on January 4 , 2008 is as follows:

Shareholders' category	**Shareholding & voting rights prior to the agreement/ acquisition and Open Offer as on January 4, 2008**		**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 Open Offer. i.e.**	
	(A)		**(B)**		**(C)**		**(A)+(B)+(C) = (D)**	
	No.	**%**	**No.**	**%**	**No.**	**%**	**No.**	**%**
(1) Promoter Group								
(a) Parties to the SPA (Sellers)	74,500	74.50%	-	-	-	-	-	-
(b) Promoters other than (a) above	-	-	-	-	-	-	-	-
Total 1 (a+b)	74,500	74.50%	-	-	-	-	-	-
(2) Acquirers & PACs								
(a) Main Acquirer – Mr. Praful M. Patel	-	-	56,000	56.00%				
(b) Main Acquirer – Mrs. Varsha P. Patel	-	-	18,500	18.50%	20,000	20.00%	94,500	94.50%
Persons Acting in Concert	-	-	-	-	-	-	-	-
Total 2 (a+b)	-	-	**74,500**	**74.50%**	**20,000**	**20.00%**	**94,500**	**94.50%**
(3) Parties to the SPA other than (1)(a) and (2) above	-	-	-	-	-	-	-	-
(4) Public (other than parties to the SPA, Acquirer & PACs) – Details summarized below *							This will depend on response from and within each category of (4)	
(a) Financial Institutions/ Banks	-	-						
(b) Mutual Funds/ UTI	-	-						
(c) FIIs	-	-						
(d) Bodies Corporate	1,100	1.10%						
(d) Others	24,400	24.40%						
Total (4)	25,500	25.50%					5,500	5.50%
GRAND TOTAL (1+2+3+4)	**1,00,000**	**100.00%**					**1,00,000**	**100.00%**

As on January 11, 2008 (the Specified Date), there were 152 public shareholders holding 25,500 Shares of the Target Company.

48 Change in the shareholding of the promoters in the Target Company is as under:

Date of Transfer of Shares	Number of shares issued/(sold)	Cumulative shares owned	Cumulative Shares owned (%)	Details of the shares issued	Status of compliance with applicable provisions of the Regulations, under the SEBI Act, 1992 and other statutory requirement as applicable
Nirad Dhirjlal Mehta					
May 5, 2000	5,000	5,000	5.00%	Market Purchase	Complied
December 12, 2000	12,500	17,500	17.50%	Acquisition through an Open Offer under the Regulations	Complied
January 25, 2001	20,000	37,500	37.50%	Acquired from erstwhile promoters	Complied
Total	**37,500**	**37,500**	**37.50%**		
Sanjay Madhukar Gaitonde					
May 5, 2000	4,500	4,500	4.50%	Market Purchase	Complied
December 12, 2000	12,500	17,000	17.00%	Acquisition through an Open Offer under the Regulations	Complied
January 25, 2001	20,000	37,000	37.00%	Acquired from erstwhile promoters	Complied
Total	**37,000**	**37,000**	**37.00%**		

49 Corporate Governance provisions of Clause 49 of the Listing Agreement are not applicable to the Target Company.

50 There are no pending litigations against the Target Company.

51 Compliance Officer of the Target Company is Mr. Hitendra Nayee, Director, (Address: 201, 4C Sagar, Asha Nagar, Kandivli(E), Mumbai-400 101;Tel: +91 22 6777 6777; Fax: +91 22 6777 6999; Email: hitu_nayee@yahoo.co.in)

VI. Offer Price and Financial Arrangements

Justification of Offer Price

52 The Shares of the Target Company are listed on BSE.

53 Based on the information available on the website of BSE (www.bseindia.com), there has been no trading in the Shares of the Target Company for the six calendar months prior to the month of this PA. Accordingly, the annualized trading volume on the BSE is Nil and the Shares of the Target Company are infrequently traded on the BSE in terms of the Regulations. In accordance with Regulation 20(5), the Offer Price has been determined taking into account the following:

a) Negotiated price under the SPA – Rs 5/- per share

b) Highest price paid by Acquirers for any acquisition of shares including allotment in a public or rights or preferential issue during the past 26 weeks – Not Applicable

c) Other parameters based on audited financial results for year ended March 31, 2007 and certified financials for 6 months ended September 30, 2007 are as under:

Other financial parameters	Based on audited financials for FY 2007	Based on certified financials for 6 months ended September 30, 2007
- Networth	Rs (56.48) Lakhs*	Rs (55.83) Lakhs*
- Return on Networth	NA	NA
- Book Value per Share	Rs (56.48)*	(55.83)*
- Earning Per Share	Rs 0.77	0.64

** Indicates loss/negative numbers*

Currently, the Target Company renders miscellaneous consultancy services to select few clients. Given the nature of activities and small scale of operations, there is no comparable industry and no comparable Price Earning Ratio with respect to the Target Company.

54 The Acquirers have obtained a Share Valuation Report dated January 5, 2008 from Mr Suresh S. Agaskar, Partner, M/s Contractor, Nayak & Kishnadwala, Chartered Accountants (Membership No 110321 , Address: Jash Chambers, 3rd Floor, 7, Sir P.M. Road, Fort, Mumbai 400 001; Tel: +91 22 6635 9681-84 / 2266 1819 ; Fax: +91 22 2261 5814). The said Share Valuation Report gives the fair value of the Shares of the Target Company at Rs 2.81/- per Share and provides that the Offer Price at Rs 10/- per Share is justified in terms of Regulation 20 (5) of the Regulations.

55 The Acquirers have neither acquired nor have been allotted any Shares of the Target Company in the 12 months prior to the date of this PA.

56 No non-compete arrangement has been entered into between the Acquirers and the Sellers.

57 Based on all of the above, the Offer Price is justified in terms of Regulation 20(11) of the Regulations.

58 The Offer Price shall not be less than the highest price paid by the Acquirers for any acquisition of Shares of the Target Company from the date of PA upto seven working days prior to the closure of the Offer. Further, no Shares shall be acquired during the last seven working days prior to the closure of the Offer, except those accepted in the Offer.

59 As per the Regulations, the Acquirer can revise the Offer Price upwards up to seven working days prior to the closure of this Offer and the revision, if any, would be announced in the same newspapers where the PA has appeared and the revised price will be paid for all Shares acquired pursuant to this Offer.

Financial Arrangements

60 The maximum consideration payable under this Offer, assuming full acceptance, is Rs.2,00,000 /- (Rupees Two Lakhs only) ("Maximum Consideration").

61 By way of security for performance of its obligations under the Regulations, the Acquirers have made an escrow arrangement for the Offer comprising a cash deposit, for an amount of Rs. 2,00,000 /- (Rupees Two Lakhs only), i.e. 100% of the Maximum Consideration. The Acquirers have made the cash deposit with Kotak Mahindra Bank Limited, 5C / II Mittal Court Branch, 224 Nariman Point, Mumbai – 400 021. The Manager to the Offer is empowered to realize the value of the aforesaid cash deposit in terms of the Regulations.

62 Mr. Bharat J. Doshi, Partner, B. J. Doshi & Co Chartered Accountants (Membership No. 35775; Address: Solitaire, Above Bank of India, 80, S.V. Road, Santacruz (W), Mumbai – 400 054; Tel: +91-22-2605 3986; Fax: +91 22 2605 2315) have confirmed vide their certificate dated January 5, 2008 that the Acquirers have adequate financial resources available for meeting their obligations under the Regulations for a value up to the Maximum Consideration.

63 On the basis of the aforesaid financial arrangements and the aforesaid Chartered Accountants' certificate, the Manager to the Offer confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

VII. Terms and Conditions of the Offer

64 This Offer is being made to all Shareholders / beneficial owners (registered or otherwise) of Shares of the Target Company (except to the Sellers), who own the Shares any time prior to the closure of the Offer. The Letter of Offer together with the Form of Acceptance-cum-Acknowledgement and Form of Withdrawal

will be mailed to the Shareholders (except to the Sellers) of the Target Company whose names appear on the Register of Members of the Target Company on January 11, 2008, being the Specified Date. Accidental omission to dispatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.

65 The Acquirers will acquire the Shares, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights declared hereafter.

66 There are no locked in Shares of the Target Company.

67 Subject to the terms and conditions of the Offer and receipt of necessary approvals, to the extent of the Offer Size, all the Shares of the Target Company that are accepted pursuant to this Offer are proposed to be acquired by the Acquirers.

68 The Regulations provide for an upward revision of the Offer Price at any time up to seven working days prior to the closure of the Offer viz. up to March 3, 2008 and allows withdrawal of the Offer under certain circumstances. Any such revision / withdrawal would be informed by way of an announcement in the same newspapers where the PA appeared. In case of revision, the revised price will be payable by the Acquirers for all the Shares that are validly accepted pursuant to the Offer.

69 Each Shareholder of the Target Company to whom this Offer is being made is free to offer his shareholding in the Target Company in whole or in part while accepting this Offer. The acceptance must be unconditional and should be absolute and unqualified.

70 Shareholders who hold Shares in physical form and who wish to tender their shares will be required to send the form of Acceptance-cum-Acknowledgement, duly signed and completed in the manner specified therein together with all the necessary documents, as specified in paragraphs 82 to 84 of this Letter of Offer to the Registrar to the Offer at the collection centre, mentioned under paragraph 79 of this Letter of Offer, either by hand delivery during Business Hours or by registered post so that the same are received on or before the closing date i.e. March 12, 2008.

71 The Target Company has not dematerialised its Shares and all the Shares are in physical form.

72 The Acquirers will not be responsible in any manner for any loss of share certificate(s) and/or Offer acceptance documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard. In case of any lacunae and/or defect or modifications in the documents/forms submitted, the acceptance is liable to be rejected.

73 **In case of non-receipt of this Letter of Offer**, the eligible Shareholder may send his participation, to the Registrar to the Offer, on a plain paper stating the name, address, number of Shares held, distinctive numbers, folio number, number of shares offered, along with the necessary documents (as mentioned in section VIII.) so as to reach the Registrar to the Offer on or before the closure of the Offer.

74 The instructions, authorizations and provisions contained in the Form of Acceptance cum Acknowledgement constitute part of the terms of this Letter of Offer.

Statutory Approvals

75 As of the date of this PA, to the best of the knowledge of the Acquirers, there are no statutory approvals required to acquire the Shares that are validly tendered pursuant to this Offer.

76 To the best of the knowledge of the Acquirers, no approvals are required from financial institutions or banks for the Offer.

77 Notwithstanding paragraphs 75 and 76, in the event that any approvals may be required for this Offer, the Acquirers will apply for such approvals at the appropriate stage.

78 It may be noted that in case of non-receipt of statutory approvals within time, SEBI has the power to grant an extension of time to the Acquirers for payment of consideration to Shareholders subject to the Acquirers agreeing to pay interest for the delay, as directed by SEBI under Regulation 22(12) of the Regulations. Further if the delay occurs due to wilful default of the Acquirers in obtaining the requisite approvals, Regulation 22(13) of the Regulations will become applicable.

VIII. Procedure for Acceptance and Settlement

79 Shareholders, who wish to avail of and accept this Offer, should deliver the requisite documents mentioned below by Registered Post with acknowledgement due or in person or by courier, so as to reach the Registrar to the Offer at the address mentioned below before 3:30 PM Indian Standard Time on March 12, 2008 . Shareholders are advised to ensure that the Form of Acceptance-cum-Acknowledgement and other documents are complete in all respects otherwise the same is liable to be rejected. The Form of Acceptance-cum-Acknowledgement, Original Share Certificate, valid transfer deed along with any other relevant documents may be submitted at the collection center below.

No.	Collection Centre	Address of Collection Centre	Contact Person	Phone No.	Fax	Mode of delivery
1.	Mumbai	147 Mahatma Gandhi Road, Fort, Mumbai - 400 001	Mr. P. K. Dadyburjor	+91-22-22635000	+91-22-22635005	Hand Delivery / Registered Post

Note: Business Hours: Monday to Friday 10 AM TO 1 PM and 2 PM to 3.30 PM except Saturdays, Sundays and Bank Holidays

NO SHARES OR DOCUMENTS SHOULD BE SENT DIRECTLY TO THE ACQUIRERS / TARGET COMPANY / MANAGER TO THE OFFER

80 Applicants who cannot hand deliver their documents at the collection centers referred to above, may send the same by registered post, at their own risk and cost, to the Registrar to the Offer at the above address.

81 In case of non-receipt of the Letter of Offer, acceptance of Offer by unregistered Shareholders, owners of Shares who have sent the Shares for transfer, the eligible Shareholders may obtain a copy of the Letter of Offer from the SEBI website www.sebi.gov.in, or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of acquisition of the Shares. Alternatively those desirous of tendering their shares to the Acquirers may participate in the Offer by sending their consent in writing to the Registrar to the Offer, on a plain paper stating the name, address, no. of Shares held, no. of Shares offered, distinctive nos., folio no., the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired, along with the original share certificate(s) and transfer deed(s) duly signed either by hand delivery or by Registered Post or courier, such that these are received by the Registrar to the Offer before 3.30 PM Indian Standard Time on March 12, 2008.

82 Documents to be delivered by all Shareholders are as follows:

(a) Shares held in the PHYSICAL MODE by REGISTERED SHAREHOLDERS:

(i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all Shareholders. In case of Shares held in joint names, names should be filled up in the same order in which they hold shares in the Target Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer;
(ii) Original equity share certificate(s); and
(iii) Valid equity share transfer form(s) duly signed by transferor (by all Shareholders in case the Shares are in joint names) as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place(s).

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.

(b) Shares held in the PHYSICAL MODE by PERSONS NOT REGISTERED AS SHAREHOLDERS:

(i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein;
(ii) Original equity share certificate(s) accompanied by valid share transfer forms as received from the market, wherein the name of the transferee has not been filled in; and
(iii) Original broker contract note of a registered broker of a recognized stock exchange in relation to the purchase of the Shares being tendered in this case.
(iv) In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company / its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/ its transfer agents, of the share certificate(s) and the transfer deed(s).
(v) No indemnity is required from persons not registered as Shareholders.

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.

83 Non-resident Shareholders should, in addition to the above, enclose copy(ies) of permission(s) received from RBI to acquire Shares held by them in the Target Company.

84 All Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

- Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
- Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
- No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- In case of companies, the necessary certified corporate authorisations (including board and/or general meeting resolutions).

85 A copy of this Letter of Offer (including the Form of Acceptance-cum-Acknowledgement) is expected to be available on SEBI's website (www.sebi.gov.in) during the period the Offer is open. Shareholders can make an application in the Offer in the form downloaded from SEBI's website as one of the alternatives for applying in the Offer. No indemnity is needed from the unregistered Shareholders.

86 In case the number of Shares validly tendered in the Offer by the Shareholders are more than the Shares to be acquired under the Offer, the acquisition of Shares from each shareholder will be, as per the provisions of Regulation 21(6) of the Regulations, on a proportional basis in such a way that the acquisition from any shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

87 Subject to the statutory approvals as stated in paragraphs 75, 76 and 77, the Acquirers intend to complete all formalities, including the payment of consideration within a period of 15 days from the closure of the Offer, (i.e. March 27, 2008) and for the purpose open a special account as provided under Regulation 29, provided that where the Acquirers are unable to make the payment to the Shareholders who have accepted the Offer before the said period of 15 days due to non-receipt of requisite statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any wilful 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 the Acquirers agreeing to pay interest to the Shareholders for delay beyond 15 days under Regulation 22(12), as may be specified by SEBI from time to time.

88 The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the Shareholders' sole risk.

89 The Registrar to the Offer will hold in trust the share certificates, form of acceptance duly filled in and the transfer deed(s) on behalf of the Shareholders who have accepted the Offer, till such time as the Acquirers complete the obligations under the Offer.

90 Shareholders who are desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of the closure of the Offer March 7, 2008, in terms of Regulation 22(5A) of the Regulations.

91 The withdrawal option can only be exercised by submitting the Form of Withdrawal as per the instructions below so as to reach the Registrar to the Offer at its address 147 Mahatma Gandhi Road, Fort, Mumbai - 400 001 on or before three working days prior to the date of closure of the Offer either by hand delivery or by registered post by 3:30 PM on March 7, 2008.

92 In case of non-receipt of the Form of Withdrawal the withdrawal option can be exercised by making an application on plain paper along with details such as name and address of the shareholder, distinctive numbers, folio numbers, number of Shares tendered/withdrawn

93 The minimum marketable lot of the Shares of the Target Company is 50.

94 As per the provisions of Section 195(1) of the IT Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge). Since the Offer consideration would be chargeable to capital gains under the IT Act, the Acquirers will need to deduct tax at source (including surcharge) at the applicable capital gains tax rate on the gross consideration payable to the following categories of Shareholders, as given below:

- **Non-resident Indians**: The Acquirers will deduct tax at source (including surcharge) at the applicable rates on the Offer Price of Rs 10/- per Share.

- **Non-domestic companies**: The Acquirers will deduct tax at source (including surcharge) at the applicable rates on the Offer Price of Rs 10/- per Share.

95 FIIs enjoy exemption from tax deduction at source on capital gains under Section 196D(2) of the IT Act and hence no tax shall be deducted on amount payable to FIIs subject to receipt of an undertaking from them stating their residential status and that it does not have a permanent establishment in India and the amount received by them as a part of the Offer constitutes capital gains and does not constitute business income for them and that similar gains have been taxed as capital gains by the tax authorities in India in the past.

96 For the purpose of determining as to whether the capital gains are short-term or long-term in nature:

- In the case of physical Shares registered with the Target Company, the date of registration of the Shares with the Target Company shall be taken as the date of acquisition.
- In the case of physical Shares not registered with the Target Company, the capital gain shall assumed to be short-term in nature.
- In case of any ambiguity, incomplete or conflicting information or the information not being available with the Target Company regarding the same, the capital gain shall be assumed to be short-term in nature.

97 In the event the aforementioned categories of Shareholders require non-deduction of tax or deduction of tax at a lower rate or on a lower amount, they would need to obtain an order from the Income Tax authorities under Section 195(3) or Section 197 of the IT Act, and submit the same while submitting the Form. On failure to produce such certificate from the Income Tax authorities, tax will be deducted as aforesaid, and a certificate in the prescribed form shall be issued to that effect.

98 As per the prevailing laws as regards deduction of income tax at source, no tax will be deducted at source for resident Shareholders.

99 All Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment also for filing the return of income.

100 The payment of consideration for accepted applications will be made by the Acquirers in cash through account payee cheques, drafts, warrants, etc. sent by Registered Post for amounts exceeding Rs. 1,500 and otherwise by UCP in accordance with the Regulations, and the same will be drawn in the name of the first named person in case of joint Shareholders. It is desirable that Shareholders provide bank details in the Form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the cheque / demand draft / pay order.

IX. Documents for Inspection

101 Copies of the following documents will be available for inspection at the office of the Manager to the Offer at 3rd floor, Bakhtawar, 229 Nariman Point, Mumbai 400 021 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 am to 1:00 pm from the date of opening of the Offer up to the closure of this Offer.

- Chartered Accountant's certificate dated January 5, 2008 certifying the Networth of the Acquirers
- Chartered Accountant's certificate dated January 5, 2008 stating that the Acquirers have adequate financial resources available for meeting their obligations under the Regulations for a value up to the Maximum Consideration
- Chartered Accountant's Share Valuation Report dated January 5, 2008 stating that the Offer Price is justified in terms of the Regulations
- Audited Balance Sheet and Profit and Loss Account of the Target Company for the financial years ended March 31, 2005, March 31, 2006 and March 31, 2007
- A letter from Kotak Mahindra Bank Limited confirming the amount of Rs. 2,00,000 /- towards Escrow cash deposit
- Copy of the SPA
- Copy of the PA published on January 7, 2008
- SEBI's observation letter dated January 25, 2008

X. Declaration by the Acquirers

The Acquirers accept full responsibility for the information contained in this Letter of Offer and shall be severally and jointly responsible for ensuring compliance with the Regulations.

Signed by

Praful M. Patel

Sd/-

Date : February 14, 2008
Place : Mumbai

Varsha P. Patel

Sd/-

Date : February 14, 2008
Place : Mumbai

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FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

PAREKH DISTRIBUTORS LIMITED - OPEN OFFER

From

Folio No./DP ID No./Client ID No.:

OFFER OPENS ON	**FEBRUARY 22, 2008**
OFFER CLOSES ON	**MARCH 12, 2008**

To
The Acquirers:
Mr. Praful M. Patel and Mrs. Varsha P. Patel
152 Urvashi, 66B Nepean Sea Road
Mumbai – 400 006, India
Tel: +91 22 2266 3575
Fax: +91 22 2266 5870

Dear Sir,

Sub: Open Offer to acquire up to 20,000 equity shares representing 20% of the paid up equity share capital of Parekh Distributors Limited by Mr. Praful M. Patel and Mrs. Varsha P. Patel ("Acquirers") at a price of Rs. 10 /- per fully paid-up equity share

I/We refer to the Public Announcement dated January 7, 2008 and the Letter of Offer for acquiring the equity shares held by me/us in Parekh Distributors Limited. I/We, the undersigned have read the Public Announcement and Letter of Offer and understood their contents including the terms and conditions as mentioned therein.

☐ SHARES IN PHYSICAL FORM

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.	Ledger Folio No(s)	Certificate No(s)	Distinctive No(s)		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
5.					
(In case the space provided is inadequate, please attach a separate sheet with details.) **Total No. of Equity Shares**					

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirers dispatch the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

Bank Details

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For Shares that are tendered in demat form, the Bank account as obtained from the beneficiary position download to be provided by the depositories will be considered and the warrants will be issued with the said Bank particulars, and not any details provided herein.

Name of the Bank		Branch	
Account Number		Savings/Current/(Others: please specify)	

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Acknowledgement Slip
Parekh Distributors Limited - Open Offer

Received from Mr./Ms. ______________________ residing at ______________________ a Form of Acceptance cum Acknowledgement for ______________ Shares along with ______________ Share Certificate(s) ______________ transfer deed(s) under folio number(s) ______________ for accepting the Offer made by the Acquirer.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

For NRIs/ OCBs/ FIIs/ Foreign Shareholders:

(Foreign Institutional Investors enjoy exemption from tax deduction at source on capital gains under Section 196D(2) of the Income-tax Act, 1961 and hence no tax shall be deducted on amount payable to FIIs subject to receipt of an undertaking from them stating their residential status that it does not have a permanent establishment in India, the amount received by them as a part of the Offer constitutes capital gains and does not constitute business income for them and that similar gains have been taxed as capital gains by the tax authorities in India in the past.)

I/We have enclosed the following documents:

☐ No Objection Certificate / Tax Clearance Certificate from Income Tax Authorities.

☐ RBI approvals for acquiring Shares of Parekh Distributors Limited hereby tendered in the Offer.

☐ Others

I/We confirm that the equity shares of Parekh Distributors Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirers to accept the Shares so offered 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, share certificate(s)/Shares in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We authorize the Acquirers and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UCP as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I/We authorize the Acquirers to accept the Shares so offered or such lesser number of Shares that it may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirers to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,

Signed and Delivered

	Full Name(s) of the shareholders	**Signature**
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder________________________________

Place:

Date:

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The details of the collection centre is as follows:

No.	Collection Centre	Address of Collection Centre	Contact Person	Phone No.	Fax	Mode of delivery
1	Mumbai	147 Mahatma Gandhi Road, Fort, Mumbai - 400 001	Mr. P. K. Dadyburjor	+91-22-22635000	+91-22-22635005	Hand Delivery / Registered Post

Note: Business Hours: Monday to Friday 10 AM TO 1 PM and 2 PM to 3.30 PM except Saturdays, Sundays and Bank Holidays

PLEASE NOTE THAT NO SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER

(1) **All queries** pertaining to this Offer may be directed to the Registrar to the Offer.

(2) **Shareholders holding registered physical Shares** should submit the Form duly completed and signed in accordance, by the holders of the Shares, along with the original equity share certificate(s) and valid equity share transfer form(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the transfer deed.

(3) **In case of shares held in joint names**, names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.

(4) **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

(5) **Persons who own physical Shares (as on the Specified Date or otherwise) but are not the registered holders** of such Shares and who desire to accept the Offer, will have to communicate their acceptance in writing to the Registrar to the Offer together with the original contract note issued by the broker, the share certificate(s), the transfer deed(s) with the buyers details not filled in and other relevant documents. In case the share certificate(s) and transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the Form shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the share certificate(s) and transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or courier or in person to the Registrar at their offices as mentioned above.

The sole/first holder may also mention particulars relating to savings/current account number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form, to enable the Registrar to print the said details in the cheques after the name of the payee.

(6) **Non-resident Shareholders** should enclose copy(ies) of permission received from Reserve Bank of India to acquire Shares held by them in the Target Company.

(7) **Non-resident Shareholders** are advised to refer to the clause on taxation in the Letter of Offer regarding important disclosures regarding the taxation of the consideration to be received by them.

(8) **In case of bodies corporate**, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.

(9) **All the Shareholders** should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

(a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.

(b) Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).

(c) No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

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FORM OF WITHDRAWAL

PAREKH DISTRIBUTORS LIMITED - OPEN OFFER

From:

Folio No./DP ID No./Client ID No.:

OFFER OPENS ON	**FEBRUARY 22, 2008**
LAST DATE OF WITHDRAWAL	**MARCH 7, 2008**
OFFER CLOSES ON	**MARCH 12, 2008**

To
The Acquirers:
Mr. Praful M. Patel and Mrs. Varsha P. Patel
152 Urvashi, 66B Nepean Sea Road
Mumbai – 400 006, India
Tel: +91 22 2266 3575
Fax: +91 22 2266 5870

Dear Sir,

Sub: Open Offer to acquire up to 20,000 equity shares representing 20% of the paid up equity share capital of Parekh Distributors Limited by Mr. Praful M. Patel and Mrs. Varsha P. Patel ("Acquirers") at a price of Rs. 10 /- per fully paid-up equity share

I/We refer to the Public Announcement dated January 7, 2008 and the Letter of Offer for acquiring the equity shares held by me/us in Parekh Distributors Limited. I / We, the undersigned have read the aforementioned Public Announcement and the Letter of Offer and understood their contents including the terms and conditions as 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, the 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 on or before the last date of withdrawal i.e. March 7, 2008.

I / We note the Acquirers / Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay / loss in transit of the Shares held in physical form.

I / We also note and understand that the Acquirers will return the original share certificate(s), share transfer deed(s) only on completion of verification of the documents and signatures.

S. No.	Ledger Folio No (s)	Certificate No (s)	Distinctive No(s)		No of Shares
			From	To	
1					
2					
3					
4					
5					
(In case the space provided is inadequate, please attach a separate sheet with details.)				**Total No. of Equity Shares**	

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Acknowledgement Slip
Parekh Distributors Limited - Open Offer

Received from Mr./Ms. ______________________________ residing at ______________________________ a

Form of Withdrawal for ______________________ Shares along with copy of acknowledgement slip issued when depositing physical Shares for withdrawing from the Offer made by the Acquirers.

Stamp of Collection Centre:		Signature of Official:		Date of Receipt:	

Yours faithfully,

Signed and Delivered

	Full Name(s) of the shareholders	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of First/Sole Shareholder____

Place:

Date:

The details of the collection centre is as follows:

No.	Collection Centre	Address of Collection Centre	Contact Person	Phone No.	Fax	Mode of delivery
1	Mumbai	147 Mahatma Gandhi Road, Fort, Mumbai - 400 001	Mr. P. K. Dadyburjor	+91-22-22635000	+91-22-22635005	Hand Delivery / Registered Post

Note: Business Hours: Monday to Friday 10 AM TO 1 PM and 2 PM to 3.30 PM except Saturdays, Sundays and Bank Holidays

(1) **All queries** pertaining to this Offer may be directed to the Registrar to the Offer.

(2) **In case of Shares held in joint names,** names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Counter Offer.

(3) **In case where the signature is subscribed by thumb impression,** the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

(4) **In case of bodies corporate,** certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.

(5) **All the Shareholders** should provide all relevant documents, which are necessary to ensure transferability of the Shares in respect of which the withdrawal is being sent. Such documents may include (but not be limited to):

(a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.

(b) Duly attested power of attorney if any person apart from the shareholder has signed withdrawal form or transfer deed(s).

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