LETTER OF OFFER ('LOO')

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder(s) of **Agro Dutch Industries Limited ('ADIL' or 'Target Company')**. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Company, 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 Stock Exchange through whom the said sale was effected.

OPEN OFFER
By
Mr. Malvinder Singh Bhinder ('Acquirer')
Village Saidpura,Tehsil Dera Bassi, Distt Mohali, Punjab, Tel No: 0172-5068087;
Mr. Gurpreet Singh Bhinder ('Acquirer')
Village Saidpura,Tehsil Dera Bassi, Distt Mohali, Punjab, Tel No: 0172-4638840;
M/s Penta Homes Private Limited ('*PHPL*') ('Acquirer')
having corporate office at S.C.O. 30, 1st Floor, Sector 33-D, Chandigarh – 160 020, Tel No: 0172-3242500 Fax No: 0172-2604045 (hereinafter collectively called as 'Acquirers') along with **M/s Vishwa Calibre Builders Private Limited** ('PAC') having registered office at 16-C, Bank Colony, Patiala, Punjab, Tel: 0175 - 2227143, Fax: 0175 - 5002600; to acquire upto 1,07,13,000 equity shares of Rs. 10/- each representing 20% of the fully expanded voting capital of the Target Company (including the allotment of Equity Shares pursuant to conversion of warrants allotted on preferential basis to the Promoter Group)(hereinafter referred to as "Offer"), at a price of Rs.16/- per share ('Offer Price') from the existing equity shareholders of
AGRO DUTCH INDUSTRIES LIMITED ('ADIL')
Registered Office: S.C.O. 30, 2nd Floor, Sector 33-D, Chandigarh – 160 020; Tel.: 0172-2663336; Fax: 0172-2604045

These shares will be acquired in cash, in accordance with regulation 20(2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof (hereinafter referred to as 'Regulations').

This Offer is being made in compliance with regulation 11(1) and other provisions of Chapter III and in compliance with the Regulations.

The Offer along with any obligation relating to payment for, and purchase of, the shares tendered is subject to the receipt of necessary approval(s), if any, from the Reserve Bank of India ('RBI') under Foreign Exchange Management Act, 1999 ('FEMA') and subsequent amendments thereto, for acquisition of shares under the Offer. The Acquirers and PAC will make an application, if necessary, for the purpose to the RBI at the appropriate time.

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 Closure of the Offer i.e. on or before Tuesday, March 23, 2010.

If there is any upward revision in the Offer Price/Size at any time up to seven working days prior to the date of Closure of the Offer i.e. **Wednesday, March 17, 2010** or withdrawal of the Offer in terms of the regulation, the same would also be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revised Offer Price would be payable for all the shares tendered any time during the Offer & accepted under the Offer.

The Offer is not conditional and not subject to any minimum level of acceptance from Shareholders.

If there is a Competitive Offer/Bid

- **The Public Offers under all the subsisting bids shall close on the same day**
- **As the offer price cannot be revised during 7 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.**

The Public Announcement and this Letter of Offer including the Form of Acceptance cum Acknowledgement and Form of Withdrawal would also be available on SEBI's website at www.sebi.gov.in.

Issued by- Manager to the Offer	**Registrars to the Offer**
Karvy Investor Services Limited 46, Avenue 4, Street No. 1, Hyderabad – 500 034 Phone Nos: 91 40 23428774/2331 2454 Fax No: 91 40 2337 4714 Email: cmg@karvy.com Contact Person: Mr. M P Naidu	**Karvy Computershare Private Limited** Cyber Villa, Plot No.17-24, Vittalrao Nagar, Madhapur, Hyderabad – 500 081, India Tel: 91 40 2342 0815 Fax: 91 40 2343 1551 E-mail: einward.ris@karvy.com Contact Person: Mr. M Muralikrishna

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activities	Date	Day
Public Announcement	January 21, 2010	Thursday
Specified Date (for the purpose of determining the names of the shareholders to whom the Letter of Offer would be sent)	February 18, 2010	Thursday
Last Date for a Competitive Bid, if any	February 10, 2010	Wednesday
Date by which the Letter of Offer to be despatched to the shareholders	March 02, 2010	Tuesday
Date of Opening of the Offer	March 10, 2010	Wednesday
Last date for revising the Offer Price/Number of Shares	March 17, 2010	Wednesday
Last date for Withdrawal of Acceptance by shareholders who have accepted the Offer	March 23, 2010	Tuesday
Date of Closing of the Offer	March 29, 2010	Monday
Date by which communicating acceptance/rejection and payment of consideration for accepted shares/despatch of Share Certificate in case of rejection	April 13, 2010	Tuesday

RISK FACTORS:

Relating to the Offer:

1. The Offer involves an offer to acquire upto 1,07,13,000 equity shares of Rs. 10/- each representing 20% of the fully expanded voting capital of the Target Company (including the allotment of Equity Shares pursuant to conversion of warrants allotted on Preferential basis to the Promoter Group) from its shareholders (except the Promoter Group). In 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.

2. The Shares tendered in the Offer in demat form will lie to the credit of a designated escrow account and the shares tendered in physical form will lie with the Registrar to the Offer, till the completion of the Offer formalities. The Acquirers and PAC make 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 on whether or not to participate in the Offer.

Relating to the Acquirers:

3. The Acquirers and PAC make no assurance with respect to the future financial performance of the Target Company or with respect to their investment/divestment relating to their proposed shareholding in the Target Company.

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

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1. ABBREVIATIONS / DEFINITIONS

Acquirers	Mr. Malvinder Singh Bhinder, Mr. Gurpreet Singh Bhinder and M/s Penta Homes Private Limited
AGM	Annual General Meeting
ADIL/Target Company	Agro Dutch Industries Limited
BSE	Bombay Stock Exchange Limited, Mumbai
BV	Book Value
CDSL	Central Depository Services (India) Limited
Eligible Persons for the Offer	All owners of shares, who own shares at any time prior to the Closure of the Offer, registered or unregistered of ADIL, are eligible to participate in the Open Offer except the Promoters and the Promoter Group under the present Preferential Issue including their prior holding
EPS	Earnings Per Share
Escrow Account	Escrow account opened in the name and style of “ADIL - Open Offer Escrow Account” with the Escrow Bank, established in accordance with Regulation 28 of the SEBI (SAST) Regulations by the Acquirers
Escrow Banker	HDFC Bank Limited, 6-1-73, Ground Floor, Saeed Plaza, Lakdikapul, Hyderabad – 500 004
FEMA	Foreign Exchange Management Act, 1999
FIIs	Foreign Institutional Investors
Form of Acceptance (FOA)	Form of Acceptance cum Acknowledgement
Form of Withdrawal (FOW)	Form of Withdrawal cum Acknowledgement
FY	Financial Year
LOO or Letter of Offer	Offer Document
Manager to the Offer	Karvy Investor Services Limited
NRIs	Non Resident Indians
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited, Mumbai
OCBs	Overseas Corporate Bodies
Offer	Cash Offer being made by the Acquirers to acquire upto 1,07,13,000 equity shares of Rs. 10/- each representing 20% of the fully expanded voting capital of the Target Company (including the allotment of Equity Shares pursuant to conversion of warrants allotted on Preferential basis to the Promoter Group)
Offer Price	Rs. 16/- per fully paid-up share

PA / Public Announcement	Announcement of the Offer made by Acquirers and PAC on January 21, 2010
PAC/Person Acting in Concert	M/s Vishwa Calibre Builders Private Limited
RBI	Reserve Bank of India
Registrar to the Offer / Registrar	Karvy Computershare Private Limited
RONW	Return on Net Worth
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations or Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 and subsequent amendments thereof
Specified Date	Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of ADIL, to whom the Letter of Offer should be sent, i.e. Thursday, February 18, 2010

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to 'Rs.' are to Indian Rupees. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF AGRO DUTCH INDUSTRIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, PAC 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 MANAGER TO THE OFFER 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 KARVY INVESTOR SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 2, 2010 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 1997 AND SUBSEQUENT AMENDEMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1. Background of the Offer

3.1.1 The Board of Directors of Agro Dutch Industries Limited at its Board meeting held on May 22, 2009 has considered issue of 2,00,00,000 share warrants ("Warrants") to the Acquirers, who form part of the promoter group of ADIL on a Preferential Issue basis. The Issue price per share warrant is Rs. 10/- per equity share. ADIL has obtained approval from the members of the Company in the Extra Ordinary General Meeting held on June 13, 2009 for such allotment. In principle approval for the listing of shares arising from the conversion of warrants is granted by BSE and NSE vide their letters dated July 30, 2009 and July 22, 2009 respectively. Accordingly, the Committee constituted for the said allotment by the Board of Directors of the Target Company in its meeting held on July 30, 2009 has allotted the warrants to the Acquirers against the receipt of 25% of the Issue price i.e. Rs. 2.50/- per share warrant, with an option to convert the same in to equity share within 18 months from the date of allotment. Each warrant entitles one equity share of ADIL.

3.1.2 ADIL at its Board meeting held on January 15, 2010 has approved allotment of equity shares pursuant to the conversion of warrants.

3.1.3 The names and address(es) of the allottees along with number of warrants allotted is mentioned in the table given below.

Sl.No	Name of the Allottees	Address(es)	No. of Warrants
1	Malvinder Singh Bhinder	Village Saidpura,Tehsil Dera Bassi, District Mohali, Punjab	10,00,000
2	Gurpreet Singh Bhinder	Village Saidpura, Tehsil Dera Bassi, District Mohali, Punjab	10,00,000
3	Penta Homes Private Limited	Corporate Office: S.C.O 30, 1st Floor, Sector 33-D, Chandigarh – 160 020	1,80,00,000
	Total		**2,00,00,000**

3.1.4 The Issued & Subscribed Share Capital of the Target Company prior to the Preferential Issue is Rs. 33,56,50,000 ('Pre Issue Capital') consisting of 3,35,65,000 equity shares of Rs. 10/- each. Post Preferential Issue, the Issued & Subscribed Share Capital of the Target Company will be Rs. 53,56,50,000 comprising of 5,35,65,000 fully paid-up equity shares of Rs. 10/- each. The Target Company does not have any partly paid up shares.

3.1.5 The Acquirers and PAC belong to the Promoter Group of the Target Company and the consolidated holding of the Promoter Group is 1,09,13,410 shares constituting 32.51% of the pre-issue voting capital of the Target Company. As a result of the above Preferential Issue, the Promoter Group can acquire upto a maximum of 2,00,00,000 shares and the total voting rights of the Promoter Group therefore stand increased to 3,09,13,410 shares constituting 57.71% the post issue voting capital of the Target Company. The voting rights before and after Preferential Issue is given below:

Particulars	**No. of Shares & Voting Capital (%) before Preferential Issue**		**No. of Shares & Voting Capital (%) after Preferential issue (fully expanded voting capital)**	
	No. of Shares	**Voting Capital (%)**	**No. of Shares**	**Voting Capital (%)**
Promoter Group	1,09,13,410	32.51	3,09,13,410	57.71
Non-Promoters/Others	2,26,51,590	67.49	2,26,51,590	42.29
TOTAL	3,35,65,000	100.00	5,35,65,000	100.00

3.1.6 As a result of allotment under the Preferential Issue, the Acquirers are acquiring more than 5% of the voting capital of the Target Company and hence, this Offer is made pursuant to Regulation 11(1) and other applicable provisions of the Regulations involving substantial acquisition of shares/voting rights without change in control.

3.1.7 As on date of Public Announcement, the Acquirers and PAC hold equity shares as described in the table below:

Name/Category of the Shareholders	**Present Shareholding**	**% of present equity capital**	**Allotment of Equity Shares pursuant to conversion of warrants**	**Shareholding after conversion of warrants**	**% of post conversion equity capital**
Mr. Malvinder	38,24,629	11.39	10,00,000	48,24,629	9.01

Singh Bhinder					
Mr. Gurpreet Singh Bhinder	24,29,832	7.24	10,00,000	34,29,832	6.40
M/s Penta Homes Private Limited	21,53,125	6.41	1,80,00,000	2,01,53,125	37.62
M/s Vishwa Calibre Builders Private Limited	25,05,824	7.47	-	25,05,824	4.68

3.1.8 The Acquirers, PAC and Target Company have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto (SEBI Act) or any other Regulations made under the SEBI Act.

3.1.9 The Acquirers and PAC belong to the Promoter Group of the Target Company and control the management of the Target Company. As the Open Offer is for consolidation of holding, there is no proposed change in control of the Target Company pursuant to the Offer.

3.2. Details of the Proposed Offer

3.2.1 The Acquirers and PAC made a Public Announcement of the Offer, which was published on January 21, 2010 in the following newspapers in accordance with Regulation 15 (1) of the Regulations.

Publication	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Loksatta	Marathi	All Editions
Tribune	Punjabi	All Editions

Further, a Corrigendum to the Public Announcement was published on February 26, 2010 in the following newspapers

Publication	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Loksatta	Marathi	All Editions
Tribune	Punjabi	All Editions

3.2.2 The Public Announcement and Corrigendum to the PA are also available on SEBI's website at www.sebi.gov.in.

3.2.3 The Acquirers propose to acquire upto 1,07,13,000 equity shares of Rs. 10/- each, representing 20% of the fully expanded voting capital of the Target Company (including the allotment of Equity Shares pursuant to conversion of warrants allotted on Preferential basis to the Promoter Group), at a price of Rs. 16/- per share ('Offer Price') payable in cash in terms of Regulation 20 of the Regulations.

3.2.4 The Offer is not subject to any minimum level of acceptances. The Acquirers will acquire all equity shares of ADIL that are tendered in terms of this Offer up to a maximum of 1,07,13,000 equity shares.

3.2.5 The Manager to the Offer i.e. Karvy Investor Services Limited does not hold any shares in the Target Company as on the date. It declares and undertakes that it 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.

3.2.6 The Acquirers and PAC have not acquired any shares of ADIL after the date of Public Announcement and up to the date of this Letter of Offer. In case they acquire any shares upto 7 working days prior to the closure of the offer, then the Offer Price shall not be less than the highest price paid by them for such acquisition.

3.2.7 The Acquirers & PAC have acquired 2,53,125 equity shares of the Target Company during the last 12 months from the date of the PA. The highest and average price paid for this acquisition of shares are Rs.14.50 and Rs.13.69 respectively.

3.2.8 The offer is unconditional and not subject to any minimum level of acceptance.

3.2.9 This is not a competitive bid.

3.2.10 As the offer involves payment of consideration in cash, the differential price referred to in explanation (iii) to regulation 20(11) of the Regulations is not applicable.

3.3. Object of the Offer

3.3.1 As stated in para 'Background to the Offer' above, pursuant to the Preferential Issue the Acquirers (Promoters Group) have acquired 2,00,00,000 shares of Rs.10/- each of the Target Company through conversion of warrants. As a result the voting rights available to the Promoter Group have increased from 32.51% to 57.71%. Hence, this Offer is pursuant to Regulation 11(1) and other applicable provisions of the Regulations involving substantial acquisition of shares or voting rights without change in control or management.

3.3.2 The funds raised by the Target Company, by way of issue and allotment of warrants/Equity Shares under the Preferential Issue, will be utilised to meet the working capital requirements, other related Capital Expenditure and general corporate purposes.

3.3.3 The Acquirers and PAC do not have any plans to sell, dispose off or otherwise encumber any assets of the Target Company in the next two years, except in the ordinary course of business. The Acquirers and PAC undertake not to sell, dispose off or otherwise encumber any substantial Assets of the Target Company except with the prior approval of the shareholders and in accordance with and subject to the applicable laws, permissions and consents, if any.

3.3.4 There are no specific future plans of the Acquirers and PAC for the Target Company. The future plans of the Target Company will be framed by its Board of Directors as and when needed.

4. BACKGROUND OF THE ACQUIRERS

4.1 Acquirers

4.1.1 **Mr. Malvinder Singh Bhinder**, son of Late Mr. Kartar Singh, aged about 56 years is residing at Village Saidpura,Tehsil Dera Bassi, District Mohali, Punjab, Tel. No: 0172 - 5068087. He is a Graduate in Mechanical Engineering from Manipal Institute of Technology. He has also cleared Professional Engineers Exam in California USA. He is having overall experience of around 20 years in the area of Mushroom growing and export. His Networth as on January 15, 2010 is Rs. 1,526.69 Lakhs as certified by Mr. Suresh Mittal (Membership No. 82740) Partner of M/s. Suresh Mittal & Associates, Chartered Accountants having office at 16-A, Bank Colony, Behind Amar Hospital, Patiala, Punjab – 147001, Tel No: 0175 – 2217920, Fax. No: 0175 - 2307920; E-mail: sureshcamittal@yahoo.com vide certificate dated January 16, 2010. He is a Director on the Board of Directors of two listed companies, namely Agro Dutch Industries Limited and Saptarishi Agro Industries Limited. He is a Whole-time director at only one company i.e. Agro Dutch Industries Limited. Mr. Malvinder Singh Bhinder has complied with all the applicable provisions of Chapter II of SEBI Takeover Regulations.

4.1.2 **Mr. Gurpreet Singh Bhinder**, son of Late Mr. Kartar Singh, aged about 42 years is residing at Village Saidpura,Tehsil Dera Bassi, District Mohali, Punjab, Tel. No: 0172 - 4638840. He is a Graduate in Civil Engineering. He is having around 16 years of experience in the area of Mushroom growing and export. His Networth as on January 15, 2010 is Rs. 1,119.93 Lakhs as certified by Mr. Suresh Mittal (Membership No. 82740) Partner of M/s. Suresh Mittal & Associates, Chartered Accountants having office at 16-A, Bank Colony, Behind Amar Hospital, Patiala, Punjab – 147001, Tel.:0175-2217920, Fax: 0175-2307920; E-mail: sureshcamittal@yahoo.com vide certificate dated January 16, 2010. He is a Director on the Board of Directors of two listed companies, namely Agro Dutch Industries Limited and Saptarishi Agro Industries Limited. He is a Whole-time director at only one company i.e. Agro Dutch Industries Limited. Mr. Gurpreet Singh Bhinder has complied with all the applicable provisions of Chapter II of SEBI Takeover.

4.1.3 **Penta Homes Private Limited ("PHPL")**

i. Penta Homes Private Limited was incorporated on July 09, 2002 with the main objective of carrying on the business of building and construction of residential flats, buildings, farm houses, and to carry on the business of colonizers. The Registered Office of PHPL is situated at 16-C, Bank Colony, Patiala, Punjab. The Corporate Office of PHPL is situated at S.C.O 30, 1st Floor, Sector 33-D, Chandigarh – 160 020, Tel No: 0172-3242500. Fax No: 0172-2604045. PHPL was promoted by Mr. Malvinder Singh Bhinder and Mr. Gurpreet Singh Bhinder. PHPL is engaged in building housing projects in the state of Punjab. It has recently set-up a housing project in VIP Road, Zirakpur.

ii. The issued, subscribed and paid up capital of PHPL as on March 31, 2009 is Rs. 74,99,300/- consisting of 7,49,930 equity shares of Rs.10/- each fully paid up.

iii. The shares of PHPL are not listed on any Stock Exchange.

iv. PHPL has complied with all the applicable provisions of Chapter II of SEBI Takeover Regulations except Regulation 7(1) pertaining to the disclosures to be provided to the Stock Exchanges and Target Company for consolidation of its shareholding in the Target Company as on 02.06.2008 and Regulation 7(1)(A) pertaining to the disclosures to be provided to the Stock Exchanges and Target Company for consolidation of its shareholding in the Target Company as on 08.03.2007 and 02.06.2008. Further, there was a delay of 12 days for the compliance due on 17.01.2010 under Regulation 7(1). SEBI may initiate appropriate action under the SEBI Act/Regulations for the delayed/non-compliance.

v. The Board of Directors of PHPL are:

S. No.	Name & DIN	Address	Qualification	Experience	Date of Appointment
1	Mr. Malvinder Singh Bhinder DIN: 01413877	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	B.E. (Mechanical Engineering)	20 Years	09.07.2002
2	Mr. Gurpreet Singh Bhinder DIN: 01416077	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	B.E. (Civil Engineering)	16 Years	09.07.2002

3	Mr. Dilsher Singh DIN: 01413904	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	Business Management Graduate	10 Years	25.11.2006
4	Ms. Meetika Singh DIN: 01537085	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	10+2	10 Years	25.11.2006
5	Ms. Malwinder Kaur DIN: 01426291	Village Saidpura, Barwala Road, Derabassi, District Mohali, Punjab	10+2	10 Years	14.02.2006

Mr. Malvinder Singh Bhinder, Mr. Gurpreet Singh Bhinder and Mr. Dilsher Singh are common directors of PHPL and ADIL and therefore they undertake that they will recuse themselves and not participate in any matter(s) concerning or relating to the Offer including any preparatory steps leading to the Offer.

vi. The financial highlights of PHPL, audited for the year ended March 31, 2007 , March 31, 2008 and March 31, 2009 and for the period ended September 30, (Subjected to Limited Review), as certified by Mr. Suresh Mittal (Membership No. 82740) Partner of M/s. Suresh Mittal & Associates, Chartered Accountants, are given below: -

				(Rs. In Lakhs)
P & L Statement	**Upto 30 September 2009 (Subjected to limited review)**	**2008-09**	**2007-08**	**2006-07**
Income from operations	3,402.41	486.75	5.15	6.20
Other Income	1.46	9.07	46.66	83.42
Increase(+)/Decrease(-) in Stocks	(1,764.72)	1,102.12	2,211.71	2,281.89
Total Income	**1,639.15**	**1,597.94**	**2,263.52**	**2,371.51**
Total expenditure	247.51	1,385.28	2,202.21	2,293.14
Profit before Depreciation, Interest and Tax	**1,391.64**	**212.66**	**61.31**	**78.37**
Depreciation	22.00	51.41	60.44	59.46
Interest	44.29	16.46	5.39	10.03
Profit before Tax and exceptional items	**1,325.35**	**144.79**	**(4.52)**	**8.88**
Exceptional items	-	85.25	-	-
Previous Year Adjustment	-	1.20	0.68	-
Profit before Tax	**1,325.35**	**58.34**	**(5.20)**	**8.88**
Provision for Tax	224.65	22.56	5.82	11.90
Profit after Tax	**1,100.70**	**35.78**	**(11.02)**	**(3.02)**
Balance Sheet Statement	**Upto 30 September 2009 (Subjected to limited review)**	**2008-09**	**2007-08**	**2006-07**

Sources of Funds				
Paid up share capital	74.99	74.99	74.99	74.99
Reserves and Surplus (Excluding FII revaluation reserves)	1,364.69	263.99	230.88	239.23
Total Shareholders Funds	**1,439.68**	**338.98**	**305.87**	**314.22**
Secured Loans	305.07	526.68	63.88	113.29
Un-secured Loans	-	-	-	-
Net Current Liabilities	-	-	402.84	287.72
TOTAL	**1,744.75**	**865.66**	**772.59**	**715.23**
Uses of Funds				
Net fixed assets	274.60	295.90	347.80	392.11
Investments	972.50	522.50	422.12	323.12
Net current assets	497.65	47.26		-
Profit & Loss Account	-	-	2.67	-
Total	**1,744.75**	**865.66**	**772.59**	**715.23**
Other financial data (Not Annualized)	**Upto 30 September 2009 (Subjected to limited review)**	**2008-09**	**2007-08**	**2006-07**
Networth	**1,439.68**	**338.98**	**303.20**	**314.22**
Dividend %	-	-	-	-
Earning per share(Rs)	146.77	4.77	(1.47)	(0.40)
Return on net worth (%)	76.45	10.56	(3.63)	(0.96)
Book value per share(Rs)	191.98	45.20	40.43	41.9
Note : Earning per Share and Return on Net worth for half year ended 30.9.2009 are not annualized				

vii. The reasons for rise/fall in Total Income and PAT of PHPL for the relevant years are provided below:

The Total Income and PAT of PHPL for the six months ended September 30, 2009 are Rs. 1639.15 Lakhs and Rs. 1,100.70 Lakhs respectively. The Net Profit Margin for the period was 67.15% as compared to 2.24% for FY 2008-09.

FY 2008-09 vs FY 2007-08

The Total Income and PAT of PHPL for FY 2008-09 are Rs. 1,597.94 Lakhs and Rs. 35.78 Lakhs respectively as compared to Rs. 2,263.52 Lakhs and Rs. (11.02) Lakhs respectively for FY 2007-08. This shows a decrease of 29.41% in Total Income. This decrease is due to downturn in construction business.

FY 2007-08 vs FY 2006-07

The Total Income and PAT of PHPL for FY 2007-08 are Rs. 2,263.52 Lakhs and Rs. (11.02) Lakhs respectively as compared to Rs. 2,371.51 Lakhs and Rs. (3.02) Lakhs respectively for FY 2006-07. This shows a slight decease of 4.55% in Total Income. This decrease is due to downturn in construction business and increase in the input cost of construction.

viii. As on 31.03.2009, the Contingent Liability for PHPL was Rs. 24.97 Lakhs on account of Unexpired Bank Guarantees.

ix. The significant accounting policies of PHPL are:

a) Accounting Conventions: The financial statements are prepared under the historical cost convention on the basis of a going concern in accordance with applicable mandatory accounting standards and relevant provisions of the Companies Act, 1956 as adopted consistently by the Company.
b) Fixed Assets & Depreciation: Fixed Assets are stated at cost less accumulated depreciation. Expenditure which is of capital nature is capitalised. Such expenditure comprises Purchase price, Duties, Taxes, levies and any directly attributable cost o bringing the assets to their working condition. Depreciation on Fixed Assets is charged as per rates prescribed under Income Tax Act on Written Down Value of Asset.
c) Revenue Recognition: Revenue/Income & Cost/Expenditure are generally accounted on accrual as they are earned or incurred. Sale is accounted for at the time of giving the possession of the property.
d) Inventories: Inventories are value at cost or net releasable value whichever is lower.
e) Investments: Long Term Investments are valued at Costs. Decline in value of Long Term Investments is recognized if it is not temporary.
f) Retirement Benefits: i) Provision for Gratuity has not been made. There is no employee in the company who has continuously served for 5 years or more. The amount of liability can't be quantified due to non availability of actuarian valuation. ii) Contribution to the Provident Fund are Charged to Revenue each year.
g) Contingent Liability: Contingent liability not provided for in respect of: Unexpired Bank Guarantee Rs. 24,97,000/-.
h) Borrowing Cost: The borrowing cost which have direct nexus and are directly attributable to the construction of a qualifying asset are charged to the cost of that asset and other interest costs are expensed as period costs.
i) Impairment of Fixed Assets: As at 31.03.2009, the Company has reviewed the future earning of its cash generating business in accordance with the “Accounting Standard 28 Impairment of Assets” issued by the Institute of Chartered Accountants of India. As the carrying amount of the assets does not exceed the future recoverable amount consequently no adjustments considered necessary by the management.
j) Taxation: i) Current Year Charge: The provision for Taxation is based on assessable profits of the company as determined under the Income Tax Act, 1961, Provision is also made for Fringe Benefit Tax.
ii) Deferred Tax: Deferred Tax Asset/Liabilities is NIL
k) Preliminary Expenses: The Company amortizes preliminary expenses over a period of Five years.

PAC

4.1.4 Vishwa Calibre Builders Private Limited (“VCBPL”)

i. Vishwa Calibre Builders Private Limited was incorporated on March 17, 1987. The main objective of VCBPL is to carry on Business of Building, Constructing, Enlarging, Removing and Replacing any type of building and to carry on construction job on construct, civil works contracts and to execute erection and repairing of all types of structures. VCBPL has constructed AC Market Patiala and AC Market Ludhiana. The Registered Office of VCBPL is situated at 16-C, Bank Colony, Patiala (Punjab), Tel. No: 0175 – 2227143, Fax No: 0175 – 5002600.

ii. The issued, subscribed and paid up capital of VCBPL as on March 31, 2009 is Rs. 33,66,020/- consisting of 3,36,602 equity shares of Rs.10/- each fully paid up.

iii. The shares of VCBPL are not listed on any Stock Exchange.

iv. VCBPL has complied with all the applicable provisions of Chapter II of SEBI Takeover Regulations except Regulation 7(1) pertaining to the disclosures to be provided to the Stock Exchanges and Target Company for consolidation of its shareholding in the Target Company as on 27.02.2008 and Regulation 7(1)A pertaining to the disclosures to be provided to the Stock Exchanges and Target Company for consolidation of its shareholding in the Target Company as on 11.07.2005, 13.07.2005, 26.09.2006, 27.02.2008 and 02.06.2008. SEBI may initiate appropriate action under the SEBI Act/Regulations for the non-compliance.

v. The Board of Directors of VCBPL are:

S. No.	Name & DIN	Address	Qualification	Experience	Date of Appointment
1	Mr. Malvinder Singh Bhinder DIN: 01413877	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	B.E. (Mechanical Engineering)	20 Years	13.03.1987
2	Mr. Gurpreet Singh Bhinder DIN: 01416077	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	B.E. (Civil Engineering)	16 Years	04.04.1992
3	Mr. Dilsher Singh DIN: 01413904	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	Business Management Graduate	10 Years	25.11.2006
4	Ms. Meetika Singh DIN: 01537085	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	10+2	10 Years	25.11.2006

Mr. Malvinder Singh Bhinder, Mr. Gurpreet Singh Bhinder and Mr. Dilsher Singh are common directors of VCBPL and ADIL and therefore they undertake that they will recuse themselves and not participate in any matter(s) concerning or relating to the Offer including any preparatory steps leading to the Offer.

vi. The financial highlights of VCBPL, audited for the financial years ended March 31, 2007, March 31, 2008, March 31, 2009 and for the Half year ended September 30, 2009 (Subjected to Limited Review), as certified by Mr. Suresh Mittal (Membership No. 82740) Partner of M/s. Suresh Mittal & Associates, Chartered Accountants, are given below: -

				(Rs. In Lakhs)
P & L Statement	**Upto 30 September 2009 (Subjected to limited review)**	**2008-09**	**2007-08**	**2006-07**
Income from operations	37.97	248.49	75.69	77.93
Other Income	13.33	26.76	32.23	42.75
Increase(+)/Decrease(-) in Stocks	(1.07)	(172.86)	-	(2.75)
Total	**50.23**	**102.39**	**107.92**	**117.93**
Total expenditure	47.48	70.46	81.94	81.72
Profit before Depreciation, Interest and Tax	**2.75**	**31.93**	**25.98**	**36.21**

Depreciation	1.47	3.65	4.61	6.17
Interest	-	0.18	2.01	0.42
Profit before Tax	**1.28**	**28.10**	**19.36**	**29.62**
Provision for Tax	0.39	9.55	6.43	11.38
Previous Year adjustment	-	0.10	0.32	3.59
Extra Ordinary items	-	32.64	-	-
Profit after Tax	**0.89**	**(14.19)**	**12.61**	**14.65**
Balance Sheet Statement	**Upto 30 September 2009 (Subjected to limited review)**	**2008-09**	**2007-08**	**2006-07**
Sources of Funds				
Paid up share capital	33.66	33.66	33.66	33.66
Reserves and Surplus (Excluding FII revaluation reserves)	1,040.40	1,039.51	1,053.70	1,041.09
Total Shareholders Funds	**1,074.06**	**1,073.17**	**1,087.36**	**1,074.75**
Secured Loans	-	-	-	30.03
Deferred Tax Liabilities	-	-	-	-
Un-secured Loans	18.50	21.50	17.50	17.50
TOTAL	**1,092.56**	**1,094.67**	**1,104.86**	**1,122.28**
Uses of Funds				
Net fixed assets	10.79	12.27	13.60	18.08
Investments	662.93	662.93	494.35	246.85
Net current assets	415.71	416.34	593.76	854.32
Deferred Tax Asset	3.13	3.13	3.15	3.03
Total	**1,092.56**	**1,094.67**	**1,104.86**	**1,122.28**
Other financial data (Not Annualized)	**Upto 30 September 2009 (Subjected to limited review)**	**2008-09**	**2007-08**	**2006-07**
Networth	1070.93	1070.04	1084.21	1071.72
Dividend (%)	-	-	-	-
Earning per share (Rs)	0.26	(4.22)	3.75	4.35
Return on net worth (%)	0.08	(1.32)	1.16	1.36
Book value per share (Rs)	318.16	317.89	322.10	318.39
Note : Earning per Share and Return on Net worth for half year ended 30.9.2009 is not annualized				

vii. The reasons for rise/fall in Total Income and PAT of VCBPL for the relevant years are provided below:

The Total Income and PAT of VCBPL for the six months ended September 30, 2009 are Rs. 50.23 Lakhs and Rs. 0.89 Lakhs respectively. The Net Profit Margin for the period was 1.77%.

FY 2008-09 vs FY 2007-08

The Total Income and PAT of VCBPL for FY 2008-09 are Rs. 102.39 Lakhs and Rs. (14.19) Lakhs respectively as compared to Rs. 107.92 Lakhs and Rs. 12.61 Lakhs respectively for FY 2007-08. This shows a decrease of 5.12% in Total Income. This decrease is due to downturn in construction business and increase in the input cost of construction.

FY 2007-08 vs FY 2006-07

The Total Income and PAT of VCBPL for FY 2007-08 are Rs. 107.92 Lakhs and Rs. 12.61 Lakhs respectively as compared to Rs. 117.93 Lakhs and Rs. 14.65 Lakhs respectively for FY 2006-07.

This shows a decrease of 8.49% in Total Income and 13.93% in PAT. This decrease is due to downturn in construction business and increase in the input cost of construction.

viii. As on 31.03.2009, the Contingent Liability for VCBPL was Rs. 64.50 Lakhs on account of Corporate Guarantee in favour of Bank.

ix. The significant accounting policies of VCBPL are:

a. Accounting Conventions: The financial statements are prepared under the historical cost convention on the basis of a going concern. in accordance with applicable mandatory accounting standards and relevant provisions of the Companies Act, 1956 as adopted consistently by the Company. The company is following completion method of accounting in respect of Projects developed by it.
b. Fixed Assets & Depreciation: Fixed Assets are stated at cost of acquisition less depreciation. The company has provided depreciation on Fixed Assets on W.D.V. method at the rates specified in Schedule XIV of the Companies Act, 1956 on a prorate basis from the date the asset is put into use.
c. Revenue Recognition: Revenue/Income & Cost/Expenditure are generally accounted on accrual as they are earned or incurred. Sale of shops is accounted for at the time of giving the possession to the buyer. Reimbursement on account of project running expenses have been taken on cash basis, (in cases where shops have not been opened) due to uncertainty in recovery there of.
d. Inventories: Stock is valued at average cost price method for construction and plus cost of Purchases for Purchases.
e. Investments: Long Term Investments are valued at Costs. Decline in value of Long Term Investments is recognized if it is not temporary.
f. Retirement Benefits: i) Provision for Gratuity has not been made. There is no employee in the company who is eligible for same. The amount of liability can't be quantified due to non availability of actuarian valuation. ii) Contribution to the Provident Fund are Charged to Revenue each year.
g. Contingent Liability: Contingent liability on account of Corporate Guarantee given is Rs. 64.50 Lacs in favour of Bank.
h. Borrowing Cost: The borrowing cost which have direct nexus and are directly attributable to the construction of a qualifying asset are charged to the cost of that asset and other interest costs are expensed as period costs.
i. Taxation: i) Current Year Charge: The provision for Taxation is based on assessable profits of the company as determined under the Income Tax Act, 1961, Provision is also made for Fringe Benefit Tax.
ii) Deferred Tax:

	Deferred Tax Liability	Deferred Tax Asset	Net
Opening Balance	--	3,14,944	3,14,944
Current Year	--	(1,757)	(1,757)
Closing Balance	--	13,187	13,187

j. As at 31.3.2009, the company has reviewed the future earning of its cash generating business is in accordance with the "Accounting Standard 28 Impairment of Assets" issued by the Institute of Chartered Accountants of India. As the carrying amount of the assets does not exceed the future recoverable amount consequently no adjustments considered necessary by the management.

4.1.5 Mr. Malvinder Singh Bhinder and Mr. Gurpreet Singh Bhinder are brothers. VCBPL and PHPL are promoted by them and the entire shareholding in VCBPL and PHPL is held by Mr. Malvinder Singh Bhinder and Mr. Gurpreet Singh Bhinder and/or their relatives.

4.1.6 As on date, Mr. Malvinder Singh Bhinder is the Promoter and Chairman & Managing Director of the Target Company and presently controlling the management of the

Target Company. Mr. Gurpreet Singh Bhinder is an Executive Director of the Target Company.

4.1.7 The Acquirers and PAC have not entered into any formal agreement with respect to the acquisition of shares through this Offer and acting together under an informal understanding.

4.1.8 The details of the earlier acquisition made by the Acquirers and PAC in the Target Company are as follows:

Date	Mode of Acquisition/Sale	No. of shares purchased/ (sold)	% of paid-up share capital	Cumulative No. of shares	% of Paid-up share capital	Status of Compliance of SEBI (SAST) Regulations
Prior to SAST				1,205,405	8.75%	
15.07.1997	Open Market	600	0.00%	1,206,005	8.75%	Not Applicable
16.07.1997	Open Market	100	0.00%	1,206,105	8.75%	Not Applicable
25.07.1997	Open Market	200	0.00%	1,206,305	8.75%	Not Applicable
26.11.1997	Open Market	179,100	1.30%	1,385,405	10.05%	Not Applicable
02.12.1997	Open Market	34	0.00%	1,385,439	10.05%	Not Applicable
16.12.1997	Open Market	300,000	2.18%	1,685,439	12.23%	Not Applicable
25.03.1998	Open Market	40,000	0.29%	1,725,439	12.52%	Not Applicable
17.06.1998	Open Market	99,300	0.72%	1,824,739	13.24%	Not Applicable
04.09.1998	Open Market	30,000	0.22%	1,854,739	13.46%	Not Applicable
05.02.1999	Open Market	38,400	0.28%	1,893,139	13.74%	Not Applicable
01.03.1999	Open Market	55,500	0.40%	1,948,639	14.14%	Not Applicable
31.03.1999	Open Market	80,000	0.58%	2,028,639	14.72%	Not Applicable
10.05.1999	Open Market	61,300	0.44%	2,089,939	15.17%	Not Applicable
12.05.1999	Open Market	89,800	0.65%	2,179,739	15.82%	Not Applicable
30.07.1999	Open Market	1,997	0.01%	2,181,736	15.83%	Not Applicable
02.08.1999	Open Market	25,000	0.18%	2,206,736	16.01%	Not Applicable
05.08.1999	Open Market	25,000	0.18%	2,231,736	16.20%	Not Applicable
13.08.1999	Open Market	219,100	1.59%	2,450,836	17.79%	Not Applicable
16.12.1999	Open Market	2,005,000	14.55%	4,455,836	32.34%	Complied with
20.01.2000	Open Market	50,000	0.36%	4,505,836	32.70%	Not Applicable
20.01.2000	Open Market	(321,000)	-2.33%	4,184,836	30.37%	Not Applicable
02.03.2000	Open Market	20,000	0.15%	4,204,836	30.51%	Not Applicable
18.03.2000	Open Market	164,500	1.11%	4,369,336	29.56%	Not Applicable
09.11.2000	Open Market	2,000	0.01%	4,371,336	29.58%	Not Applicable
16.11.2000	Open Market	2,000	0.01%	4,373,336	29.59%	Not Applicable
23.11.2000	Open Market	2,000	0.01%	4,375,336	29.60%	Not Applicable
27.07.2001	Open Market	18,905	0.13%	4,394,241	29.73%	Not Applicable
27.08.2001	Open Market	47,000	0.32%	4,441,241	30.05%	Not Applicable
01.09.2001	Open Market	13,041	0.09%	4,454,282	30.14%	Not Applicable
07.09.2001	Open Market	5,500	0.04%	4,459,782	30.17%	Not Applicable
08.09.2001	Open Market	12,854	0.09%	4,472,636	30.26%	Not Applicable
10.09.2001	Open Market	3,000	0.02%	4,475,636	30.28%	Not Applicable

12.10.2001	Open Market	4,000	0.03%	4,479,636	30.31%	Not Applicable
15.10.2001	Open Market	3,000	0.02%	4,482,636	30.33%	Not Applicable
20.10.2001	Open Market	20,983	0.14%	4,503,619	30.47%	Not Applicable
22.10.2001	Open Market	18,985	0.13%	4,522,604	30.60%	Not Applicable
31.12.2001	Open Market	136,000	0.92%	4,658,604	31.52%	Not Applicable
09.04.2002	Open Market	6,845	0.05%	4,665,449	31.57%	Not Applicable
16.04.2002	Open Market	(136,000)	-0.92%	4,529,449	30.65%	Not Applicable
19.07.2002	Open Market	(215,000)	-1.45%	4,314,449	29.19%	Not Applicable
18.07.2003	Open Market	121,978	0.83%	4,436,427	30.02%	Not Applicable
11.07.2005	Open Market	(1,054,65 3)	-7.14%	3,381,774	22.88%	Not Complied u/r 7(1)(A)
13.07.2005	Open Market	(300,000)	-2.03%	3,081,774	20.85%	Not Complied u/r 7(1)(A)
30.09.2005	Open Market	(121,530)	-0.82%	2,960,244	20.03%	Not Applicable
27.02.2006	Rights Issue	2960244	10.02%	5,920,488	20.03%	Not Applicable
08.06.2006	Open Market	50,000	0.17%	5,970,488	20.20%	Not Applicable
13.06.2006	Open Market	12,458	0.04%	5,982,946	20.24%	Not Applicable
14.06.2006	Open Market	3,234	0.01%	5,986,180	20.25%	Not Applicable
15.06.2006	Open Market	2,504	0.01%	5,988,684	20.26%	Not Applicable
26.06.2006	Open Market	21,000	0.07%	6,009,684	20.33%	Not Applicable
27.06.2006	Open Market	878	0.00%	6,010,562	20.33%	Not Applicable
29.06.2006	Open Market	13,081	0.04%	6,023,643	20.38%	Not Applicable
30.06.2006	Open Market	15,310	0.05%	6,038,953	20.43%	Not Applicable
03.07.2006	Open Market	26,034	0.09%	6,064,987	20.52%	Not Applicable
04.07.2006	Open Market	7,175	0.02%	6,072,162	20.54%	Not Applicable
06.07.2006	Open Market	26,655	0.09%	6,098,817	20.63%	Not Applicable
07.07.2006	Open Market	42,308	0.14%	6,141,125	20.78%	Not Applicable
10.07.2006	Open Market	11,714	0.04%	6,152,839	20.81%	Not Applicable
11.07.2006	Open Market	13,659	0.05%	6,166,498	20.86%	Not Applicable
12.07.2006	Open Market	16,667	0.06%	6,183,165	20.92%	Not Applicable
13.07.2006	Open Market	20,125	0.07%	6,203,290	20.99%	Not Applicable
17.08.2006	Open Market	13,741	0.05%	6,217,031	21.03%	Not Applicable
21.08.2006	Open Market	2,917	0.10%	6,219,948	21.04%	Not Applicable
22.08.2006	Open Market	40,520	0.14%	6,260,468	21.18%	Not Applicable
23.08.2006	Open Market	27,089	0.09%	6,287,557	21.27%	Not Applicable
24.08.2006	Open Market	22,937	0.08%	6,310,494	21.35%	Not Applicable
25.08.2006	Open Market	1,650	0.01%	6,312,144	21.35%	Not Applicable
31.08.2006	Open Market	15,084	0.05%	6,327,228	21.40%	Not Applicable
06.09.2006	Open Market	6,006	0.02%	6,333,234	21.43%	Not Applicable
07.09.2006	Open Market	9,717	0.03%	6,342,951	21.46%	Not Applicable
11.09.2006	Open Market	22,593	0.08%	6,365,544	21.53%	Not Applicable
12.09.2006	Open Market	21,818	0.07%	6,387,362	21.61%	Not Applicable
13.09.2006	Open Market	63,263	0.21%	6,450,625	21.82%	Not Applicable
14.09.2006	Open Market	21,737	0.07%	6,472,362	21.90%	Not Applicable

15.09.2006	Open Market	9,106	0.03%	6,481,468	21.93%	Not Applicable
22.09.2006	Open Market	16,684	0.06%	6,498,152	21.98%	Not Applicable
25.09.2006	Open Market	33,511	0.11%	6,531,663	22.10%	Not Applicable
26.09.2006	Open Market	29,888	0.10%	6,561,551	22.20%	Not Complied u/r 7(1)(A)
27.09.2006	Open Market	4,201	0.01%	6,565,752	22.21%	Not Applicable
29.09.2006	Open Market	4,082	0.01%	6,569,834	22.23%	Not Applicable
08.11.2006	Open Market	25,518	0.09%	6,595,352	22.31%	Not Applicable
09.11.2006	Open Market	36,186	0.12%	6,631,538	22.43%	Not Applicable
10.11.2006	Open Market	23,747	0.08%	6,655,285	22.51%	Not Applicable
08.03.2007	Preferential Allotment	750,000	2.47%	7,405,285	24.43%	Not Complied u/r 7(1A)
27.02.2008	Preferential Allotment	1,580,000	4.95%	8,985,285	28.18%	Not Complied u/r 7(1) & 7(1)A
02.06.2008	Preferential Allotment	1,675,000	4.99%	10,660,285	31.76%	Not Complied u/r 7(1) & 7(1)A
18.11.2009	Open Market	5,596	0.02%	10,665,881	31.78%	Not Applicable
20.11.2009	Open Market	201	0.00%	10,666,082	31.78%	Not Applicable
23.11.2009	Open Market	59,000	0.18%	10,725,082	31.95%	Not Applicable
24.11.2009	Open Market	(10,000)	-0.03%	10,715,082	31.92%	Not Applicable
25.11.2009	Open Market	10,050	0.03%	10,725,132	31.95%	Not Applicable
26.11.2009	Open Market	57	0.00%	10,725,189	31.95%	Not Applicable
30.11.2009	Open Market	42,701	0.13%	10,767,890	32.08%	Not Applicable
01.12.2009	Open Market	65,000	0.19%	10,832,890	32.27%	Not Applicable
02.12.2009	Open Market	19,057	0.06%	10,851,947	32.33%	Not Applicable
11.12.2009	Open Market	58,661	0.17%	10,910,608	32.51%	Not Applicable
14.12.2009	Open Market	2,802	0.01%	10,913,410	32.51%	Not Applicable
		10,913,410				

*The % of Paid-up Capital has been calculated without considering the conversion of share warrants issued on preferential basis.

4.2. **Disclosures in terms of regulation 16(ix) of the Regulations:**

i. The funds raised by the Target Company, by way of issue and allotment of warrants under the Preferential Issue, are being utilised to meet the working capital requirements, other related Capital Expenditure and general corporate purposes.

ii. The Acquirers do not have any plan to dispose off or otherwise encumber any asset of Target Company in the next two years except in the ordinary course of business. However, the Acquirers undertake that they will not sell, dispose off or otherwise encumber any substantial assets of Target Company except with the prior approval of the shareholders.

4.3. The Acquirers and the Target Company intend to maintain the listing status of the Target Company for the next three years.

4.4 The following are the details of the listed company where the Acquirers and PAC have a controlling stake:

Name of the Company	Saptarishi Agro Industries Limited ('SAIL')		
Date of incorporation	17/02/1992		
Nature of Business	The main objective of SAIL is to carry on the business of manufacturing, processing, trading dealer, export, import in all type of products of mushrooms, food products and fruit products, their by products. SAIL is a grower/producer of mushrooms.		
			(Rs. In Lakhs)
Period	**FY 2006-07**	**FY 2007-08**	**FY 2008-09**
Equity capital, Reserves (excluding revaluation reserves)	3418.99	3418.99	3418.99
Total Income	804.40	800.31	811.82
Profit After Tax (PAT)	103.51	236.52	3.65
Earnings Per Shares (EPS) (Rs.)	0.70	0.31	0.01
Net Asset Value (NAV) per share (Rs.)	3.64	4.34	4.36
SAIL is not a sick industrial company			

5. DISCLOSURE IN TERMS OF REGULATION 21(2)

In the event, pursuant to this Offer, the public shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirers will, in accordance with regulation 21(2) of the Regulations, 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 the Regulations.

6. BACKGROUND OF THE TARGET COMPANY- ADIL

6.1 Brief History and Main Areas of Operations:

a. ADIL was originally incorporated on 29.05.1992 in the name & style of 'Indo Dutch Foods Limited' and received the Certificate of Commencement of Business on 24.08.1992 from Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. The Target Company's name was subsequently changed to 'Agro Dutch Foods Limited' on 29.07.1992 and then to the present name i.e. 'Agro Dutch Industries Limited' on 08.01.2001 evidenced by the Fresh Certificate of Incorporation consequent on change of name from Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. The Registered Office of the Target Company is situated at S.C.O. 30, 2nd Floor, Sector 33-D, Chandigarh – 160 020, Tel.: 91-172-2663336; Fax: 91-172-2604045.

b. ADIL is presently engaged in the cultivation, processing and canning of fresh white button mushrooms. The Target Company is also commissioning a plan to manufacture cans, easy-open-ends and 6 color tinplate printing line near Chennai, Tamilnadu, which is expected to commence production from April 2010. The Target Company has recently undergone Corporate Debt Restructuring upon which the Lenders to the Target Company have restructured entire debt of the Target Company by accepting concessional rate of interest, rescheduling repayments and fresh funding to complete the on going projects etc., through CDR mechanism.

c. The Authorised Share Capital of the Target Company is Rs. 8000.00 Lakhs comprising of 7,00,00,000 equity shares of Rs. 10/- each and 10,00,000 preference shares of Rs.100/- each. Post Preferential Issue, the Issued & Subscribed Share Capital of the Target Company became Rs. 5356.50 Lakhs comprising of 5,35,65,000 fully paid-up equity shares of Rs. 10/- each.

d. The equity shares of ADIL are listed on Bombay Stock Exchange Limited, Mumbai (BSE), and The National Stock Exchange of India Limited, Mumbai (NSE). There are no partly paid up shares of the Target Company.

e. The Target Company has been complying with the applicable clauses of the Listing Agreement entered into with the Stock Exchange(s) and no punitive action has been taken against the company by the Stock Exchange(s). The Target Company has paid up to date Listing Fees to the stock Exchange(s) and has addressed all investor's complaints as and when received and there is no pending complaint as on date.

f. As on the date of PA, there are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity shares at any later date.

g. The Manufacturing facilities of the Target Company are present at 3 locations as provided below:
   i. Unit 1: Village Tofapur, Near Ialru, District Mohali, Punjab
   ii. Unit 2: Barwala Road, Dera Bassi, District Mohali, Punjab
   iii. Unit 3: Village Kolambakkam, Post Pazhayanoor, Chennai, Tamilnadu

6.2 Share Capital Structure of ADIL prior to Preferential Allotment

Paid-up Equity Shares	No. of Shares/Voting Rights	% Shares/Voting Rights
Fully Paid-up Equity shares	3,35,65,000/3,35,65,000	100% / 100%
Partly Paid-up Equity shares	Nil/Nil	Nil/Nil
Total paid-up Equity shares	3,35,65,000/3,35,65,000	100% / 100%

Capital Build-up of the Target Company

Date of Allotment	No and % of Shares Issued		Cumulative Share Capital	Mode of Allotment	Identity of Allottees	Status of Compliance
	No.	%				
29.05.1992	7	0.00	7	MOA	Promoters	Complied With
29.05.1992	4,542,118	8.48	4,542,125	Preferential Allotment	Promoters	Complied With
30.09.1993	587,875	1.10	5,130,000	Preferential Allotment	Promoters	Complied With
22.01.1994	7,870,000	14.69	13,000,000	Public Issue	Public	Complied With
27.03.1997	780,000	1.46	13,780,000	Rights Issue	Public	Complied With
18.03.2000	1,000,000	1.87	14,780,000	Preferential Allotment	Promoters	Complied With
27.02.2006	14,780,000	27.59	29,560,000	Rights Issue	Public	Complied With
07.03.2007	750,000	1.40	30,310,000	Preferential Allotment	Promoters	Complied With

27.02.2008	1,580,000	2.95	31,890,000	Preferential Allotment	Promoters	Not complied with Chapter II of the Regulations
02.06.2008	1,675,000	3.13	33,565,000	Preferential Allotment	Promoters	Not complied with Chapter II of the Regulations
15.01.2010	2,00,00,000	37.34	2,00,00,000	Conversion of warrants	Promoters	Complied With
Total	**5,35,65,000**					

6.3 Present Composition of the Board of Directors of ADIL:

As on date of PA [21.01.2010], the Directors on the Board of ADIL were:

S. No.	Name & DIN	Address	Qualification	Experience	Date of Appointment
1	Mr. Malvinder Singh Bhinder DIN: 01413877	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	B.E. (Mechanical Engineering)	20 Years	22.06.1992
2	Mr. Gurpreet Singh Bhinder DIN: 01416077	Village Saidpura, Barwala Road, Derabassi, Dist. Mohali, Punjab	B.E. (Civil Engineering)	16 Years	22.06.1992
3	Col. Satinder Singh (Retd.) DIN: 00548716	H.No 38, Phase IX, Mohali	MSc in Defense Studies	25 Years	01.05.2006
4	Mr. Dilsher Singh Bhinder DIN: 01413904	Gurdaspur House, Village Singhpura, Dist. Mohali, Punjab	Business Management Graduate	10 Years	22.01.2000
5	Dr. H. S. Garcha DIN: 01537157	36, Shant Park, Near Aggar Nagar, Ludhiana	Ph. D (Mycology)	40 Years	29.06.1993
6	Mr. Arvind Kalra DIN: 00577625	D-92, Naraina Vihar, New Delhi – 110 028	Chartered Accountant	25 Years	11.12.2002
7	Mr. S.R.K. Agnihotri DIN: 00728035	H. No.270, Sector 2, Panchkula	ICWA and Fellow member of the Institute of Company Secretaries of India	40 Years	22.06.1992
8	Mr. Ajay Arora DIN: 00314161	H. No. 186, Advocate Society, Sector 49-A, Chandigarh	B. Com (Hons) and Fellow member of the Institute of Company Secretaries	20 Years	24.04.2006

			of India		
9	Mr. B.B.Huria DIN: 00015434	90, Maitri Apartments, Mayur Vihar, Phase-I, Delhi – 110091	B.E.	35 Years	24.04.2006
10	Mr. P.K.Sethi DIN: 00302156	E-61, Maker Kundan Garden, Juhu Road, Santacruz, Mumbai	MBA, CFA, CAIIB	30 Years	03.03.2009

Out of the above, Mr. Malvinder Singh Bhinder and Mr. Gurpreet Singh Bhinder are brothers and Mr. Dilsher Bhinder is the son of Mr. Malvinder Singh Bhinder and therefore they undertake that they will recuse themselves and not participate in any matter(s) concerning or relating to the Offer including any preparatory steps leading to the offer.

6.4 All the equity shares of the Target Company are listed on the Stock Exchanges except 2,00,00,000 equity shares issued pursuant to conversion of warrants. The Target Company is taking the requisite steps to get the said equity shares listed.

6.5 There has been no merger / de-merger or spin off involving Target Company since the Company's listing.

6.6 The Target Company has been regular in complying with SEBI (SAST) Regulations, except the following:

6.6.1 Delay of 282 days in compliance under regulations 6(2) and 6(4).

6.6.2 Delay of 32 days for compliance under regulation 8(3) due on 30.04.2009.

6.6.3 No compliance for disclosures to be made under regulation 7(3) due on 21.05.1999, 20.07.2005, 22.07.2005, 05.10.2006, 17.03.2007, 07.03.2008, and 11.06.2008. Non-compliance under Regulation 7(3) for the years 2005, 2006, 2007 and 2008 was incidental as no communication was received by the Target Company under Regulation 7(1) and 7(1A).

6.6.4 Delay of 5 days for compliance under regulation 7(3) due on 24.01.2010.

6.6.5 SEBI may initiate appropriate action under the SEBI Act/Regulations for the delayed/non-compliance.

6.7 As on date, except the Promoter Group, there are no other major shareholders in the Target Company who are holding 15% or more voting capital of the Target Company and hence the status of compliance with the provisions of Chapter II of SEBI (SAST) Regulations, 1997 by the Major Shareholders is not applicable.

6.8 Financial Information:

The Audited Financial information of ADIL for last three years and Certified Financials for the period ended 30th September, 2009 is as under:

				(Rs. In Lakhs)
P & L Statement	**Upto 30 September 2009 (Subjected to limited review)**	**2008-09**	**2007-08**	**2006-07**
Sales	4,474.02	13,841.20	20,329.61	20,396.03
Other Income	112.81	822.61	1,025.14	291.45
Increase(+)/Decrease(-)in stocks	**(3,890.51)**	**1,796.58**	**2,254.10**	**33.56**
Total Income	**696.32**	**16,460.39**	**23,608.85**	**20,721.04**
Total Expenditure	5,484.05	16,495.43	16,339.01	15,415.21
Profit before Depreciation,	**(4,787.73)**	**(35.04)**	**7,269.84**	**5,305.83**

Interest and Tax				
Depreciation & Misc Expenses Written Off	814.66	1,493.68	1,300.02	997.62
Interest	1,481.18	2,900.29	2,253.75	1,742.21
Profit before Tax	**(7,083.57)**	**(4,429.01)**	**3,716.07**	**2,566.00**
Extra ordinary items	**-**	**701.54**	**385.04**	**-**
Previous Year Adjustment	**-**	**-**	**-**	**24.24**
Provision for Tax Including Deferred Tax/(asset)	-	(1,692.55)	1,006.76	650.17
Profit after Tax	**(7,083.57)**	**(3,438.00)**	**2,324.27**	**1,891.59**
Balance Sheet Statement	**Upto 30 September 2009 (Subjected to limited review)**	**2008-09**	**2007-08**	**2006-07**
Sources of Funds				
Paid up share capital	3,356.50	3,356.50	3,189.00	3,031.00
Reserves and Surplus (Excluding FII revaluation reserves)	10,077.19	11,429.50	14,409.50	11,821.49
Total Shareholder Funds	**13,433.69**	**14,786.00**	**17,598.50**	**14,852.49**
Subscription Against Warrants	500.00		210.92	254.37
Commulative convertible preference shares pending allotment	**3,956.39**	**-**	**-**	**-**
Secured Loans	38,783.16	39,363.66	30,432.50	22,420.95
Deferred Tax Liabilities	1,907.87	1,907.87	3,648.15	2,684.15
Un-secured Loans	1,252.00			
TOTAL	**59,833.11**	**56,057.53**	**51,890.07**	**40,211.96**
Uses of Funds				
Net fixed assets	41,041.12	41,442.50	36,847.57	29,427.12
Investments	-	-	-	-
Net current assets	13,036.33	14,569.78	14,955.80	10,653.69
Total misc. expenditure not written off.	24.40	45.25	86.70	131.15
Profit & Loss Account	5,731.26	-	-	-
Total	**59,833.11**	**56,057.53**	**51,890.07**	**40,211.96**
Other financial data (Not Annualized)	**Upto 30 September 2009 (Subjected to limited review)**	**2008-09**	**2007-08**	**2006-07**
Networth	7,678.03	14,740.75	17,511.81	14,721,.34
Dividend %	-	-	-	-
Earning per share(Rs)	(21.10)	(10.24)	7.29	6.24
Return on net worth (%)	(92.26)	(23.32)	13.27	12.85
Book value per share(Rs)	22.88	43.92	54.91	48.57

Note : Earning per Share and return on net worth are not annualised for the half year ended 30.9.2009

6.9 Reasons for fall/rise in income in the relevant years are as follow:

For the Six Month Period ended 30th September 2009, the Total Income was Rs. 696.32 Lakhs. The Profit After Tax was negative amounting to a loss of Rs. 7,083.57 Lakhs compared to a loss of Rs. 3,438.00 Lakhs for the FY 2008-09.

Comparison of performance for financial year ended 31st March 2009 vis-a-vis 31st March 2008

In the financial year ended 31st March 2009, the Total Income was Rs. 16,460.39 Lakhs as compared to Rs. 23,608.85 Lakhs for the financial year ended 31st March 2008 thus registering a decrease of 30.28%. The Profit After Tax for the FY 2009 was negative, thus indicating a loss of Rs. 3,438.00 Lakhs compared to profit of Rs. 2,324.27 Lakhs in FY 2008. The reasons for the drop in Total Income and consequently, the Profits, are as follows:

1. Business downturn due to global recession: The Company has been exporting more than 70% of its output to the United States of America ('USA'). Due to the recession, the Target Company has received numerous order cancellations from its customers from the USA which has impacted Total Income negatively.
2. Drop in Selling Price: The Price of Canned Mushrooms, the major product of the Target Company, saw a more than 50% drop in selling price in the said period.

Comparison of performance for financial year ended 31st March 2008 vis-a-vis 31st March 2007

In the financial year ended 31st March 2008, the Total Income was Rs. 23,608.85 Lakhs as compared to Rs. 20,721.04 Lakhs for the financial year ended 31st March 2007 thus registering an increase of 13.94%. The Profit After Tax for the FY 2008 was Rs. 2,324.27 Lakhs as compared to Rs. 1,891.59 Lakhs in FY 2007. The Profit After Tax increased by 22.87% for the FY 2008 as compared to FY 2007. The increase in the profit after tax can be attributed to higher sales to customers and lesser than proportionate decrease in Total Expenditure.

6.10 Pre and post offer shareholding pattern of ADIL:

Shareholders' category	Shareholding & voting rights prior to the agreement/ acquisition and offer.		Shares /voting rights 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. i.e.	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
(1) <u>Promoter Group</u>								
1. Parties to agreement, if any	-	-	-	-	-	-	-	-
2. Promoters other than (a) above	-	-	-	-	-	-	-	-
<u>Total 1(a+b)</u>	-	-	-	-	-	-	-	-
<u>(2) Acquirers#</u>								
1. Main Acquirers								
Malvinder Singh Bhinder	3,824,629	11.39	1,000,000	1.87				
Gurpreet Singh Bhinder	2,429,832	7.24	1,000,000	1.87	10,713,000	20.00	39,120,586	73.03
Penta Homes Private Limited	2,153,125	6.41	18,000,000	33.60				
2. PAC								
Vishwa Calibre Builders Private	2,505,824	7.47	-	-	-	-	2,505,824	4.68

Limited								
Total 2(a+b)	10,913,410	32.51	20,000,000	37.34	10,713,000	20.00	41,626,410	77.71
(3) Parties to agreement other than(1) (a) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to agreement, acquirers & PACs)								
1. Institutions:								
Mutual Funds /UTI	7,900	0.02	-	-				
Financial Institutions /Banks	301,200	0.90	-	-				
Central Government / State Government(s)	1,500,000	4.47	-	-				
Foreign Institutional Investors	34,130	0.10	-	-	(10,713,000)	20.00	11,938,590	22.29
2. Non-Institutions								
Bodies Corporate	4,178,228	12.45	-	-				
Individuals	15,041,018	44.81	-	-				
Others (NRIs, Clearing Members, Directors)	1,589,114	4.73	-	-				
The total number of shareholders in "Public" category are 22,014 as on 31.12.2009.								
Total (4)(a+b)	22,651,590	67.49					11,938,590	22.29
GRAND TOTAL (1+2+3+4)	33,565,000	100.00	20,000,000	37.34	10,713,000	20.00	53,565,000	100.00

The total number of shareholders is 22,019 as on December 31, 2009.

*Assuming that shareholders tender their shares to the extent of offer and acceptance of shares by the Acquirers.
#The Acquirers and PAC are part of the Promoter Group

6.11 Impact on Shareholding of Promoter and Promoter Group of the Target Company due to Preferential Issue and Open Offer is shown below:

S. No	Name	Opening Balance		Acquisition by way of Conversion of Warrants	Total Pre Offer Shareholding	No of shares acquired during the offer*	Post Offer shareholding*	
		No.	%				No.	%
1	Malvinder Singh Bhinder	38,24,629	11.39	10,00,000	48,24,629			
2	Gurpreet Singh Bhinder	24,29,832	7.24	10,00,000	34,29,832	1,07,13,000	3,91,20,586	73.03
3	Penta Homes Private Limited	21,53,125	6.41	1,80,00,000	2,01,53,125			
4	Vishwa Calibre Builders	25,05,824	7.47	-	25,05,824	-	25,05,824	4.68

	Private Limited							
	Total	**1,09,13,410**	**32.51**	**2,00,00,000**	**3,09,13,410**	**1,07,13,000**	**4,16,26,410**	**77.71**

*Assuming that shareholders tender their shares to the extent of offer and acceptance of shares by the Acquirers.

6.12 The details of changes in shareholding of existing Promoters and Promoter Group as on date of the Public Announcement are as follows:

Mr. Malvinder Singh Bhinder

Date	Mode of Acquisition/Sale	No. of shares	% of paid-up share capital	Cumulative No. of shares	% of Paid-up share capital	Status of Compliance
Prior to SAST				234800	1.81	Complied
15.07.1997	Buying (Market)	600	0.004	235400	1.71	Complied
16.07.1997	Buying (Market)	100	0.001	235500	1.71	Complied
25.07.1997	Buying (Market)	200	0.001	235700	1.71	Complied
26.11.1997	Buying (Market)	179100	1.30	414800	3.01	Complied
17.06.1998	Buying (Market)	66200	0.48	481000	3.49	Complied
04.09.1998	Buying (Market)	30000	0.22	511000	3.71	Complied
05.02.1999	Buying (Market)	38400	0.28	549400	3.99	Complied
31.03.1999	Buying (Market)	80000	0.58	629400	4.57	Complied
12.05.1999	Buying (Market)	89800	0.65	719200	5.22	Complied
16.12.1999	Buying (Market)	1520000	11.03	2239200	16.25	Complied
20.01.2000	Buying (Market)	50000	0.36	2289200	16.61	Complied
20.01.2000	Selling (Market)	-321000	-2.33	1968200	14.28	Complied
09.11.2000	Buying (Market)	2000	0.014	1970200	13.33	Complied
16.11.2000	Buying (Market)	2000	0.014	1972200	13.34	Complied
23.11.2000	Buying (Market)	2000	0.014	1974200	13.36	Complied
27.07.2001	Buying (Market)	18905	0.128	1993105	13.49	Complied
01.09.2001	Buying (Market)	13041	0.088	2006146	13.57	Complied
07.09.2001	Buying (Market)	5500	0.037	2011646	13.61	Complied
08.09.2001	Buying (Market)	12854	0.087	2024500	13.70	Complied
12.10.2001	Buying (Market)	4000	0.027	2028500	13.72	Complied
20.10.2001	Buying (Market)	20983	0.142	2049483	13.87	Complied
09.04.2002	Buying (Market)	6845	0.046	2056328	13.91	Complied
19.07.2002	Buying (Market)	-215000	-1.455	1841328	12.46	Complied
27.02.2006	Rights Issue	1841328	6.23	3682656	12.46	Complied
07.07.2006	Buying (Market)	5964	0.02	3688620	12.48	Complied
07.07.2006	Buying (Market)	2295	0.01	3690915	12.49	Complied
10.07.2006	Buying (Market)	11714	0.04	3702629	12.53	Complied
27.02.2008	Preferential Allotment	60000	0.19	3762629	11.80	Complied
02.06.2008	Preferential Allotment	62000	0.18	3824629	11.39	Complied
15.01.2010	Preferential Allotment	1000000	0.11	4824629	9.01	Complied

		4824629	**9.01**			

Mr. Gurpreet Singh Bhinder

Date	Mode of Acquisition/Sale	No. of shares	% of paid-up share capital	Cumulative No. of shares	% of Paid-up share capital	Status of Compliance
02.12.1997	Buying (Market)	34	0.0003	34	0.0003	Complied
16.12.1997	Buying (Market)	300000	2.31	300034	2.31	Complied
25.03.1998	Buying (Market)	40000	0.29	340034	2.47	Complied
17.06.1998	Buying (Market)	33100	0.24	373134	2.71	Complied
01.03.1999	Buying (Market)	55500	0.40	428634	3.11	Complied
10.05.1999	Buying (Market)	61300	0.44	489934	3.56	Complied
30.07.1999	Buying (Market)	1997	0.01	491931	3.57	Complied
02.08.1999	Buying (Market)	25000	0.18	516931	3.75	Complied
05.08.1999	Buying (Market)	25000	0.18	541931	3.93	Complied
16.12.1999	Buying (Market)	485000	3.52	1026931	7.45	Complied
02.03.2000	Buying (Market)	20000	0.15	1046931	7.60	Complied
27.08.2001	Buying (Market)	47000	0.32	1093931	7.40	Complied
10.09.2001	Buying (Market)	3000	0.02	1096931	7.42	Complied
15.10.2001	Buying (Market)	3000	0.02	1099931	7.44	Complied
22.10.2001	Buying (Market)	18985	0.13	1118916	7.57	Complied
27.02.2006	Rights Issue	1118916	3.79	2237832	7.57	Complied
07.07.2006	Buying (Market)	22000	0.07	2259832	7.64	Complied
27.02.2008	Preferential Allotment	120000	0.38	2379832	7.46	Complied
02.06.2008	Preferential Allotment	50000	0.15	2429832	7.24	Complied
15.01.2010	Preferential Allotment	1000000	1.87	3429832	6.40	Complied
		3429832	**6.40**			

M/s Penta Homes Private Limited

Date	Mode of Acquisition/Sale	No. of shares	% of paid-up share capital	Cumulative No. of shares	% of Paid-up share capital	Status of Compliance
08.03.2007	Preferential Allotment	750,000	2.54	750000	2.54	Not Complied u/r 7(1A)
27.02.2008	Preferential Allotment	400,000	1.32	1150000	3.79	Complied
02.06.2008	Preferential Allotment	750,000	2.35	1900000	5.96	Not Complied u/r 7(1) & 7(1)A
18.11.2009	Buying (Market)	5,596	0.02	1905596	5.68	Complied
20.11.2009	Buying (Market)	201	0.00	1905797	5.68	Complied
23.11.2009	Buying (Market)	59,000	0.19	1964797	5.85	Complied

24.11.2009	Selling (Market)	(10,000)	(0.03)	1954797	5.82	Complied
25.11.2009	Buying (Market)	10,050	0.03	1964847	5.85	Complied
26.11.2009	Buying (Market)	57	0.00	1964904	5.85	Complied
30.11.2009	Buying (Market)	42,701	0.13	2007605	5.98	Complied
01.12.2009	Buying (Market)	65,000	0.20	2072605	6.17	Complied
02.12.2009	Buying (Market)	19,057	0.06	2091662	6.23	Complied
11.12.2009	Buying (Market)	58,661	0.18	2150323	6.41	Complied
14.12.2009	Buying (Market)	2,802	0.01	2153125	6.41	Complied
15.01.2010	Preferential Allotment	18000000	33.60	20153125	37.62	Complied
	Total	**20153125**	**37.62**			

M/s Vishwa Calibre Builders Private Limited

Date	Mode of Acquisition/Sale	No. of shares	% of paid-up share capital	Cumulative No. of shares	% of Paid-up share capital	Status of Compliance
Prior to SAST				970,605	7.04	Complied
13.08.1999	Buying (Market)	219,100	1.59	1,189,705	8.63	Complied
18.03.2000	Buying (Market)	164,500	1.11	1,354,205	9.16	Complied
31.12.2001	Buying (Market)	136,000	0.92	1,490,205	10.08	Complied
16.04.2002	Buying (Market)	(136,000)	(0.92)	1,354,205	9.16	Complied
18.07.2003	Buying (Market)	121,978	0.83	1,476,183	9.99	Complied
11.07.2005	Selling (Market)	(1,054,653)	(7.14)	421,530	2.85	Not Complied u/r 7(1)(A)
13.07.2005	Selling (Market)	(300,000)	(2.03)	121,530	0.82	Not Complied u/r 7(1)(A)
30.09.2005	Selling (Market)	(121,530)	(0.82)	-	0.00	Complied
08.06.2006	Buying (Market)	50,000	0.17	50,000	0.17	Complied
13.06.2006	Buying (Market)	12,458	0.04	62,458	0.21	Complied
14.06.2006	Buying (Market)	3,234	0.01	65,692	0.22	Complied
15.06.2006	Buying (Market)	2,504	0.01	68,196	0.23	Complied
26.06.2006	Buying (Market)	21,000	0.07	89,196	0.30	Complied
27.06.2006	Buying (Market)	878	0.00	90,074	0.30	Complied
29.06.2006	Buying (Market)	13,081	0.04	103,155	0.35	Complied
30.06.2006	Buying (Market)	15,310	0.05	118,465	0.40	Complied
03.07.2006	Buying (Market)	26,034	0.09	144,499	0.49	Complied
04.07.2006	Buying (Market)	7,175	0.02	151,674	0.51	Complied
06.07.2006	Buying (Market)	26,655	0.09	178,329	0.60	Complied
07.07.2006	Buying (Market)	12,049	0.04	190,378	0.64	Complied
11.07.2006	Buying (Market)	13,659	0.05	204,037	0.69	Complied
12.07.2006	Buying (Market)	16,667	0.06	220,704	0.75	Complied
13.07.2006	Buying (Market)	20,125	0.07	240,829	0.81	Complied
17.08.2006	Buying (Market)	13,741	0.05	254,570	0.86	Complied
21.08.2006	Buying (Market)	2,917	0.01	257,487	0.87	Complied
22.08.2006	Buying (Market)	40,520	0.14	298,007	1.01	Complied
23.08.2006	Buying (Market)	27,089	0.09	325,096	1.10	Complied
24.08.2006	Buying (Market)	22,937	0.08	348,033	1.18	Complied
25.08.2006	Buying (Market)	1,650	0.01	349,683	1.18	Complied
31.08.2006	Buying (Market)	15,084	0.05	364,767	1.23	Complied

06.09.2006	Buying (Market)	6,006	0.02	370,773	1.25	Complied
07.09.2006	Buying (Market)	9,717	0.03	380,490	1.29	Complied
11.09.2006	Buying (Market)	22,593	0.08	403,083	1.36	Complied
12.09.2006	Buying (Market)	21,818	0.07	424,901	1.44	Complied
13.09.2006	Buying (Market)	63,263	0.21	488,164	1.65	Complied
14.09.2006	Buying (Market)	21,737	0.07	509,901	1.72	Complied
15.09.2006	Buying (Market)	9,106	0.03	519,007	1.76	Complied
22.09.2006	Buying (Market)	16,684	0.06	535,691	1.81	Complied
25.09.2006	Buying (Market)	33,511	0.11	569,202	1.93	Complied
26.09.2006	Buying (Market)	29,888	0.10	599,090	2.03	Not Complied u/r 7(1)(A)
27.09.2006	Buying (Market)	4,201	0.01	603,291	2.04	Complied
29.09.2006	Buying (Market)	4,082	0.01	607,373	2.05	Complied
08.11.2006	Buying (Market)	25,518	0.09	632,891	2.14	Complied
09.11.2006	Buying (Market)	36,186	0.12	669,077	2.26	Complied
10.11.2006	Buying (Market)	23,747	0.08	692,824	2.34	Complied
27.02.2008	Preferential Allotment	1,000,000	3.30	1,692,824	5.31	Not Complied u/r 7(1) & 7(1)A
02.06.2008	Preferential Allotment	813,000	2.55	2,505,824	7.47	Not Complied u/r 7(1)(A)
		2505824	**7.47**			

6.13. As per the Annual Report for the Financial Year 2008-09, the Target Company has complied with the norms of the SEBI Guidelines on Corporate Governance as enumerated in clause 49 of the listing agreements with stock exchanges.

6.14. Details of pending litigations/suits filed against ADIL as on date:-

The litigation matters pending against the Target Company as on date of the Public Announcement are as follows:

Nature of Dispute	Legal Action Taken	Status as on Date / Remarks
Civil Suit for Recovery of damages Rs. 52,02,390/= along with interest @ 24 % P.A. filed by Agro Dutch Industries against Divecha Glass Industries Ltd at Chandigarh on 02.11.1995. In the above suit, the damages were claimed against Divecha Glass Industries Ltd for supplying poor quality of cans to Agro Dutch Industries Limited.	The civil suit was decreed on 29.11.2006 in favour of Agro Dutch Industries Ltd . And granted damages to the tune of Rs.13,64,467/- alongwith interest @ 6 % P.A.	1) Agro Dutch Industries Ltd filed an appeal in year 2007 for enhancement of the damages. 2) Cross appeal filed by Divecha Glass Industries against Agro Dutch Industries Ltd decree for dismissing the claim of damages. Both the appeals are pending for 01.03.2010 before the court of Shri.R.S.Atri, Additional District Judge,

		Chandigarh.
Civil Suit No : 3885 of 1997 filed by General Glass Co Ltd (a division of Divecha Glass Industries Ltd) against Agro Dutch Industries Ltd at Bombay High Court for recovery of Rs.1,17,046/- as principal amount of material supplied.	Agro Dutch Industries Ltd filed detailed reply to the said suit on 01.09.2005.	No date has been fixed for evidence of the plaintiff and the case is pending at Bombay High Court.
Civil suit for the recovery of Rs.2,48,518/- alongwith interest @ 24 % P.A. filed by Vista Plastech, Chandigarh against Agro Dutch Industries Ltd on 03.01.2004 for supplying of packing material.	Agro Dutch Industries Ltd contested the said suit which was dismissed on 02.08.2007 by Shri. Sumit Ghai, Civil Judge, Chandigarh.	An appeal was filed by Vista Plastech before the District Judge, Chandigarh against the judgement dated 02.08.2007 which is now pending for hearin g on 19.02.2010.
Civil Suit No. 197 of 2002 filed by Hindustan Tins Versus Agro Dutch Indusries Ltd at Delhi High Court for recovery of Rs.71,37,267/- claiming principal amount for supplying of Cans to Agro Dutch Industries Ltd.	The said suit is pending for 17.03.2010 at Delhi High Court as matter was amicably settled between parties on 26.11.2009 and Agro Dutch Industries Ltd has to pay Rs.18,50,000.	Hindustan Tin works will withdraw their suit from Delhi High Court on receipt of Rs.18,50,000 from Agro Dutch Industries Limited. The last date of payment would be 17.03.2010.
Criminal Case **State Versus Bahadur Singh** State filed complaint under section 16 of Food Adulteration Act against the employees of Agro Dutch Industries Ltd as no label was found on the packed mushroom cans.	In the said case, Bahadur Singh has received summon and he appeared in the court and got the bail from the court of Derabassi.	The case is pending for summoning of remaining accused at Derabassi Court.
Motor Accident Claims Tibunal (MACT) Cases FAO No. 1208 of 2009 titled Trishla Devi Vs Rajinder & others FAO No. 1904 of 2009 Sunita Rani Versus Rajinder & others, the above appeals filed by claimants for enhancement of compensation which is pending for 17.03.2010 before the Lok Adalat of Punjab & Haryana High Court. Agro Dutch Industries Ltd is also party in the above appeals. The vehicle of the Agro Dutch is involved in the accident which was fully insured with insurance company.	A compromise is to be made between claimants and insurance company.	The said case is pending for 17.03.2010 before the Lok Adalat of Punjab & Haryana High Court for compromise.

6.15. Name and Contact details of the Compliance Officer:
Mr. Vivek Atri;
S.C.O 30, 2nd Floor, Sector 33-D, Chandigarh – 160 020.
Tel Nos: +91-0172-3952926, 2663336 Fax No. 91-0172-2604045.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1. Justification of Offer Price:

a. The equity shares of ADIL are listed on the Bombay Stock Exchange Limited, Mumbai (BSE), and the National Stock Exchange of India Limited, Mumbai (NSE). Based on the information available (Source: bseindia.com and nseindia.com), the Shares of the Target Company, within the meaning of explanation (i) to Regulation 20(5) of the Regulations, are frequently traded on the BSE and NSE.

Stock Exchange	Total number of shares traded during 6 calendar months preceding the month in which the PA is made	Total number of listed shares	Annualised trading turnover (as % of total listed shares)
BSE	40,36,852	33,565,000	24.05%
NSE	45,64,848	33,565,000	27.20%

b. Hence, the prices as determined from the NSE have been considered owing to the higher volume of trades completed. The Offer Price has been determined taking into account the following parameters:

c. In view of the below, the Offer Price of Rs. 16/- is justified in terms of regulation 20 of the Regulations. Hence, the Offer Price has been determined taking into account the following parameters:

a)	Negotiated Price under the Agreement	:	Not Applicable
b)	Highest Price paid by the Acquirers for acquisition by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of PA	:	Rs. 10.00
c)	Highest price paid by acquirers for acquisition of the equity shares of Target Company from the markets in the 12 months prior to the date of PA	:	Rs. 14.50
d)	Average price paid by acquirers for acquisition of the equity shares of Target Company from the markets in the 12 months prior to the date of PA		Rs. 13.69
e)	The average of the weekly high and low of closing prices of the shares during 26 weeks period prior to the date of the Board meeting i.e. January 15, 2010	:	Rs. 13.27
f)	The average of the daily high and low of the prices of the shares during two weeks period prior to the date of the Board meeting i.e. January 15, 2010	:	Rs. 15.72

Calculation of Average of the weekly high and low of the closing prices of the shares of ADIL during the 26 weeks period preceding the date of Board Meeting i.e. January 15, 2010:

Week No.	Week ending	Weekly High (Rs.)	Weekly Low (Rs.)	Average (Rs.)	Volume (Shares)
1	Thursday, July 23, 2009	11.35	11.10	11.23	50,217
2	Thursday, July 30, 2009	12.00	11.40	11.70	48,525
3	Thursday, August 06, 2009	11.95	10.80	11.38	117,893
4	Thursday, August 13, 2009	11.10	10.30	10.70	89,896
5	Thursday, August 20, 2009	11.75	11.40	11.58	93,788
6	Thursday, August 27, 2009	13.40	11.55	12.48	175,706
7	Thursday, September 03, 2009	14.10	13.00	13.55	233,497

8	Thursday, September 10, 2009	13.25	12.70	12.98	138,665
9	Thursday, September 17, 2009	13.05	12.35	12.70	154,619
10	Thursday, September 24, 2009	13.80	12.70	13.25	155,315
11	Thursday, October 01, 2009	13.70	13.15	13.43	109,752
12	Thursday, October 08, 2009	13.80	13.05	13.43	221,083
13	Thursday, October 15, 2009	13.35	12.70	13.03	177,432
14	Thursday, October 22, 2009	15.10	13.65	14.38	532,503
15	Thursday, October 29, 2009	14.90	13.15	14.03	195,437
16	Thursday, November 05, 2009	12.85	12.40	12.63	92,414
17	Thursday, November 12, 2009	14.10	13.15	13.63	158,824
18	Thursday, November 19, 2009	14.55	13.20	13.88	165,182
19	Thursday, November 26, 2009	13.35	12.10	12.73	316,138
20	Thursday, December 03, 2009	14.25	12.05	13.15	387,507
21	Thursday, December 10, 2009	14.10	13.75	13.93	123,541
22	Thursday, December 17, 2009	13.95	13.40	13.68	148,084
23	Thursday, December 24, 2009	14.35	13.60	13.98	265,645
24	Thursday, December 31, 2009	14.75	14.60	14.68	274,864
25	Thursday, January 7, 2010	15.25	14.60	14.93	279,926
26	Thursday, January 14, 2010	20.00	15.85	17.93	2,639,125
26 Week Average				**13.27**	

Calculation of Average of the daily high and low of the equity shares of ADIL during the 2 weeks preceding the date of Board Meeting i.e. January 15, 2010:

Day No.	Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Shares)
1	Monday, January 04, 2010	15.80	14.05	14.93	84,672
2	Tuesday, January 05, 2010	16.30	15.00	15.65	74,490
3	Wednesday, January 06, 2010	15.50	14.40	14.95	58,461
4	Thursday, January 07, 2010	15.15	13.55	14.35	62,303
5	Friday, January 08, 2010	16.30	15.10	15.70	167,850
6	Monday, January 11, 2010	16.60	15.60	16.10	109,564
7	Tuesday, January 12, 2010	18.00	14.50	16.25	274,272
8	Wednesday, January 13, 2010	17.75	14.50	16.13	119,137
9	Thursday, January 14, 2010	20.40	14.50	17.45	1,968,302
	2 Weeks Average			**15.72**	

d. In view of the aforesaid financial parameters, the Offer Price of Rs. 16/- per equity share of Rs. 10/- each is justified in terms of regulation 20 of the Regulations.

e. If the Acquirers or PAC acquire shares after the PA and upto seven working days prior to closure of the Offer at a price higher than the Offer Price, the highest price paid for such acquisitions shall be payable for all the acceptances received under this Offer as per the Regulations. Any revision in the Offer Price shall be notified by advertisement in the same newspapers in which the original PA appeared.

f. The Acquirers & PAC have not entered into any non-compete agreement.

7.2. Financial Arrangements:

7.2.1 The total fund requirement for the Offer is Rs. 17,14,08,000/- (Rupees Seventeen Crores Fourteen Lakhs and Eight Thousand only). In accordance with regulation 28 of the Regulations, the Acquirers have made an escrow arrangement for the Offer comprising of a cash deposit of Rs.4,29,00,000/- (Rupees Four Crores Twenty Nine

Lakhs only), being more than 25% of the total consideration payable with HDFC Bank Limited, 6-1-73, Ground Floor, Saeed Plaza, Lakdikapul, Hyderabad – 500 004. The Acquirers have empowered the Manager to the Offer i.e. Karvy Investor Services Limited to instruct and to realize the value of above Cash Deposit in terms of the Regulations.

7.2.2 The Acquirers have collectively made firm financial arrangements for financing the acquisition of equity shares under the Offer in full out of their own sources/Networth and no borrowings from any Bank and/or Financial Institutions is envisaged. Mr. Suresh Mittal, (Membership No. 82740) Partner of M/s. Suresh Mittal & Associates, Chartered Accountants having office at 16-A, Bank Colony, Behind Amar Hospital, Patiala, Punjab – 147001, Tel. No.: 0175-2217920, Fax No.: 0175-2307920; E-mail: sureshcamittal@yahoo.com vide certificate dated January 16, 2010 has confirmed that sufficient resources are available with the Acquirers for fulfilling the obligations under this 'Offer' in full.

7.2.3 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the offer in accordance with the Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

8. TERMS AND CONDITIONS OF THE OFFER

a. The Letter of Offer relating to the Offer ('LOO'), specifying the detailed terms and conditions, together with the Form of Acceptance-cum-Acknowledgement ('Form of Acceptance'), Form of Withdrawal and Transfer Deed (for shareholders holding equity shares in the physical form only) is being mailed to those shareholders of Target Company whose names appear on the Register of Members of Target Company and to the Beneficial Owners of the equity shares of Target Company whose names appear as beneficiaries on the record of the respective Depositories, at the close of business hours on February 18, 2010 ('Specified Date'). No Letter of Offer will be mailed to the Promoters and other allottees under Preferential Issue.

b. All owners of equity shares, who own shares at any time prior to the closure of the Offer, registered or unregistered, are eligible to participate in the Open Offer except the Promoters and other allottees under the present Preferential Issue including their prior holding.

c. 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. A copy of the letter of offer (including Form of Acceptance) is expected to be available on SEBI's Website (http://www.sebi.gov.in) during the period the offer is open and may also be downloaded from the website for participating in the Offer.

d. As on date, none of the equity shares of the Target Company are under lock-in, except the following:

Sl. No	Name Of The Shareholder	No Of Shares	Percentage (%)
1	Gurpreet Singh Bhinder	11,70,000	2.18
2	Malvinder Singh Bhinder	30,34,315	5.66
3	Penta Homes Private Limited	1,99,00,000	37.15
	Total	**2,41,04,315**	**45.00**

e. **Statutory Approvals:**

i. The Offer being announced is not a conditional offer and is not subject to any minimum level of acceptance.

ii. The Offer is subject to the receipt of necessary approval(s) from the Reserve Bank of India ('RBI'), if any, under Foreign Exchange Management Act, 1999 ('FEMA') and subsequent amendments thereto, for acquisition of shares under the Offer. The Acquirers and PAC will make an application, if necessary, for the purpose to the RBI at the appropriate time. The Offer being announced is not a conditional offer and is not subject to any minimum level of acceptance.

iii. The Offer is subject to receipt of approval(s) from Reserve Bank of India ("RBI"), if any, under the Foreign Exchange Management Act, 1999("FEMA") for acquisition of equity shares by the Acquirers from non-resident person(s) and Foreign Investment Promotion Board ("FIPB") approval for acquiring Equity Shares from the Foreign Shareholders under the Offer. The Acquirers and PAC will make the requisite application to RBI and FIPB to obtain permission for acquisition of such shares as and when required. Delay, if any in obtaining the permission will delay the payments to be made to non-resident person(s) and Foreign Nationals under the Offer.

iv. To the best of the knowledge of the Acquirers and PAC, no other statutory or regulatory approval is required for them to proceed with this Offer. If any other approvals are required subsequently, the Offer would be subject to such additional approvals. The Acquirers will have a right not to proceed with the Offer in the event the approvals indicated above are refused in terms of Regulation 27(1b) of the Regulations.

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

vi. The Acquirers and PAC do not require any approval from the Bank or Financial Institution for the present Offer.

f. If the aggregate of the valid responses to the Offer exceeds the Offer size, then the Acquirers shall accept the valid applications received on a proportionate basis, in accordance with regulation 21(6) of the Regulations, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that acquisition of equity shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot. The market lot of the shares of the Target Company in case of physical mode is 100 (one Hundred) shares and incase of dematerialized mode is 1 (One) share only.

g. Equity shares tendered in the Offer by the shareholders of Target Company shall be free from lien, charges and encumbrances of any kind whatsoever.

h. Equity shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of Target Company may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares are received together with the equity shares tendered under the Offer prior to the date of closure of the Offer.

i. As per the provisions of Section 196D(2) of the Income Tax Act, 1961 ('Income Tax Act'), no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor ('FII') as defined in section 115 AD of the Income Tax Act. However, while tendering their equity shares under the Offer, Non Resident Individuals and other non-resident shareholders will be required to submit a No Objection Certificate (NOC) or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from Income Tax authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirers before remitting the consideration. In case the aforesaid NOC or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate is not submitted, the Acquirers will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders.

l. The consideration to those shareholders whose Shares or share certificates and /or other documents are found complete, valid and in order and accepted by Acquirers in part or in full will be made within 15 Days from the date of closing of the Offer. The Acquirers undertake to pay interest pursuant to regulation 22(12) to the shareholders for the delay, if any, in payment of consideration. The consideration will be paid by crossed account payee cheques/demand drafts. Such considerations in excess of Rs. 1500/- or unaccepted Share Certificate(s), transfer deed(s) and other documents, if any, will be returned by Registered Post/Speed Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder/unregistered owner. Equity shares held in dematerialised form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. All despatches involving payment of a value upto Rs.1,500/- will be made under certificate of posting at the shareholders sole risk.

m. The instructions and provisions contained in the Form of Acceptance-cum-Acknowledgement and Form of Withdrawal constitute an integral part of the terms of this Offer.

n. If there is a Competitive Offer/Bid

- **The Public Offers under all the subsisting bids shall close on the same day**
- **As the offer price cannot be revised during 7 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.**

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

9.1 Shareholders who wish to tender their equity shares will be required to send their following mentioned documents to the Registrar to the Offer by hand delivery/registered post or through courier, as the case may be, at **Karvy Computershare Private Limited** - Cyber Villa, Plot No.17-24, Vittalrao Nagar, Madhapur, Hyderabad – 500 081, India, Tel: 91 40 2342 0815, Fax: 91 40 2343 1551, E-mail: einward.ris@karvy.com on or before Closure of offer (i.e., **Monday, March 29, 2010**) on their working days during the business hours indicated below in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account before the closure of the Offer (i.e., **Monday, March 29, 2010**).

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. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares, not credited in favour of the special depository account before the closure of the Offer, will be rejected.

i. For Equity shares held in physical form:

Registered Shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- Original Share Certificate(s).
- Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Target Company and duly witnessed at the appropriate place, preferably, by a Notary or Bank Manager or Member of the Stock Exchange under their seal of office and membership number. The transfer deed should be left blank except for the signatures as mentioned above. A blank Share Transfer form is enclosed along with this Letter of Offer.

Unregistered owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- Original Share Certificate(s).
- Original Broker Contract Note issued by the Broker through whom the shares were acquired.
- Valid Share Transfer form(s) as received from the market.

It may be noted that if the specimen signatures(s) of the acceptor differs with the specimen signature(s) recorded with the Target Company or if they are not in the same order, such shares are liable to be rejected under this Offer.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of buyer will be filled 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. For Equity shares held in demat form:

Beneficial owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.
- For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance.
- The Beneficial Owners who hold shares in demat form are required to execute a trade by tendering the Delivery Instruction for debiting their Beneficiary Account with the concerned DP and crediting the Special Depositary Account. The credit in the Special Depository Account should be received on or before 3 pm as on the date of closure of the Offer, i.e., **Monday, March 29, 2010**.
- The Delivery Instructions to be given to the DP should be in "Off-Market" mode only. For each Delivery Instruction the Beneficial Owner should submit a separate Form of Acceptance.
- The Manager to the Offer, Karvy Investor Services Limited, has opened a special depository account at National Securities Depository Limited (NSDL) as detailed below:

Client ID	17513404
DP Name	Karvy Stock Broking Limited
Special DP Account	"ADIL – Open Offer Escrow Account "
DP ID	IN 300394
ISIN	ISINE614D01014

- Shareholders having their beneficiary account in Central Depository Services (India) Limited (CDSL) have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.
- In case of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirer may deem the Offer to have been accepted by the shareholder.
- **Business Hours**: Monday to Friday: 10.30 a.m. to 3.00 p.m.
  Saturday: 10.00 a.m. to 1.00 p.m.
- **Holidays:** Sundays and Bank Holidays

Applicants may send their documents only by Registered Post, at their own risk, if not hand delivered at the designated collection centre, to the Registrar at the addresses as mentioned hereinabove during business hours indicated above other than on holidays.

Please note that the Share Certificates/Delivery Instruction Slip and other documents in relation to the acceptance of the Offer should not be sent to the Acquirers or the Target Company or the Manager to the Offer.

9.2 In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of Shares held; Distinctive Number; Folio Number, Number of shares offered; along with documents as mentioned above, so as to reach the Registrar to the Offer on or before the close of the Offer, i.e., no later than **Monday, March 29, 2010** or in case of beneficial owners they may send their application in writing to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of Shares held; Number of shares offered; DP name; DP ID; Beneficiary Account Number and a photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favour of the Special Depository Account, or the eligible persons can write to the Manager to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the close of the Offer, i.e., no later than **Monday, March 29, 2010**. Unregistered owners should not sign the transfer deed and the transfer deed should be valid for transfer. Alternatively, the Letter of Offer and Form of Acceptance cum Acknowledgement will be available on SEBI’s website (www.sebi.gov.in), from the date of Opening of the Offer. The eligible persons can download the Form of Acceptance cum Acknowledgement from the SEBI’s website and apply using the same.

9.3 Unregistered owners or shareholders who have not received the Letter of Offer, may send their consent, to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer, or in the case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in 'off-market' mode or counterfoil of the delivery instruction in the 'off-market' mode, duly acknowledged by the DP, in favour of the aforesaid special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer. No Indemnity is required from the unregistered owners.

9.4 Shareholders of the Target Company who have sent their equity shares for transfer should submit Form of Acceptance duly completed and signed, copy of the letter sent to Target Company (for transfer of said shares) and acknowledgement received thereon and valid share transfer form. Shareholders who have sent their physical shares for dematerialization should submit their form of acceptance as applicable along with the copy of the demat request form (DRF) duly acknowledged by their DP. However, they have to ensure that the corresponding credit of the dematerialized shares is received in the escrow depository account on or before closure of the Offer.

9.5 Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

9.6 If the aggregate of the valid responses to the Offer exceeds the Offer size of 1,07,13,000 fully paid-up equity shares of Rs.10/- each, then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations in consultation with the Manager to the Offer, subject to a minimum of 100 shares or the entire holding if less than 100 shares, in case of physical mode. In case, the Equity Shares are surrendered in dematerialized mode minimum acceptance will be one (1) Equity Share only.

9.7 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Special Depository Account is received on or before the date of Closure of the Offer, i.e., no later than **Monday, March 29, 2010**, else the application would be rejected.

9.8 While tendering shares under the Offer, NRIs/OCBs/Foreign Shareholders will be required to submit the previous RBI Approvals (specific or general) that they may have obtained for acquiring shares of the Target Company. In case of previous RBI Approvals not being submitted, the Acquirer reserve the right to reject such shares tendered.

9.9 **TAX TO BE DEDUCTED AT SOURCE:** As per the provisions of section 195(1) of the Income Tax Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). Since the consideration payable under the Offer would be chargeable to capital gains under applicable section of the Income Tax Act or as business profits as the case may be, Acquirers may need to deduct tax at source (including surcharge and education cess) at the applicable rate on the gross consideration payable to the following categories of shareholders, as given below:

- Non resident Indians
- Overseas Corporate Bodies (OCBs) / Non-domestic companies
- Other persons who are not resident in India

Accordingly, while tendering Shares under the Offer, NRI/OCBs/foreign Shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirers under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirers will arrange to deduct tax at the rate as may be applicable to the category of the Shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such Shareholder.

In respect of **Foreign Institutional Investors** ("**FII**"): The Acquirers will not deduct tax at source if the Shares are held by the FII on investment/ capital account. FIIs will have to certify in the Form of Acceptance cum Acknowledgment that the said shares are held on investment/Capital Account and enclose the certificate of registration by SEBI as FII.

9.10 In terms of Regulation 22 (5A) of the Regulations, shareholders desirous of withdrawing their acceptance tendered by them in the Offer, may do so up to three working days (i.e, **Tuesday, March 23, 2010**) prior to the date of closure (i.e, **Monday, March 29, 2010**) of the Offer. The withdrawal option can be exercised by submitting the documents only to the Registrar to the Offer as per the instructions below.

i. For Equity Shares held in demat form:

Beneficial owners should enclose

- Duly signed and completed Form of Withdrawal (enclosed with the Letter of Offer).
- Acknowledgement slip in original/Copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.

ii. For Equity Shares held in physical form:

Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal (enclosed with the Letter of Offer).
- Acknowledgement slip in original/Copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.
- In case of partial withdrawal, valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Target Company and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal (enclosed with the Letter of Offer).
- Acknowledgement slip in original/ Copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.
- In case of non-receipt of Form of withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details
- In case of physical shares: Name; Address; Distinctive Numbers; Folio Number and Number of Shares tendered / with drawn.
- In case of dematerialised shares: Name; Address; Number of Shares offered; DP name; DP ID; Beneficiary Account Number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account.

a) The withdrawal of Shares will be available only for the Share certificates/ Shares that have been received by the Registrar to the Offer/ Special Depository Escrow Account.
b) The intimation of returned shares to the Shareholders will be at the address through Registered post as per the records of the Target Company/Depository as the case may be.
c) 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.
d) Partial withdrawal of tendered shares can be done only by the Registered shareholders/ Beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.
e) Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.
f) In case of non receipt of Form of Withdrawal, the withdrawal can be exercised by making an application on plain paper along with the following details:-

- **In case of Physical shares:** by stating the Name, Address, Distinctive numbers, Folio Number, Number of shares tendered and to be withdrawn.
- **In case of dematerialised shares:** by stating Name, Address, Number of shares tendered and to be withdrawn, DP Name, DP Id, Beneficiary Account Number, Counterfoil/Photocopy of the delivery instruction in "Off market" mode duly acknowledged by the DP in favour of the special depository account.
- **In either case:** a copy of the acknowledgment received from the Registrar to the Offer upon tendering of the Shares, so as to reach the Registrar to the Offer either by hand delivery or by registered post on or before **Monday, March 29, 2010** (the Offer Closing Date)

The shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent. Such documents may include, but are not limited to:

i. Duly attested death certificate and succession certificate (in case of single shareholder) in case of the original shareholder is deceased.
ii. duly attested Power of Attorney if any person apart from the shareholder has signed the application form and/or transfer deed(s)
iii. In case of Companies, the necessary corporate authorizations (including Board Resolutions)
iv. any other relevant documents

9.11 In case of delay in receipt of statutory approvals beyond 15 days from the date of closure of the offer, interest will be payable for the delayed period in terms of Regulation 22(12) of the Regulations. Further, if the delay occurs on account of willful default by Acquirers in obtaining the requisite approvals, Regulation 22(13) of the Regulations will also become applicable.

9.12 Payment of consideration will be made by crossed account payee cheque/demand draft and sent by registered post, to those shareholders/unregistered owners and at their own risk, whose shares/share certificates and other documents are found in order and accepted by the Acquirers. In case of joint registered holders, cheques/demand drafts will be drawn in the name of the sole/first named holder/unregistered owner and will be sent to him. *It is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that same can be incorporated in the cheque/demand draft.*

9.13 Unaccepted or withdrawn Share Certificate(s), transfer form(s) and other documents, if any, will be returned by Registered Post at the shareholders'/unregistered owners' sole risk to the sole/first named shareholder/unregistered owner. Unaccepted or withdrawn shares held in demat form will be credited back to the beneficial owners' depositary account with the respective depositary participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.

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

9.15 **Mode of making payment**
The payment of consideration, if any, would be done through any of the following modes:

9.15.1 **Electronic Clearing System (ECS)** – Payment of consideration would be done through ECS for applicants having an account at any of the following 68 centers: Ahmedabad, Bangalore, Bhubaneshwar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram (managed by RBI); Baroda, Dehradun, Nashik, Panaji, Surat, Trichy, Trichur, Jodhpur, Gwalior, Jabalpur, Raipur, Calicut, Siliguri (Non-MICR), Pondicherry, Hubli, Shimla (Non- MICR), Tirupur, Burdwan (Non-MICR), Durgapur (Non-MICR), Sholapur, Ranchi, Tirupati (Non-MICR), Dhanbad (Non-MICR), Nellore (Non-MICR) and Kakinada (Non-MICR) (managed by State Bank of India); Agra, Allahabad, Jalandhar, Lucknow, Ludhiana, Varanasi, Kolhapur, Aurangabad, Mysore, Erode, Udaipur, Gorakpur and Jammu (managed by Punjab National Bank); Indore (managed by State Bank of Indore); Pune, Salem and Jamshedpur (managed by Union Bank of India); Visakhapatnam (managed by Andhra Bank); Mangalore (managed by Corporation Bank); Coimbatore and Rajkot (managed by Bank of Baroda); Kochi/Ernakulum (managed by State Bank of Travancore); Bhopal (managed by Central Bank of India); Madurai (managed by Canara Bank); Amritsar (managed by Oriental Bank of Commerce); Haldia (Non-MICR) (managed by United Bank of India); Vijaywada (managed by State Bank of Hyderabad); and Bhilwara (managed by State Bank of Bikaner and Jaipur). This mode of payment of considerations would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of consideration through ECS is mandatory for shareholders having a bank account at any of the abovementioned 68 centers, except where the applicant, being eligible, opts to receive payment through direct credit or RTGS.

9.15.2 **Direct Credit** – Shareholders having bank accounts with the Escrow Banker(s), in this case being, HDFC Bank Limited, shall be eligible to receive considerations through direct credit. Charges, if any, levied by the Escrow Bank(s) for the same would be borne by the Acquirers.

9.15.3 **RTGS** – Shareholders having a bank account at any of the abovementioned 68 centres and whose consideration amount exceeds Rs. One Lac, have the option to receive payment through RTGS. Such eligible shareholders who indicate their preference to receive payment through RTGS are required to provide the IFSC code in the Acceptance-cum-acknowledgement form. In the event the same is not provided, payment shall be made through ECS. Charges, if any, levied by the Escrow Bank(s) for the same would be borne by the Acquirers. Charges, if any, levied by the shareholders's bank receiving the credit would be borne by the shareholder.

9.15.4 **National Electronic Fund Transfer (NEFT)** – Payment of consideration shall be undertaken through NEFT wherever the shareholders' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of consideration, duly mapped with MICR numbers. Wherever the shareholder have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of consideration will be made to the shareholders through this method. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.

9.15.5 For all other shareholders, including those who have not updated their bank particulars with the MICR code, the payments will be dispatched under certificate of posting for value up to Rs.1,500 and through Speed Post/ Registered Post for payments of Rs.1,500 and above. Such payments will be made by cheques, pay orders or demand drafts drawn on HDFC Bank Limited and payable at par.

10. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Manager to the Offer, **Karvy Investor Services Limited**, 'Karvy House', 46, Avenue 4, Street No 1, Banjara Hills, Hyderabad - 500034, on any working day between 10.00 AM. to 3.00 PM. during the period the Offer is open i.e., from Wednesday, March 10, 2010 to Monday, March 29, 2010.

i) Extracts of Minutes of Meeting of the Board of Directors held on May 22, 2009 for considering preferential issue of warrants.
ii) Notice of Extra Ordinary General Meeting dated May 22, 2009 wherein preferential issue of warrants has been considered.
iii) Extracts of Minutes for Extra Ordinary General Meeting held on June 13, 2009.
iv) Memorandum & Articles of Association of ADIL along with Certificate of Incorporation.
v) Audited results of ADIL for the financial years ended 31.03.2007, 31.03.2008 & 31.03.2009 and Certified financials for the half year ended 30.09.2009.
vi) Certified financials of Penta Homes Private Limited and Vishwa Calibre Builders Private Limited for the period ended 30.09.2009 along with last 3 years audited accounts.
vii) Chartered Accountant's Certificate dated January 16, 2010 certifying the Net worth of Mr. Malvinder Singh Bhinder, Mr. Gurpreet Singh Bhinder and M/s Penta Homes Private Limited (Acquirers) and M/s Vishwa Calibre Builders Private Limited (PAC).
viii) Chartered Accountant's Letter dated January 16, 2010 confirming the adequacy of financial resources with Acquirers.
ix) Letter from HDFC Bank Limited, 6-1-73, Ground and 3rd Floor, Saeed Plaza, Lakdikapul, Hyderabad 500004 dated January 19, 2010 confirming the amount kept in an escrow account and empowering the Manager to the Offer in accordance with the Regulations.
x) Copy of confirmation regarding opening of Special Depository Account in the name and Style of 'ADIL - Open Offer Escrow Account'.
xi) Published copy of the Public Announcement made on January 21, 2010 and published copy of Corrigendum to the PA made on February 26, 2010.
xii) Copy of the Letter No. CFD/DCR/TO/SA/195870/10 dated February 22, 2010 from SEBI in terms of Provisions of regulation 18(2).
xiii) Copy of appointment letter dated January 16, 2009 issued to Karvy Computershare Private Limited as Registrars to the Offer.
xiv) Copy of the Memorandum of Understanding between the Acquirers, PAC & the Manager to the Offer dated January 18, 2010.
xv) Undertakings from the Acquirers and PAC.

11. DECLARATION BY THE ACQUIRERS AND PAC

The Acquirers and the Directors of the Acquirer and PAC accept full responsibility for the information contained in PA and Corrigendum to the PA made in this regard, Letter of Offer and also for ensuring compliance with the Regulations.

Place: Chandigarh
Date: 26.02.2010

Sd/-
Gurpreet Singh Bhinder
(For and on behalf of all the Acquirers and PAC)

Malvinder Singh Bhinder has authorized Mr. Gurpreet Singh Bhinder vide a Power of Attorney dated January 18, 2010 to sign this Letter of Offer on his behalf. The Board of Directors of M/s Penta Homes Private Limited and M/s Vishwa Calibre Builders Private Limited have authorized Mr. Gurpeet Singh Bhinder vide Resolutions dated January 15, 2010 to sign this Letter of Offer.

Attached: Form of Acceptance cum Acknowledgement and Withdrawal

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FORM OF ACCEPTANCE- CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to the Registrar to the Offer at their address given overleaf)

From

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

OFFER OPENS ON	: Wednesday, March 10, 2010
LAST DATE OF WITHDRAWAL	: Tuesday, March 23, 2010
OFFER CLOSES ON	: Monday, March 29, 2010

Folio No/DP ID and Client ID	
Sr. No.	
No. of shares held	

To,
Karvy Computershare Private Limited
Cyber Villa, Plot No.17-24,
Vittalrao Nagar, Madhapur,
Hyderabad – 500 081, India.

Sub: Open Offer to acquire up to 1,07,13,000 Equity Shares of Rs. 10/- each forming 20% of the issue equity share capital of Agro Dutch Industries Limited ('ADIL' or 'Target Company') by Mr. Malvinder Singh, Mr. Gurpreet Singh and M/s Penta Homes Private Limited (Acquirers) along with M/s Vishwa Calibre Builders Private Limited (PAC) at a price of Rs. 16/- per share in terms of the SEBI (SAST) Regulations, 1997 and subsequent amendments thereto.

I/We refer to the Letter of Offer dated February 26, 2010 for acquiring the equity shares held by me/us in ADIL. I/We, the undersigned, have read the Public Announcement and Letter of Offer and understood its contents including the terms and conditions as mentioned therein. I/We also understand and accept that my/our acceptance of the offer will become a fully valid and binding contract between me/us and you, only upon fulfillment of all the conditions mentioned in the Letter of Offer.

FOR SHARES HELD IN PHYSCIAL FORM

I/We hereby irrevocably and unconditionally 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 (please enclose additional sheet if required).

Sr.No.	Certificate No.		Distinctive No.		No.of Shares
	From	To	From	To	
Total number of equity shares					

I/We confirm that the equity shares of ADIL which are being tendered by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever. I/We note and understand that the original share certificate (s) and valid share transfer deed(s) will be held in trust for me/us by Registrar to the Offer until the time the Acquirers pay 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. I/We authorize the Acquirers will accept the shares so offered which they may decide to accept in consultation with the Merchant Banker and in terms of the Letter of Offer and I/We further authorize the Acquirers will return to me/us Equity Share Certificate(s) in respect of which the Offer is nor found valid/not accepted, specifying the reasons thereof. I/We or my/our legal heirs/legal representatives do not have any claim over the same and my/our acceptance under the said Offer cannot be disputed upon. I/We authorize the Acquirers or Merchant Banker to send by Registered Post the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned below.

FOR SHARES HELD IN DEMAT FORM

I/We, holding shares in dematerialized form, accept the Offer and enclose photocopy of the "Delivery Instruction Slip" duly acknowledged by DP in respect of my/ our equity shares as detailed below.

DP Name	DP ID	Client ID	No. of shares	Name of the Beneficiary

I/ We have done an off market transaction for crediting the shares to the special depository account (with National Securities Depository Limited, styled "ADIL – Open Offer Escrow Account" for which necessary instructions have been given to my DP whose particulars are given below:

DP Name: Karvy Stock Broking Limited	DP ID: IN 300 394	Client ID: 17513404

I/We note and understand that the shares would lie in the "Escrow Account for the open offer" until the time the Acquirers will makes payment of purchase consideration as mentioned in the Letter of Offer.

Shareholders having their beneficiary account with CDSL should use an "Inter-Depository Delivery Instruction Slip" for the purpose of crediting their shares in favour of the special depository account with NSDL.

FOR NRIs/OCBs/FIIs/NON RESIDENT SHAREHOLDERS

I/We have enclosed the following documents:

●Approval from Reserve Bank of India / Government of India for purchase of shares, if any. ● No Objection Certificate/ Tax Clearance certificate under Income tax Act, 1961, as applicable.

Following additional documents should be attached wherever applicable.

●Power of Attorney ● Death Certificate/ Succession Certificate ● Corporate authorisation in case of Companies along with Board / General Meeting Resolutions and Specimen Signatures of Authorised Signatories. ● Others (Please specify):_______________

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

I/We note and understand that once I/ we have accepted the Offer by tendering the requisite documents in terms of Public Announcement / Letter of Offer, I/we have the option to withdraw the same upto three working days prior to the date of the closure of the offer i.e. on or before Tuesday, March 23, 2010.

I/We authorise the Acquirers to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer, I/We further authorise the Acquirers to return to me/us, by registered post, equity share certificate(s) in respect of which the offer is not found valid/ not accepted, specifying the reasons thereof and demand draft/ cheque in settlement of the amount by registered post/ speed post/ UCP, in terms of Letter of Offer, to the sole/ first holder at the address mentioned below 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 Acquires are hereby authorised to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Full Name(s) of the Holders	Name & Address	Specimen Signature
First/ Sole Holder PAN No.		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of the First/ Sole Share holder where the purchase consideration / share certificate(s) is to be dispatched:

Note: In case of joint holdings, all holders must sign. A corporation must affix its rubber stamp.

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

Name of the Bank:__________________________ Branch:______________________________ City:____________________

Account Number:_________________________________Savings/Current/(Others: please specify) ____________________

Yours faithfully,

Signed and Delivered

Place:

Date:

PROCEDURE FOR ACCEPTANCE

The equity shareholders of ADIL who wish to avail the Offer can deliver all the relevant documents referred to above to the Registrars to the Offer at their office as mentioned in the covering page of this Letter of Offer (on all days except holidays and Sundays) in accordance with the instructions specified in the Letter of Offer and in the Acceptance Form so as to reach them not later than Monday, 29, March 2010.

— — — — — — — — — — — — — — — —TEAR ALONG THIS LINE — — — — — — — — — — — — — — — —

Acknowledgement Slip

Received from Mr/Ms______________________________________, Address______________________________________

Folio No.________ Number of Certificates enclosed ______________________ Certificate Nos.________________ Total number of shares enclosed ____________________________

Date of Receipt _________________________.

Form of Acceptance cum Acknowledgement for Offer of _______ Equity Shares of ADIL along with copy of Delivery Instruction Slip/ _______ Share Certificates bearing numbers ____________ along with transfer deed.

Stamp of collection centre_______________________ Signature of Official_____________ Date of Receipt_______________

A

INSTRUCTIONS

1. PLEASE NOTE THAT NO EQUITY SHARES/FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRERS/PAC OR TO THE MANAGER TO THE OFFER
2. The Form of Acceptance should be filled up in English only.
3. 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 closure of the Offer i.e. Monday, March 29, 2010. The Form of Acceptance-cum-Acknowledgement of such dematerialized shares not credited in favour of the Special Depository Account, before the closure of the Offer will be rejected.
4. Shareholders/Beneficiary Owners should enclose the following:

For Shareholders holding Dematerialized Shares

a. Shareholders having their beneficiary account in Central Depository Services Limited have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.
b. Shareholders should enclose the following:
   i) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all the beneficiary owners whose names appear in the beneficiary account, as per the records of the Depository Participant ('DP').
   ii) A photocopy of the Delivery instruction in "Off Market" mode or counterfoil of Delivery Instruction in "Off Market" mode, duly acknowledged by the DP.
   iii) For each Delivery Instruction the Beneficial Owner should submit a separate form of Acceptance.

Shareholders holding Physical shares should enclose

a. Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
b. Original Share Certificate(s)
c. Valid Share Transfer Deed(s) duly signed as transferors by all shareholders (in case of joint holdings) in the same order and as per specimen signature lodged with ADIL, 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 by a Magistrate or Notary Public or Bank Manager of a Bank where the shareholder holds an operative account, under their official seal.
d. The details of buyer should be left blank falling which the same will be invalid under the Offer. The details of the Acquirers as buyer will be filled by the Acquirers 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.

Unregistered owners should enclose

a. Form of Acceptance duly completed and signed.
b. Original Share Certificate(s)
c. Brokers contract note in original
d. Transfer deed(s) executed by the registered holders of the shares leaving the details of buyer blank. If the same is filled in then the share(s) are liable to be rejected
e. Owners of shares who have sent their shares for transfer should enclose along with this Form duly completed and signed, copy of the letter sent to the Target Company for transfer of shares and valid share transfer form(s).

NRIs/OCBs/Foreign shareholders should submit

a. The previous RBI approvals (Specific or general) that they would have obtained for acquiring shares of ADIL.
b. No Objection Certificate/Tax clearance Certificate, indicating the amount of tax to be deducted by Acquirers before remitting the consideration, from the Income-Tax authorities under the Income Tax Act, 1961.

Other Documents as necessary

a. Duly attested death certificate and succession certificate (in case of single shareholder) if the original shareholder is deceased.
b. Duly Attested Power of attorney if any person apart from the shareholder has signed the application form and / or transfer deed(s).
c. No Objection Certificate from the charge holder/lender, if the shares in respect of which the application is sent, are under any charge, lien or encumbrance.
d. In case of companies, the necessary corporate authorization (including Board Resolutions)
e. Any other relevant documentation.

5. The Form of Acceptance cum Acknowledgement alongwith enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar to the Offer between 10 AM and 3 PM on all working days and between 10.30 AM and 1.00 PM on Saturdays.
6. Payment Consideration: Shareholders must note that on the basis of name of the Shareholders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Offer will obtain from the Depositories, the Shareholder's details including address, bank account and branch details. These bank account details will be used to made payment to the Shareholders. Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders sole risk and neither the Acquirers, the Manager to the Offer, the Registrar to the Offer nor the Escrow Bank shall be liable to compensate the Shareholders for any loss caused to the Shareholders due to any such delay or liable to pay any interest for such delay. Physical shareholders are requested to fill up their bank account details in the 'Form of Acceptance cum Acknowledgment.

Note: All future correspondence, if any, should be addressed to the Registrars to the Offer at the following address:

Karvy Computershare Private Limited
Cyber Villa, Plot No.17-24, Vittalrao Nagar, Madhapur, Hyderabad – 500 081, India
Tel: 91 40 2342 0815 , Fax: 91 40 2343 1551. E-mail: einward.ris@karvy.com.
Contact Person: Mr. M Muralikrishna

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS/SHARES THAT ARE RECEIVED BY THE REGISTRAR TO THE OFFER AFTER THE CLOSURE OF THE OFFER I.E. BY 3 PM ON MONDAY, MARCH 29, 2010 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

FORM OF WITHDRAWAL

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to this offer any time up to three working days prior to the date of closure of offer i.e. on or before March 23, 2010, In case you wish to withdraw your acceptance please use this form.	OFFER SCHEDULE:		
	OFFER OPENS ON	:	Wednesday, March 10, 2010
	LAST DATE OF WITHDRAWAL	:	Tuesday, March 23, 2010
	OFFER CLOSES ON	:	Monday, March 29, 2010

From:

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

To,

Karvy Computershare Private Limited

Cyber Villa, Plot No.17-24,

Vittalrao Nagar, Madhapur,

Hyderabad – 500 081, India.

Sub: Open Offer to acquire up to 1,07,13,000 Equity Shares of Rs. 10/- each forming 20% of the issue equity share capital of Agro Dutch Industries Limited ('ADIL' or 'Target Company') by Mr. Malvinder Singh, Mr. Gurpreet Singh and M/s Penta Homes Private Limited (Acquirers) along with M/s Vishwa Calibre Builders Private Limited (PAC) at a price of Rs. 16/- per share in terms of the SEBI (SAST) Regulations, 1997 and subsequent amendments thereto.

Dear Sirs,

I/We refer to the Letter of Offer dated February 26, 2010 for acquiring the equity shares held by me/us in Agro Dutch Industries Limited.

I/We, the undersigned, have read the Public Announcement and Letter of Offer and understood its contents and unconditionally accepted 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 equity 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 shall reach the Registrar to the Offer at the address mentioned in the Letter of Offer or mentioned overleaf as per mode of delivery indicated therein on or before the last date of withdrawal i.e. Tuesday, March 23, 2010

I/We note that 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 and also for the non-receipt of the shares held in dematerialized form in the Depository Account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirers will return the original share certificate(s), share transfer deed(s) and shares only on completion of verification of the documents, signatures and beneficiary position as available from depositories from time to time.

We had deposited/sent our 'Form of Acceptance' to you on __________ along with original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below: (Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

Sr.No.	Certificate No.	Distinctive No.		No.of Shares
		From	To	
Total number of equity shares (In case the space provided is inadequate, please attach a separate sheet with the details)				

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

I/We authorise the Acquirers to reject the shares so offered which it may decide in consultation with Manager to the Offer and in terms of the Letter of Offer and,

I/We authorise the Acquirers or the Registrar to the Offer to send by registered post the original share certificate(s), transfer deed(s) and other documents tendered by me/us to the sole/first holder at the address mentioned below:

I/We held the following shares in dematerialized form and tendered the shares in the offer and had done an off-market transaction for crediting the shares to the "ADIL – Open Offer Escrow Account " (Depository Escrow Account) as per the following particulars:

Depository Participant Name	DP ID	Client ID
Karvy Stock Broking Limited	IN300394	17513404

Please find enclosed a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP. 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 the Beneficiary	No. of Shares

I/We note that the shares will be credited back only to that Depository Account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

In case of dematerialised shares, I/we confirm that the signatures of the beneficiary holders have been verified by the DP as per records maintained at their end and the same have also been duly attested by them under their seal.

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

Yours faithfully,

Signed

Singed and Delivered by	FULL NAME (S)	SIGNATURE (S)
First/Sole Shareholder		
Second Shareholder		
Third Shareholder		

Address of First/Sole Shareholder

Place: Date:

Note: Incase of joint holdings, all holders must sign. A Corporation must affix its common seal.

TEAR ALONG THIS LINE

Agro Dutch Industries Limited – Open Offer- Withdrawal form

Acknowledgement Slip

Folio No.:		Sr. No.:	

Received from Mr./Ms.		Signature of Official and Date of Receipt	Stamp of Registrar to the Offer
Address			
Physical shares: Folio no.________/Demat Shares: DP ID: ______________ Client ID:___________________ for _______________ number of Shares.			

INSTRUCTIONS

1. The Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the address mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal i.e., by Tuesday, March 23, 2010.

2. Shareholders should enclose the following:

   i. For Equity Shares held in demat form:

   - Duly signed and completed form of Withdrawal.
   - Copy of the form of acceptance-cum-Acknowledgement/Plain paper application submitted and the acknowledgement slip.
   - Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the DP.

   ii. For Equity Shares held in physical form:

   - Duly signed and completed form of withdrawal.
   - Copy of the form of acceptance-cum-acknowledgement / Plain paper application submitted and the Acknowledgement slip.
   - In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holding(s) in the same order and as per specimen signatures registered with ADIL, and duly witnessed at the appropriate place.

   iii Unregistered owners should enclose:

   - Duly signed and completed Form of withdrawal.
   - Copy of the Form of Acceptance-cum-acknowledgement/Plain paper application submitted and the Acknowledgement slip.

3. The withdrawal of shares will be available only for the Share Certificate/shares that have been received by the registrar to the Offer/special Depository Escrow Account.

4. The intimation of returned shares to the Shareholders will be at the address as per the records of the Target Company / Depository as the case may be.

5. The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer.

6. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from the Target Company. The facility of partial withdrawal is only available to registered shareholders.

7. **Shareholders holding shares in dematerialized form are required to issue the necessary standing instruction for receipt of the credit in their DP Account.**

Note: All future correspondence, if any, should be addressed to the Registrars to the Offer at the following address:

Karvy Computershare Private Limited:
Cyber Villa, Plot No.17-24, Vittalrao Nagar, Madhapur, Hyderabad – 500 081, India
Tel: 91 40 2342 0815, Fax: 91 40 2343 1551. E-mail: einward.ris@karvy.com.
Contact Person: Mr. M Muralikrishna

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