THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as Shareholder(s) of **Radix Industries (India) Limited (RIIL).** If you require any clarification about the action to be taken, you may consult your Stock Broker or Investment consultant or Manager to the Offer/Registrar to the Offer. In case you have sold your Equity 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.

Shri. Gokaraju Raghu Rama Raju
D.No 12-22-1/13, Kankavarsha Nagar, By- Pass Road, Tanuku, West Godavari Dist. Andhra Pradesh 534211
Tel No. (08819) 227281, Fax No. (08819) 224753, Email ID: veenaimpex@rediffmail.com
and
Shri. Gokaraju Ganapathi Rama Prabhakara Raju
D No. 1-85, Kalla Mandal, Juvvalapalem Village, West Godavari District, Andhra Pradesh 534 236
Cell No.9989877888, Fax No. (08819) 224753 , Email ID: rss_888@rediffmail.com
(hereinafter referred to as “the Acquirers”)
MAKES A CASH OFFER AT Rs. 2/- (RUPEES TWO ONLY)
PER FULLY PAID EQUITY SHARE
to acquire
7,09,560 Equity Shares of Rs. 10/- each, representing 20 % of the
Paid up and Voting Equity Share Capital of
the Target Company
RADIX INDUSTRIES (INDIA) LIMITED
(Formerly Ragsan Petrochem Limited)
Regd. Office: Pedda Kandukuru Village, Yadagirigutta Mandal, Aler
Nalgonda District, Andhra Pradesh 508286
Corporate Office: Plot No.21, Aswini Heights, Road No.7, Jubilee Hills,Hyderabad – 500033
Tel. No. (040) 64523706, E Mail ID: radixindustries@gmail.com

Notes:

- This Offer is made pursuant to and in compliance with Regulations 10 & 12 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997 and subsequent amendments thereof.
- This Offer is not conditional on any minimum level of acceptance.
- This is not a competitive bid.
- There has been no revision of Offer price, till the date of this Letter of Offer
- As on the date of this Letter of Offer, no Statutory approvals are required to acquire the Equity Shares that are tendered pursuant to this Offer. However, the Offer would be subject to all Statutory approvals that may become applicable at a later date.
- **Shareholders who have accepted the offer by tendering the requisite documents in terms of the Public announcement/ Letter of Offer, can withdraw the same upto 3 working days prior to the date of closure of the Offer. The Last date for such withdrawal is Thursday, January 13, 2011.**
- The Acquirers can revise the Offer Price upto 7 working days prior to the date of closure of the Offer. The last date for such revision is Friday, January 7, 2011. Any upward revision or withdrawal of the Offer would be informed by way of a Public Announcement in the same Newspapers where the original Public Announcement had appeared.
- **Consideration at the same rate will be paid for all Equity Shares tendered anytime during the Offer period**.
- Details of Competitive bids , if any : **There is no competitive bid**
- **If there is a competitive bid; the public offers under all the subsisting bids will close on the same date. 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 Shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly**
- The Registration of all the Intermediaries associated with the Offer, viz. Fedex Securities Ltd, Manager to the Offer and Bigshare Services Pvt. Ltd, Registrar to the Offer are valid and no action has been initiated by SEBI or any other Government body against them.
- A copy of this Letter of Offer (including the Form of Acceptance and Acknowledgement, Form of Withdrawal),the Public Announcement and Corrigendum to Public Announcement are available on SEBI’s website: www.sebi.gov.in.

MERCHANT BANKER TO THE OFFER	**REGISTRAR TO THE OFFER**
FEDEX SECURITIES LIMITED SEBI Regn. No. INM 000010163 3rd Floor, Jay Chambers, Service Road Adj. Western Express Highway Vile Parle (East), Mumbai 400 057 Tel. Nos. (022) 2613 6460/61 Fax No. (022) 2618 6966 E Mail: fedex@vsnl.com **Contact Person: Mr. R. Ramakrishnan**	**BIGSHARE SERVICES PRIVATE LIMITED** SEBI Regn. No: INR 000002102 E 2/3, Ansa Industrial Estate Sakivihar Road , Saki Naka, Andheri (East) Mumbai – 400 072 Tel Nos. (022) 4043 0200 Fax No. (022) 2847 5207 E mail Id: ashok@bigshareonline.com **Contact Person: Mr. Ashok Shetty**

The Schedule of activities is as follows:

Activity	**As per original PA**	**Revised**
Public Announcement (PA)	Thursday, October 21, 2010	Thursday, October 21, 2010
Corrigendum to Public Announcement		Friday, December 24, 2010
Specified date	Thursday, November 18, 2010	Thursday, November 18, 2010
Last date for a competitive bid	Thursday, November 11, 2010	Thursday, November 11, 2010
Date by which Letter of Offer will be dispatched to Shareholders	Friday, December 03, 2010	Saturday, December 25, 2010
Offer opening date	Friday, December 10, 2010	Thursday, December 30, 2010
Last date for revision of Offer price/number of shares.	Monday, December 20, 2010	Friday, January 07, 2011
Last date for withdrawal by Shareholders	Friday, December 24, 2010	Thursday, January 13, 2011
Offer closing date	Wednesday, December 29, 2010	Tuesday, January 18, 2011
Date by which acceptance /rejection would be intimated and the corresponding payment for the acquired Shares and/or the Share Certificate for the rejected Shares will be despatched	Thursday, January 13, 2011	Wednesday, February 02, 2011

Specified date is only for the purpose of determining the names of the Shareholders as on such date, to whom the Letter of Offer would be sent and all owners (registered or unregistered) of Shares of Radix Industries (India) Limited anytime before the closure of the Offer, are eligible to participate in the Offer.

Risk Factors relating to the transaction and probable risks involved in associating with the Acquirers

A. Relating to the transaction

1. The Acquirers proposes to take control of the Target Company. The likely change in control of the Target Company in favour of the Acquirers shall be subject to successful completion of the Open Offer formalities, including despatch of consideration for the Shares accepted. The same will also be subject to compliance with Regulation 23(6) of the Regulations.

B. Relating to the proposed Offer

1. Shareholders accepting this Offer will be tendering their Equity Shares before getting payment of consideration as the Acquirers have 15 days time from date of closure of offer to make payment of consideration. Further, they will not be able to take advantage of any favorable price movements in the market.

2. As on date of this Letter of Offer, no Statutory approvals are required to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all Statutory approvals that may become applicable at a later date. The despatch of consideration can be delayed beyond 15 days from date of closure of Offer, in case any statutory approval which becomes so applicable on a later date is not received. In terms of Regulation 22(12) of the Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment, subject to, the Acquirers agreeing to pay interest to the Shareholders for delay beyond 15 days from date of closure of Offer.

C. Probable Risks in associating with the Acquirers

1. Association of the Acquirers with RIIL/taking control of RIIL by the Acquirers does not warrant any assurance with respect to the future financial performance of RIIL.

2. Post Offer, the Acquirers proposes to commence activities relating to export Human Hair, production or process of all kinds of Hair , Wigs, Hair dressing Hair Nets, Producing oils from any kind of Hair etc., in the Target Company . As such, there is potential conflict of interest with another Company promoted by the Acquirers which is also in similar line of business.

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DEFINITIONS/ABBREVIATIONS

1	RIIL/Target Company	Company whose Equity Shares are proposed to be acquired viz. Radix Industries (India) Ltd
2	Acquirers	**Shri. Gokaraju Raghu Rama Raju& Shri. Gokaraju Ganapathi Rama Prabhakara Raju** who offering to acquire Shares through this Offer
3	PAC/Person acting in Concert	Person who is acting in concert with the Acquirers in connection with the open Offer, in this case none.
4	RBI	Reserve Bank of India
5	SEBI/Board	Securities and Exchange Board of India
6	Merchant Banker/ Manager to the Offer	Fedex Securities Limited
7	Registrar to the Offer	Bigshare Services Pvt. Ltd
8	PA/ Public Announcement	Announcement of the Offer made on behalf of the Acquirers, published in the dailies on Thursday, October 21, 2010.
9	Corrigendum/Corrigendum to Public Announcement	Corrigendum to the Public Announcement published in the dailies on Friday, December 24, 2010.
10	Offer	Cash offer being made by the Acquirers to the Shareholders of the Target Company, to acquire upto 7,09,560 Equity Shares at a price of Rs.2/- per Equity Share.
11	ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009
12	Shares	Equity Shares
13	EPS	Earnings Per Equity Share, for the period under reference and annualized
14	Book Value	Book Value of each Equity Share as on the date referred to
15	Regulations/Takeover Regulations/ SEBI(SAST) Regulations	SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 as amended till date
16	NAV	Net Asset Value per Equity Share
17	Persons not eligible to participate in the Offer	Parties to the Agreement, promoter group Shareholders of the Target Company & the Acquirers
18	Persons eligible to participate in the Offer	All Equity Shareholders of the Target Company, other than the Acquirers, parties to the Agreement and promoter group Shareholders of the Target Company. Both registered and unregistered Shareholders can participate in the Offer
19	BSE	Bombay Stock Exchange Ltd
20	HSE	Hyderabad Stock Exchange Ltd
21	MSE	Madras Stock Exchange Ltd
22	RNW	Return on Net Worth
23	NW	Net Worth
24	FIIs	Foreign Institutional Investors
25	NRIs	Non Resident Indians and persons of Indian origin residing abroad
26	FIs	Financial Institutions
27	PAT	Profit After Tax
28	Share Purchase Agreement/Agreement/SPA	Share Purchase Agreement entered into between the Acquirers and present promoters of the Target Company
29	PE Ratio	Price Earnings Ratio
30	FY	Financial Year

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF RADIX INDUSTRIES (INDIA) LIMITED (RIIL), THE TARGET COMPANY, TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER (MANAGER) TO THE OFFER M/S. FEDEX SECURITIES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED OCTOBER 28, 2010 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THE OFFER

2.1 Background of the Offer

2.1.1. This Offer is in compliance with Regulations 10 & 12 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997 and subsequent amendments thereof (hereinafter referred to as the "Regulations").

2.1.2. Shri. Gokaraju Raghu Rama Raju, residing at D.No 12-22-1/13, Kankavarsha Nagar, By- Pass Road, Tanuku, West Godavari Dist, Andhra Pradesh 534211 (Tel No. (08819) 227281, Fax No. (08819) 224753, Email ID: veenaimpex@rediffmail.com and Shri. Gokaraju Ganapathi Rama Prabhakara Raju residing at D No. 1-85, Kalla Mandal, Juvvalapalem Village, West Godavari District, Andhra Pradesh 534 236 (Cell No.9989877888, Fax No. (08819) 224753 , Email ID: rss_888@rediffmail.com) (hereinafter referred to as "the Acquirers) are making an Open Offer to the public Shareholders (i.e. Shareholders other than the Acquirers, parties to the Agreement and promoter group Shareholders of RIIL) of Radix Industries (India) Limited ("RIIL", "the Target Company") to acquire 7,09,560 Equity Shares of Rs. 10/- each representing 20.00% of present paid up & voting Capital of RIIL ("the Offer"), at a price of Rs. 2/- (Rupees Two only) ("the Offer Price"), payable in cash, subject to the terms and conditions mentioned hereinafter. There are no partly paid Shares.

2.1.3. There are no Persons acting in Concert (PAC) with the Acquirers.

2.1.4. As on date of the Public Announcement, the Acquirers do not hold any Equity Shares of RIIL.

2.1.5. The Acquirers presently do not hold any Equity Shares of RIIL. The Acquirers have, on October 17, 2010, entered into a Share Purchase Agreement (SPA) with Shri. P R Ramadurai, residing at Flat No 5, Prashanti Nilayam, Plot No 1, Vishnu Puri colony, Malkajgiri, Hyderabad 500 047, Andhra Pradesh (Tel. No. (040) 27240578, Email ID: prramadurai @gmail.com) promoter of RIIL representing himself and other promoter group Shareholders of the Target Company, to acquire 18,87,800 Equity Shares of RIIL, constituting 53.21% of the present paid up and voting Capital of the Target Company at a price of Rs.1/- (Rupees One only) per Equity Share for cash consideration(the Negotiated Price). Apart from the consideration @ Rs. 1/- per Equity Shares, no other compensation, directly or indirectly is given to the sellers under the Share Purchase Agreement. The Agreement also provides that the Acquirers will also be given control of RIIL. This Agreement has necessitated the Open Offer in terms of Regulation 10 and 12 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 1997. The Offer is subject to the provisions of the Companies Act 1956, SEBI (SAST) Regulations as amended and listing agreement of the Target Company with the Stock Exchanges and other applicable Laws and Regulations in force.

2.1.6. The major terms and conditions of the Agreement is as follows:

(i) On the successful completion of the public offer pursuant to the provisions of SEBI Takeover Code the existing board of Target Company will be reconstituted to the satisfaction of the Acquirers. Further the sellers will take steps to ensure that the all or any of the existing Directors of the Target Company, shall resign as directed by the Acquirers and the nominees of the Acquirers are appointed on the Board of Director of Target Company. Further, the Sellers will not appoint or cause to be appointed any person as Director of the Target Company with effect from the execution of the Agreement.

(ii) Within two weeks of the issuance of certificate of completion of formalities of SEBI Guideline by the merchant Banker , the target Company shall inform the same in writing to all the Stock Exchanges where listed and shall also convene a meeting of the Board of Director of the target company by giving 7 days advance written notice to all the Directors and the Stock Exchange, if necessary, for securing the resignation of representatives of the present promoters from the Board of the Target Company and in such meeting shall procure the resignation of these above persons and in place thereof shall ensure the appointment of nominees of the Acquirers and file the appropriate Form No 32 with the ROC for such resignations and appointments

(iii) The change in Board in favor of Acquirers / Transfer of control in favor of Acquirers shall be subject to compliance with Regulation 22(7) of SEBI Regulations

(iv) During the offer period, i.e. from date of signing this Agreement till completion of all formalities relating to the Offer and certification by the Merchant Banker, the Acquirers /their nominees shall not be entitled to be appointed on the Board of Directors of the Target Company

(v) In case of non-compliance with any of the provisions of the Takeover Regulations, Agreement for Purchase of Shares & change in Control shall not be acted upon by the Sellers or the Acquirers.

(vi) The consideration will be paid in two installments, Rs. 2.00 Lacs on signing the Agreement and balance after completion of all formalities and completion of Open Offer.

2.1.7. The Acquirers undertake that they will pay the balance consideration to the sellers under the Share Purchase Agreement within 2 days of completion of this Open Offer

2.1.8. Apart from the consideration @ Rs. 1/- per Equity Shares as stated in Clause 2.1.5 above, no other compensation, directly or indirectly is given to the sellers under the Share Purchase Agreement.

2.1.9. The Acquirers, the Target Company, its promoters/Directors and the sellers under the Share Purchase Agreement have not been prohibited by SEBI from dealing in securities, in terms of directions issued u/s 11B of SEBI Act or under any of the regulations made under the SEBI Act.

2.1.10. There is no person on the Board of Director of the Target Company representing or having interest in the Acquirers.

2.1.11. Subject to satisfaction of the provisions under the Companies Act, 1956 and /or any other Law or Regulation(s), the Acquirers intends to make changes in the management of RIIL. It is proposed to induct new Directors on the Board of RIIL, in place of the Directors representing the present promoters. The names of such persons who will be so inducted have not been decided yet. The change in Board in favor of the Acquirers shall be subject to compliance with Regulation 22(7) of SEBI Regulations. The Transfer of Shares under the Agreement and change in control in favor of Acquirers shall be subject to Reg. 23(6) of the Regulations.

2.1.12. If the number of Equity Shares offered by the Shareholders are more than the Offer size, then the acquisition from each Shareholder will be as per Regulation 21 (6) of the SEBI (SAST) Regulations, on proportionate basis and 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. It will also be ensured that the acceptance from a Shareholder is not less than marketable lot of 100 or the entire holding, if it is less than the marketable lot. In view of acceptance on proportionate basis as stated above, the number of Shares accepted may marginally exceed the Offer Size.

2.2 **Details of the proposed Offer**

2.2.1. A Public Announcement, as per Regulation 15 (1) of the Regulations, was made in all editions of one English national daily with wide circulation, all editions of one Hindi national daily with wide circulation, one Marati daily published at Mumbai, the place where the Equity Shares of the Target Company are most actively traded and one Telugu daily having circulation at the place where the Registered Office of the Target Company is situated. A Corrigendum to the

Public Announcement was also made. The details of Public Announcement and Corrigendum are given below:

Newspaper	Language	Editions	Date of PA	Date of Corrigendum
Financial Express (covers all editions)	English	Ahmedabad, Bangalore, Chennai, Chandigarh, Hyderabad, Kochi, Kolkatta Lucknow, Mumbai, New Delhi & Pune editions	Thursday, October 21 , 2010	Friday, December 24, 2010
Jansatta (covers all editions)	Hindi	Delhi, Kolkatta & Lucknow editions	Thursday, October 21 , 2010	Friday, December 24, 2010
Apla Mahanagar	Marati	Mumbai	Thursday, October 21 , 2010	Friday, December 24, 2010
Prajashakti	Telugu	Hyderabad	Thursday, October 21 , 2010	Friday, December 24, 2010

The Public Announcement and Corrigendum are also available at SEBI's Website: www.sebi.gov.in

2.2.2 The Offer is to acquire 7,09,560 Equity Shares of Rs. 10/- each, representing 20% of the issued, present paid up and voting Capital of RIIL .

2.2.3 The consideration will be paid in Cash. There is no differential price since entire consideration is payable in cash.

2.2.4 The Offer price is Rs. 2/- (Rupees Two only) per each fully paid up Equity Share. There are no partly paid Equity Shares.

2.2.5 This is not a competitive bid.

2.2.6 This Offer is not conditional on any minimum level of acceptance.

2.2.7 As on date of the Public Announcement, the Acquirers do not hold any Equity Shares of RIIL

2.2.8 Details of competitive bids, if any : **There is no competitive bid**

2.2.9 Fedex Securities Limited, Manager to the Offer does not hold any Equity Shares in the Target Company. In compliance with Reg. 24(5A), they shall not deal in the Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of fifteen days from the date of closure of the Offer.

2.2.10 The Acquirers have not acquired any Equity Share of RIIL after the date of PA till the date of this Letter of Offer. In the event of any further acquisition of Equity Shares from the date of P.A. till 7 days prior to date of closure of the Offer by the Acquirers at a price higher than the Offer Price, then the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, the Acquirers will not acquire any Equity Shares of RIIL during the period of 7 working days prior to the date of closure of the Offer.

3. OBJECT AND PURPOSE OF ACQUISITION AND FUTURE PLANS OF THE ACQUIRERS WITH RESPECT TO RIIL

3.1 The objects of the acquisition are substantial acquisition of Shares of RIIL followed by change in control. The Acquirers are proposing to acquire control from the present promoter.

3.2 Barring unforeseen circumstances, the Acquirers are confident of ensuring sustained growth. Initially RIIL was engaged in distribution of Gas , which was discontinued. Then it carried out trading activity relating to construction materials. At present RIIL do not have any activity. The Company has not been performing well and has returned losses in the last several years and the entire Net Worth is eroded. The Acquirers are not proposing to continue with the present activities and intends to discontinue the present activities and commence business as manufacturers, producers, processors etc. relating to and deal in all kinds of Hair, Wigs, Hairdressing, Hair nets, producing oils from any kind of hair etc.

3.3 The Offer will result in change in control of RIIL. Subject to satisfaction of the provisions under the Companies Act, 1956 and/or any other Regulation(s), the Acquirers intend to make changes in the management of RIIL. It is proposed to induct new Directors representing the Acquirers on the Board of RIIL but the Acquirers is yet to decide on the name of the persons who will be so inducted to the Board. The likely changes in the management/taking control by the Acquirers shall be subject to successful completion of the Open Offer formalities, including despatch of consideration for the Shares accepted and shall be subject to compliance with Regulation 23(6) of the Regulations.

3.4 The Acquirers do not have any plans to dispose off or otherwise encumber any assets of RIIL in the succeeding two years from the date of closure of the Offer, except in the ordinary course of business as may be permissible. They undertake that they shall not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders.

3.5 There is at present no conflict of interest between the Acquirers/other Companies /ventures promoted by the Acquirers. However, there is potential conflict of interest as and when the Company commences activities proposed .

4. **BACKGROUND OF THE ACQUIRERS**

4.1.1 The Acquirers are Shri. Gokaraju Raghu Rama Raju& Shri. Gokaraju Ganapathi Rama Prabhakara Raju, Individuals

4.1.2 Shri. Gokaraju Raghu Rama Raju aged 43 years,B.Com, MBA son of Shri. Surya Narayana Raju, residing at D.No 12-22-1/13, Kankavarsha Nagar, By- Pass Road. Tanuku, West Godavari Dist, Andhra Pradesh 534211 (Tel No. (08819) 227281, Fax No. (08819) 224753, Email ID: veenaimpex@rediffmail.com) is in the business of export of Human Hair. He is promoter and Managing Director of Arquebe Industries(India) Ltd, an unlisted Company engaged in Export of Human Hair, production or process of all kinds of Hair , Wigs, Hair dressing Hair Nets , Producing oils from any kind of Hair etc. He is not on the Board of Directors of any listed Company.

4.1.3 Shri. Gokaraju Ganapathi Rama Prabhakara Raju aged 46 years, Diploma in Civil Engineering, son of Shri. Surya Narayana Raju residing at D No. 1-85, Kalla Mandal, Juvvalapalem Village, West Godavari District, Andhra Pradesh 534 236 (Cell No.9989877888, Fax No. (08819) 224753 , Email ID: rss_888@rediffmail.com) is engaged in pisiculture. He is not on the Board of Director of any listed or unlisted Company.

4.1.4 There are no persons acting in concert with the Acquirers (PACs) for this Offer

4.1.5 The Acquirers do not belong to any group.

4.1.6 Shri. Gokaraju Raghu Rama Raju is brother of Shri. Gokaraju Ganapathi Rama Prabhakara Raju.

4.1.7 There are no persons on the Board of the Target Company, representing the Acquirers.

4.1.8 The Acquirers have not promoted any listed Company. Shri. Gokaraju Raghu Rama Raju is promoter and Managing Director of Arquebe Industries(India) Ltd, an unlisted Company engaged in Export of Human Hair, production or process of all kinds of Hair , Wigs, Hair dressing Hair Nets , Producing oils from any kind of Hair etc. He is not on the Board of Directors of any listed Company. Shri. Gokaraju Ganapathi Rama Prabhakara Raju has not promoted any unlisted Company. He is also not the Board of Directors of any listed or unlisted Company.

4.1.9 There are no pending litigations against the Acquirers.

4.1.10 The Acquirers, Companies/Ventures promoted by them are not in securities related business and are not registered with SEBI as a Market Intermediary.

4.1.11 No action has been taken by SEBI or Stock Exchanges against the Acquirers or ventures promoted by the Acquirers.

4.1.12 There is no agreement by the Acquirers with any other person/entity, in connection with this Offer. The entire Shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other person/entity proposes to take part in the acquisition. The quantum of Shares that will be acquired by each of the Acquirers under the Share Purchase Agreement and this Offer has not been decided yet.

4.1.13 As per Certificates dated 12-10-2010, from Shri. MVBS Saibaba (Membership No. 208210), Manepalli & Co, Chartered Accountants, Flat No. 104, First Floor, City Towers, NSC Bose Road, Tanuku, 534 211,W G Dist, Andhra Pradesh (Tel. No. (08819) 220361, Email ID: mvbssaibaba_193@yahoo.com), the Net worth of (a) Shri. Gokaraju Raghu Rama Raju as on 30th September 2010 is Rs.1499.13 Lacs& (b) the Net Worth of Shri. Gokaraju Ganapathi Rama Prabhakara Raju as on 30th September 2010 is Rs. 148.17 Lacs.

4.1.14 Shri. MVBS Saibaba (Membership No. 208210), Manepalli & Co, Chartered Accountants, Flat No. 104, First Floor, City Towers, NSC Bose Road, Tanuku, 534 211,W G Dist, Andhra Pradesh (Tel. No. (08819) 220361, Email ID:

mvbssaibaba_193@yahoo.com), has, vide his Certificate dated 12-10-2010 certified that the Acquirers have liquid resources of Rs. 60.97 Lacs as on 12-10-2010. The liquid sources are (a) Shri. Gokaraju Raghu Rama Raju – In Savings/Current Accounts with Banks Rs. 27.38 Lacs, Insurance premia Rs. 8.56 Lacs, Cash on hand Rs. 2.73 Lacs and quoted investments Rs. 7.65 Lacs (b) Shri. Gokaraju Ganapathi Rama Prabhakara Raju – In Savings/Current Accounts with Banks Rs. 5.90 Lacs, Quoted Investments Rs. 3.75 Lacs, Cash on hand Rs. 5.00 Lacs. Thus the aggregate liquid sources are Rs. 60.97 Lacs. The aggregate liquid sources, net of Insurance premium are Rs. 52.41 Lacs. This will be adequate to meet the funds requirements of the Offer.

4.1.15 The applicable provisions of Chapter II of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997, are not applicable to the Acquirers as they have not acquired any Shares of the Target Company. They have also not acquired Shares of any listed Company requiring compliance under Reg. 10 or reporting under Reg. 7(1).

4.1.16 The Acquirers/None of the Companies/ventures promoted by the Acquirers is registered with SEBI as a Market Intermediary

4.1.17 The appointment of the nominees of the Acquirers on the Board of Directors of the Target Company shall be subject to compliance with Regulation 22(7) of SEBI Regulations. The Transfer of Shares under the Agreement and change in control in favor of Acquirers shall be subject to Reg. 23(6) of the Regulations.

4.2.1. BRIEF DETAILS OF THE ACQUIRERS AS ON DATE OF PUBLIC ANNOUNCEMENT ARE TABULATED BELOW:

	Relationship, if any, with any other Acquirer	**Net Worth as certified by Chartered Accountant**	**Companies in which is a full time Director**
Shri. Gokaraju Raghu Rama Raju D.No 12-22-1/13, Kankavarsha Nagar, By- Pass Road, Tanuku, West Godavari Dist Andhra Pradesh 534211 Tel No. (08819) 227281 Fax No. (08819) 224753 Email ID: veenaimpex@rediffmail.com	Brother of Shri. Gokaraju Ganapathi Rama Prabhakara Raju	Rs. 1499.13 Lacs as on 30-09-2010 (Certificate dated 12-10-2010)	**Listed** NIL **Unlisted** Arqube Industries (India) Ltd
Shri. Gokaraju Ganapathi Rama Prabhakara Raju D No. 1-85, Kalla Mandal, Juvvalapalem Village, West Godavari District Andhra Pradesh 534 236 Cell No.9989877888 Fax No. (08819) 224753 Email ID: rss_888@rediffmail.com	Brother of Shri. Gokaraju Raghu Rama Raju	Rs. 148.17 Lacs as on 30-09-2010 (Certificate dated 12-10-2010)	NIL **Unlisted** NIL

4.2.2. **The Acquirers have not promoted any listed Company**

4.2.3. **BRIEF DETAILS OF VENTURES/UNLISTED COMPANIES PROMOTED BY THE ACQUIRERS**

(i)	**Name of the Company**	:	Arqube Industries Limited (Company No. U24247AP2005PLC048110)
	Date of Incorporation	:	21-11-2005
	Name of Directors	:	Shri. Gokaraju Raghu Rama Raju(DIN:453895) Smt. Parvathi Gokaraju(DIN:453965) Shri. Applalaraju Indukuri(DIN: 454024) Smt. Rama Lakshmi Narayana Rao Gamini(DIN:2784846) Shri. Gopalakrishna Gokhale Yenigalla (DIN:2784860) Shri. Udayabhaskar Gottumukkala (DIN: 2784921)
	Nature of activities	:	Export Human Hair, production or process of all kinds of Hair , Wigs, Hair dressing Hair Nets, Producing oils from any kind of Hair etc.

Brief financials based on Audited Accounts for the last three years and interim period ended 30th September 2010 (Certified by Auditors) are given below:

(Rs. in Lacs)

Details	30-09-2010	31-03-2010	31-03-2009	31-03-2008
Paid Up Equity Capital	600.00	600.00	600.00	100.00
Reserves & Surplus (Net of Misc. expenses not written off)	616.90	473.65	240.14	576.96
Total Income	2234.19	4362.05	2795.13	5901.73
Profit after Tax	143.25	304.52	232.91	488.12
Earnings per Share per Rs.10/- paid up (in Rs.) annualized, fully diluted	4.77	5.05	3.88	48.81
Net Asset Value per Share of Rs.10/- each (Rs.)	20.28	17.89	14.00	67.70

The Company is not a Sick Industrial Company

5. COMPLIANCE WITH REGULATION 21(2) & CLAUSE 40A OF THE LISTING AGREEMENT

The acquisition of 20 % of the voting capital of RIIL under this Offer and the Shares being acquired through the Share Purchase Agreement will not result in public Shareholding falling below the level required for continued Listing. Assuming full acceptance under this Offer, the post offer holding of the Public shall be 26.79 % of the voting Capital. If consequent to the Shares being acquired through the Share Purchase Agreement, this offer and any further acquisitions by the Acquirers till 7 days prior to closure of the Offer, the public holding falls below the level required for continued listing, then the Acquirers/Target Company will comply with the relevant provisions of Clause 40A of the listing agreement in this regard, within the time limits stipulated therein. The Acquirers undertake that they shall bring the public holding to at least 25% of the listed capital, the level required for continued listing either by divesting their holdings/fresh issue of Capital to non promoters within a period of 1 year or such extended time as allowed by all the listed Stock Exchanges. The Acquirers further declare that they do not have any intention to delist the Equity Shares of Target Company after this Open Offer.

6 BACKGROUND OF THE TARGET COMPANY

6.1.1 Radix Industries (India) Ltd (Formerly Ragsan Petrochem Limited) (CIN :L24111AP1993PLC016785) was incorporated on 23rd December 1993 in the State of Andhra Pradesh under the Companies Act, 1956. The Company obtained Certificate for commencement of business on 3rd January 1994. The name of the Company is changed to “Radix Industries (India) Ltd, vide Special Resolution adopted by members on 13th July 2010. RIIL has obtained fresh certificate consequent to change of name from the Registrar of Companies, Andhra Pradesh, Hyderabad on 24th August 2010. RIIL made public issue of Equity Shares in November 1995 and got its Equity Shares listed at The Bombay Stock Exchange Ltd, Mumbai (BSE), Hyderabad Stock Exchange Ltd (HSE) and Madras Stock Exchange Ltd (MSE). RIIL is at present not engaged in any activity. RIIL was initially engaged in trading in Gas which was discontinued. During the past couple of years the Company had undertaken construction related activity.

6.1.2 The Registered Office is situated at Pedda Kandukuru Village, Yadagirigutta Mandal, Aler, Nalgonda District, Andhra Pradesh 508286(E Mail ID: radixindustries@gmail.com)

6.1.3 The Corporate Office is at Plot No.21, Aswini Heights, Road No.7, Jubilee Hills, Hyderabad – 500033 (Tel. No. (040) 64523706). RIIL does not have any other offices.

6.1.4 RIIL is promoted by Shri. P R Ramadurai and his family members.

6.1.5 RIIL does not hold any Fixed Assets as on 31-03-2010, date of last audit.

6.1.6 The Directors of RIIL are Shri. P R Ramadurai (Managing Director) (DIN:1819799), Shri. A. Prabhakaran (Promoter & Non Executive)(DIN:2089549), Shri. T P Purnanda(Non Executive)(DIN:278036), Shri. Y Mallikarjuna Rao(Non Executive, Independent) (DIN:905266), Shri.P V V Subramanyam(Non Executive, Independent) (DIN:2831839), Shri. P Lenin Babu(DIN:1661785) (Non Executive, independent) & Shri. V Viswanadha Raju (Non Executive, Independent) (DIN:3094927)

6.1.7 The Authorized Capital is Rs.1000 Lacs, divided into 100 Lacs Equity Shares of Rs 10/- each. The paid up and voting Equity Share Capital(Net of Shares forfeited) as on date of Public Announcement is 35,47,800 Equity Shares of Rs. 10/- each, aggregating to Rs. 354.78 Lacs. All the outstanding Equity Shares are fully paid up , listed and admitted for trading at the Stock Exchanges

6.1.8 There are no warrants or options or convertible instruments, convertible into Equity Shares at a later stage.

6.1.9 As on date of this Public Announcement, the promoters/promoter group hold 18,87,800 Equity Shares, constituting 53.21 % of the voting Capital.

6.1.10 RIIL has not entered into agreement with Depositories for offering Equity Shares in dematerialized form as the Net Worth is inadequate. The Equity Shares are traded in physical form only

6.1.11 The main objects RIIL as on date of PA is to carry on the business as manufacturers, producers, processors, makers, inventors, designers, converters, repairer, cleaner, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of Hair, Hair Products, Wigs, Hairdressing, Hair nets etc, & producing oils from any kind of hair

6.1.12 RIIL is at present not engaged in any activity. RIIL was initially engaged in trading in Gas which was discontinued. During the past couple of years the Company had undertaken construction related activity.

6.1.13 RIIL has no Subsidiaries.

6.1.14 RIIL is not a Sick Company and is not referred to BIFR. However, the entire Net Worth is eroded. RIIL does not have any overdue liabilities to Banks/FIs/Deposit holders.

6.1.15 There has not been any merger or demerger or spin-off of activity in the preceding 3 years.

6.1.16 There are no pending litigations against RIIL.

6.1.17 None of the Directors of RIIL represent the Acquirers.

6.1.18 The Marketable lot for the Shares of RIIL for the purpose of this Offer is 100 (One Hundred only).

6.1.19 The Equity Shares of RIIL are listed at The Bombay Stock Exchange Ltd, Mumbai (BSE), the now derecognized Hyderabad Stock Exchange Ltd (HSE) & Madras Stock Exchange Ltd (MSE) The Equity Shares are not admitted as a permitted security at any other Stock Exchange. All the outstanding issued Equity Shares of RIIL are listed and admitted for trading. There are no partly paid Equity Shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. The Promoter group shares of 1887800 representing 53.21% of the paid up capital were under lock in upto 31.10.2010, in pursuance of condition for Revocation of Suspension by BSE..

6.1.20 RIIL has no arrears of listing fee to BSE & MSE

6.1.21 Trading in Equity Shares of the Company was suspended by BSE w.e.f from 5-02-2001 for non payment of listing fee and for non compliance with various clauses of the listing agreement. The suspension has been revoked on 30-07-2010. Apart from suspension of trading in Equity Shares of the Company by BSE w.e. from 5-02-2001 for non payment of listing fee and for non compliance with various clauses of the listing agreement, no action has been taken by the Stock Exchanges, SEBI or any other authority against the Target Company, its promoters or Directors.

6.1.22 The provisions of Clause 49 of the Listing Agreement is being complied with by RIIL.

6.1.23 The filing under Regulation 6(2) and 6(4) for 1997 and 8(3) from 1998 to 2009, were done late by the Target Company. Filing under 8(3) for 2010 is done in time. For violation of the provisions under Chapter II of the Regulations for the years 1997 to 2009, SEBI may initiate suitable action against RIIL. The promoters have complied with filing requirements under Chapter II of the Regulations, in time.

6.1.24 The Compliance Officer of RIIL is Shri. P R Ramadurai, Managing Director, residing at Flat No 5, Prashanti Nilayam, Plot No 1, Vishnu Puri colony, Malkajgiri , Hyderabad 500 047, Andhra Pradesh (Tel. No. (040) 27240578, Cell No. 9396699967, Email ID: prramadurai @gmail.com, investor.ragsan@gmail.com) who will be available at the Corporate Office address of RIIL and shall attend to all investor grievances.

6.2 Equity Share Capital History

6.2.1 Equity Share Capital Structure of RIIL as on the date of Letter of Offer is as under:

Paid up Equity Shares of RIIL	No. of Shares	% of Shares	Voting Rights	% of voting rights.
Fully paid up Equity Shares	35,47,800	100	35,47,800	100
Partly paid up Equity Shares		0		0
Total paid up Equity Shares	35,47,800	100	35,47,800	100
Total voting rights in Target Company	35,47,800	100	35,47,800	100

6.2.2 Build Up of Current Capital

6.2.2.1 Build up of Authorized Capital

(In Rs.)

Date	From	To	Authorized Capital after enhancement
On Incorporation	0	5,00,000	5,00,000
15-09-1994	5,00,000	2,00,00,000	2,00,00,000
26-11-1994	2,00,00,000	10,00,00,000	10,00,00,000

The Authorized Capital consists of Equity Shares only.

6.2.2.2. Build up of Current Paid up Capital

Date of allotment	No. and % of Shares Issued	Cumulative paid up capital (No. of Shares)	Mode of allotment	Identity of allottees (e.g.- promoters /others	Status of compliance With SEBI (SAST) Regulations other Regulations under SEBI Act 1992 and other Statutory provisions.
On Incorporation	700 (0.009% of Post Public Issue Capital)	700 (0.009% of Post Public Issue Capital)	Signatories to the Memorandum , for cash	Signatories to the Memorandum being the promoters/ others	Provisions of Companies Act, complied with. SEBI(SAST) Regulations as well as other Regulations/provisions under SEBI Act, not applicable
13-03-1995	7,49,300 (9.73 % of Post Public Issue Capital)	7,50,000 (9.739% of Post Public Issue Capital)	Allotment for Cash	Promoters, friends & associates	Provisions of Companies Act, complied with; SEBI(SAST) Regulations as well as other Regulations / provisions under SEBI Act, not applicable
30-01-1996	20,00,000 (25.97 % of Post Public Issue Capital)	27,50,000 (35.71 % of Post Public Issue Capital)	Allotment for Cash, Part of Public Issue through Prospectus, being reserved for Promoters, friends, relatives & Associates	Promoters, friends & associates	Provisions of Companies Act, complied with. SEBI(SAST) Regulations not applicable SEBI Clarifications on Public Issue complied with.

Date of allotment	No. and % of Shares Issued	Cumulative paid up capital (No. of Shares)	Mode of allotment	Identity of allottees (e.g.- promoters /others	Status of compliance With SEBI (SAST) Regulations other Regulations under SEBI Act 1992 and other Statutory provisions.
30-01-1996	49,50,800 (64.29 % of Post Public Issue Capital)	77,00,800 (100% of Post Public Issue Capital)	Public through Prospectus	Public	Provisions of Companies Act, complied with. SEBI Clarifications on Public Issue complied with.
02-05-2008	-41,53,000 (53.93 % of Post Public Issue Capital)	35,47,800 (100% of Present Paid Up Capital)	Forfeited Partly Paid Shares	Public	Procedure with respect to forfeiture of Shares complied with.

6.2.2.3. Change in holding of present promoters/persons in control and position of Compliance

Date of allotment /acquisition/ Sale	No. of Shares Issued/ acquired / sold/ reduced	Cumulative Shareholding (No. of Shares)	Mode of allotment/ Acquisition/ Sale	Identity of allottees /Acquirers (e.g.- promoters /others	Status of compliance with SEBI (SAST) Regulations other Regulations under SEBI Act 1992 & other statutory requirements, as applicable
On Incorporation	700	700	Allotment for Cash	Promoters/ Promoter group Shareholders, friends & associates	Complied with the provisions of the Companies Act
13-03-1995	7,49,300	7,50,000	Allotment for Cash	Promoters/ Promoter group Shareholders, friends & associates	Complied with the provisions of the Companies Act
30-01-1996	20,00,000 (25.97 % of Post Public Issue Capital)	27,50,000 (35.71 % of Post Public Issue Capital)	Allotment for Cash, Part of Public Issue through Prospectus, being reserved for Promoters, friends, relatives & Associates	Promoters, Promoter group , friends & associates	Provisions of Companies Act, complied with. SEBI(SAST) Regulations not applicable SEBI Clarifications on Public Issue complied with.

Date of allotment /acquisition/ Sale	**No. of Shares Issued/ acquired / sold/ reduced**	**Cumulative Shareholding (No. of Shares)**	**Mode of allotment/ Acquisition/ Sale**	**Identity of allottees /Acquirers (e.g.- promoters /others**	**Status of compliance with SEBI (SAST) Regulations other Regulations under SEBI Act 1992 & other statutory requirements, as applicable**
30-12-1996	Transfer of 15,05,200 Shares (19.55% of post Public Issue Capital) from holding of friends and associates to promoter group	27,50,000 (35.71 % of Post Public Issue Capital)	Inter se transfer from Shares held in the name of friends & associates (allotted under promoter's quota) to Promoter Group	Promoter Group	SEBI(SAST) Regulations not applicable
09-05-2006	Sold 22,200 Shares (0.29% of post Public Issue Capital)	27,27,800 (35.42 % of Post Public Issue Capital)	Off Market sales by Promoter Group	Promoter Group	Within the limits under Reg. 11(1). Not required to be reported under Reg. 7(1A)
09-05-2006	Sold 11,900 Shares (0.154% of post Public Issue Capital)	27,15,900 (35.27 % of Post Public Issue Capital)	Off Market sales by friends & associates	Friends & associates	Not required to be reported under Reg. 7(1A)
30-06-2007	Sold 80,200 Shares (1.04% of post Public Issue Capital)	26,35,700 (34.23 % of Post Public Issue Capital)	Off Market sales by relatives of promoters	Relatives forming part of the promoter group	Not required to be reported under Reg. 7(1A)
30-06-2007	Removed 7,37,200 (9.57% of post Public Issue Capital) Shares from promoter group holdings	18,98,500 (24.65 % of Post Public Issue Capital)	Holding of allotments made to friends and associates (who do not form part of the promoter group) from reporting under Promoter group holdings	Friends & associates	N.A.

Date of allotment /acquisition/ Sale	No. of Shares Issued/ acquired / sold/ reduced	Cumulative Shareholdin g (No. of Shares)	Mode of allotment/ Acquisition/ Sale	Identity of allottees /Acquirers (e.g.- promoters /others	Status of compliance with SEBI (SAST) Regulations other Regulations under SEBI Act 1992 & other statutory requirements, as applicable
30-04-2009	Sold 18,100 Shares (0.51% of present paid up Capital)	18,80,400 (53.001% of present paid up Capital)	Off Market sale by promoter group	Promoter Group	Not required to be reported under Reg. 7(1A)
30-04-2009	Acquired 7,400 Shares (0.21% of present paid up Capital)	18,87,800 (53.21% of present paid up Capital)	Off Market purchase by promoter group	Promoter Group	Within the limits under Reg. 11(1). Not required to be reported under Reg. 7(1A)

Note: The entire pre public issue Capital being allotted to Promoters/Promoter Group as well as to non promoter group was initially shown as Promoter holding by the Company.

On 30-06-2007, finding that these holdings do not belong to the Promoters or Promoter Group, the Company removed from reporting 7,37,200 Shares held by such non promoters under the Promoter Group.

6.3 There are no Warrants or options or convertible instruments, convertible into Equity Shares at a later date.

6.4 All the outstanding Equity Shares of RIIL are listed and admitted for trading.

6.5 Trading in Equity Shares of the Company was suspended by BSE w.e.f from 5-02-2001 for non payment of listing fee and for non compliance with various clauses of the listing agreement. The suspension has been revoked on 30-07-2010. Apart from suspension of trading in Equity Shares of the Company by BSE w.e. from 5-02-2001 for non payment of listing fee and for non compliance with various clauses of the listing agreement, no action has been taken by the Stock Exchanges, SEBI or any other authority against the Target Company, its promoters or Directors.

6.6.1 **Board of Directors as on Thursday, October 21, 2010, the date of PA**

Name	Date of appointment	Residential Address	Designation
Shri. P R Ramadurai (DIN: 1819799)	26-12-1994	Flat No 5, Prashanti Nilayam, Plot No 1 Vishnu Puri colony, Malkajgiri Hyderabad 500 047 Andhra Pradesh Tel. No. (040) 27240578 Email ID: prramadurai @gmail.com	Managing Director
Shri. A Prabhakaran (DIN: 2089549)	25-07-1997	72, Mudichur Road Tamabaram Chennai 600045 Tel: (044) 2266497 E mail ID: aprabhakaran66@gmail.com	Director (Non Executive)

Name	Date of appointment	Residential Address	Designation
Shri. T P Purnanda (DIN: 278086)	10-03-2008	Flat No. 207 Dayakamal Towers H No. 217-B, Kakaguda New Vasavi Nagar Karkhana Secunderabad 500 003 Cell: 9440061993 E mail ID: cm@daakshinya.com	Director (Non Executive)
Shri. Y. Mallikarjuna Rao (DIN: 905266)	30-10-2007	32-76, Plot No. 60 Sainik Nagar, RK Puram P.O Secunderabad 500056 Cell: 9849389068 E Mail ID: mail_associates@ yahoo.co.in	Director (Non Executive, Independent)
Shri. P Lenin Babu (DIN: 1661785)	30-07-2007	1st Floor, 6-3-609/26 Anandanagar, Khairatabad Hyderabad 500 004 Cell: 9177606926 E Mail ID: lenin1971@gmail.com	Director (Non Executive, Independent)
Shri. P V V Subramayam (DIN: 2831839)	30-07-2007	100-LIG, 7th Phase KPHB Colony, Kukatpally Hyderabad 500 072 Cell: 9885684721 E Mail ID: pvvs9@yahoo.com	Director (Non Executive, Independent)
Shri. V Viswanadha Raju. (DIN: 3094927)	30-05-2010	3-36/A, Duvva Tanuku, West Godavari Dist. Andhra Pradesh 534211 Cell: 9397151476 E Mail ID: viswanadaraju@gmail.com	Director (Non Executive, Independent)

There has not been any change in Directors after the date of PA.

6.6.2 Experience, Qualification etc. of the Board of Directors

Name	Age, Qualification, Occupation	Experience, in brief
Shri. P R Ramadurai (DIN: 1819799)	Age: 56 years Qualification: Diploma in Electrical Engineering Occupation: Business	After completing education in 1975, joined Indian Railways. Left Indian Railways later. Has experience Electrical Distribution systems erection of sub station. Involved in the Target Company since 1993 as its promoter and Managing Director.
Shri. A Prabhakaran (DIN: 2089549)	Age: 45 years Qualification: B.A. (Economics) Occupation: Business	15 years experience in sales. Involved with the Target Company since 1997.

Name	Age, Qualification, Occupation	Experience, in brief
Shri. T P Purnanda (DIN: 278086)	Age: 66 years Qualification: B. Sc (Agriculture), MBA Occupation: Retd. from service	Was employed with Food Corporation of India and retired as Manager.
Shri. Y. Mallikarjuna Rao (DIN: 905266)	Age: 45 Years Qualification: B. Com Occupation: Consultant	20 years experience in Legal and Secretarial Departments.
Shri. P Lenin Babu (DIN: 1661785)	Age: 39 Years Qualification: B. Com, LLB, ACS Occupation: Service	15 years experience in the filed of Accounts, Finance and Company Law
Shri. P V V Subramayam (DIN: 2831839)	Age: 41 Years Qualification: M A (Economics), LLB Occupation: Service	10 Years experience in Legal Matters.
Shri. V Viswanadha Raju. (DIN: 3094927)	Age: 63 Years Qualification: B. Com Occupation: Retired from service	Has worked in several Companies handling Personnel matters, business development etc.

None of the Directors represent the Acquirers.

6.6.3 There has been the following change in Board of Directors in the last three years.

Name	Date of change	Nature of change
Shri. P V V Subrahmanyam	30-10-2007	Appointed as Director
Shri. R Subramanian	30-10-2007	Resigned as Director
Smt. T P Purnanda	10-03-2008	Appointed as Director
Smt. L. Nagamani	10-03-2008	Appointed as Director
Smt. L. Nagamani	25-03-2008	Resigned as Director
Shri. V Viswanadha Raju	30-05-2010	Appointed as Director

6.7 There has not been any mergers/demergers involving the Target Company nor was there any spin off of activity during the last three years. There has been changes in name since Incorporation.

6.7 The name of the Target Company at the time of Incorporation was “Ragsan Petrochem Limited”. The name of the Company is changed to “Radix Industries (India) Ltd, vide Special Resolution adopted by members on 13th July 2010. RIIL has obtained fresh certificate consequent to change of name from the Registrar of Companies, Andhra Pradesh, Hyderabad on 24th August 2010.

6.8 Brief Audited Financial data of RIIL for the last three years and for the interim period ended 30-09-2010 (Certified by Auditors)are given hereunder:

(Rs. In Lacs)

Profit & Loss Statement	**30.09.2010 (Certified)**	**31.03.2010**	**31.03.2009**	**31.03.2008**
Income from Operations	0.00	33.53	36.80	35.86
Other Income	0.00	0.00	0.00	0.00
Extraordinary Income	0.00	28.43	0.00	0.00
Increase/Decrease in Stock	0.00	0.00	21.10	27.50
Total Income	**0.00**	**61.96**	**57.90**	**63.36**
Expenditure				
Operating Expenses	0.00	7.44	64.24	62.02
Decrease in Stock	0.00	32.53	0.00	0.00
Administrative Expenses	5.85	1.97	4.91	1.31
Personnel Expenses	3.89	5.30	5.20	7.44
Extraordinary Expenses	0.00	15.15	0.00	0.00
Profit before Depreciation, Interest and Tax before Extraordinary Items	-9.74	-13.71	-16.45	-7.41
Profit before Depreciation, Interest and Tax after Extraordinary Items	-9.74	-0.43	-16.45	-7.41
Depreciation	0.00	0.00	0.00	0.00
Interest & Fin charges	0.00	0.00	0.00	0.00
Profit Before Tax	-9.74	-0.43	-16.45	-7.41
Less: Provision for Current Taxes	0.00	0.00	0.02	0.07
Profit After Tax for the year before Extraordinary Items	**-9.74**	**-13.71**	**-16.47**	**-7.48**
Profit After Tax for the year after Extraordinary Items	**-9.74**	**-0.43**	**-16.47**	**-7.48**
Balance Sheet Statement				
Sources of funds				
Paid up Equity Share Capital	458.61	458.61	458.61	458.61
Reserves & Surplus	-498.76	-489.02	-488.59	-472.11
Less: Misc. Expenses not written off	57.70	57.70	57.70	57.70
Net Worth	**-97.85**	**-88.11**	**-87.67**	**-71.20**
Secured Loans	25.17	25.17	48.03	48.03
Unsecured Loans	25.58	12.75	9.00	9.00
Total Source of funds	**-47.10**	**-50.19**	**-30.64**	**-14.17**
Uses of funds				
Net Fixed Assets	0.00	0.00	0.00	0.00
Net Current Assets	-47.10	-50.19	-30.64	-14.17
Investments	0.00	0.00	0.00	0.00
Total	**-47.10**	**-50.19**	**-14.17**	**-14.17**

Other Financial Data				
Dividend (%)	N.A.	NIL	NIL	NIL
Earnings per Share (Rs.) for the year for the year, fully diluted , annualized	-0.55	-0.01	-0.46	-0.21
Return on Net Worth (%) (Profit after Tax X100/Net Worth)	N.A.	N.A.	N.A.	N.A.
Book Value Per Share (Rs.) (Net Worth/No. of Shares)	-2.76	-2.48	-2.47	-2.01

Details of Extra Ordinary Income and Expenditure

(Rs. In Lacs)

Extraordinary Income	30-09-2010 (Certified	31.0.2010	31.03.2009	31.03.2008
Liabilities Written Off – Gowra Leasing & Finance	0.00	4.31	0.00	0.00
Liabilities Written Off – North East Securities	0.00	18.55	0.00	0.00
Liabilities Written Off – Interest Payable	0.00	5.25	0.00	0.00
Liabilities Written Off – TDS	0.00	0.32	0.00	0.00
Total	**0.00**	**28.43**	**0.00**	**0.00**
Extra Ordinary Expenditure	0.00	0.00	0.00	0.00
Damage suffered	0.00	15.15	0.00	0.00
Total	**0.00**	**15.15**	**0.00**	**0.00**

Notes:

- The paid up capital includes Rs. 1,03,82,500 on account of forfeiture of Shares.
- There is no change in accounting policies during the above period
- There is no Revaluation Reserves
- There is no Other Income during the above period
- Prefix of –(minus) to figures denote negative figure.
- **Reason for significant fall in Total Income and PAT:** In the years 2008, 2009 & 2009, Company was engaged in trading of construction materials, carrying out construction work etc. The margins were very low due to slackness in activity. The Company also suffered on account of damage to materials, stock etc. Between 2008-09, the variation in Turnover is not significant, but the general slackness affected realization and at the same time, the expenses on salaries, administrative expenses etc. increased significantly. This resulted in increase in Loss compared to previous year. In view of the mounting losses and continued pressure on margins as well as working capital, Company decided to slowdown activity and hence the turnover in 2010 is low compared to previous year. In view of the low margins, increased administrative and other costs, the Net Loss from operations remained high. The net extraordinary income helped in reducing net loss. Since April 2010, the Company is not carrying on any activity.

6.9 Significant Accounting policies as on 31-03-2010, date of last audit:

a. Financial Statements are prepared under the historical cost convention in accordance with generally accepted accounting principles as well as the requirements under the Companies Act, 1956.

b. The company maintains its accounts on accrual basis

c. Stocks are valued at cost

- There are no significant qualifications by Auditors as on 31.03.2010.
- There are no contingent liabilities
- Note: It is noted that the Company has not been adjusting/writing off Miscellaneous Expenses

6.10 Pre and Post Offer Shareholding pattern of RIIL shall be as follows:

Shareholders' category	**Shareholding prior to the agreement/ Acquisition and offer. (A)**		**Shares to be acquired which triggered off the Regulations (B)**		**Shares to be Acquired in Open Offer(Assuming full acceptances) (C)**		**Share holding after the acquisition and Offer. (D)**	
	No	%	No	%	No	%	No	%
1.Promoter group								
Parties to the Agreement								
Shri. P R Ramadurai	9,00,000	25.37	-9,00,000	-25.37	0	0	0	0
Shri. A Prabhakaran	4,66,000	13.13	-4,66,000	-13.13	0	0	0	0
Smt. R Shanthi	2,48,300	7.00	-2,48,300	-7.00	0	0	0	0
Shri. M Govindaraj	1,57,500	4.44	-1,57,500	-4.44	0	0	0	0
Shri. S. Jagadeesan	1,16,000	3.27	-1,16,000	-3.27	0	0	0	0
Total (1)	**18,87,800**	**53.21**	**-18,87,800**	**-53.21**	**0**	**0**	**0**	**0**
2. Acquirers								
Acquirers								
Shri. Gokaraju Raghu Rama Raju	0	0	18,87,800	53.21	7,09,560	20	25,97,360	73.21
Shri. Gokaraju Ganapathi Rama Prabhakara Raju	0	0						
Total of Acquirers (2)	**0**	**0**	**18,87,800**	**53.21**	**7,09,560**	**20**	**25,97,360**	**73.21**

Shareholders' category	Shareholding prior to the agreement/ Acquisition and offer. (A)		Shares to be acquired which triggered off the Regulations (B)		Shares to be Acquired in Open Offer(Assuming full acceptances) (C)		Share holding after the acquisition and Offer. (D)	
3 Public Holding								
a. Indian Public	16,60,000	46.79	0	0	-7,09,560	-20	9,50,440	26.79
b. FIIs/FIs/ Mutual Funds/ Banks	0	0						
c. NRIs	0	0						
Total(3) (a+b+c)	16,60,000	46.79	**0**	**0**	**-7,09,560**	**-20**	9,50,440	26.79
Total (1+2+3)	**35,47,800**	**100**					**35,47,800**	**100**

Notes:

a. There are no partly paid Equity Shares.

b. There are no warrants, options or convertible instruments, convertible at a later stage.

c. The details of Shares which are subject to lock in: 18,87,800 constituting 53.21% of the paid up capital and held by the promoters were under lock in upto 31.10.2010, in pursuance of condition for Revocation of Suspension by BSE.

d. The Acquirers have not acquired any Shares from the date of the Public Announcement till date of this Letter of Offer.

e. The number of Shareholders under Public Category, i.e. under 3 above, on the Specified Date is 745

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer price

7.1.1 The Equity Shares of RIIL are listed at The Bombay Stock Exchange Ltd, Mumbai (BSE), and Madras Stock Exchange Ltd (MSE). The Shares are not admitted as permitted Security in any other Stock Exchange.

7.1.2 The annualized trading turnover of Shares of RIIL, at the Stock Exchanges during the preceding 6 calendar months prior to the month in which Public Announcement was made (i.e. during the months April 2010 to September 2010) is given hereunder:

The trading data is given below:

Name of Stock Exchange(s)	Total no. of Shares traded during the 6 calendar months prior to the month in which the P A was made.	Total No. of listed Shares	Annualized Trading turnover (in terms of % to total listed Shares)
The Bombay Stock Exchange Ltd (BSE)	700	35,47,800	0.04
Madras Stock Exchange Ltd (MSE)	0	35,47,800	0.00

Note: The trading in Equity Shares were under suspension till 30-07-2010 and was reinstated for trading from 30-07-2010. On a pro rata basis , the annualized trading turnover is 0.12%

The trading volume data in respect of BSE has been taken from the BSE's website www.bseindia.com. There had not been any trading of Equity Shares at MSE during the above period.

The Equity Shares are thus infrequently traded in terms of Regulation 20 (5), explanation (i) at BSE and MSE.

7.1.3. Since the Equity Shares of the Target Company has been infrequently traded as per explanation (i) to Regulation 20(5) at BSE & MSE during the 6 calendar months preceding the month in which the Public Announcement is made, the Offer price has been justified, taking into account, the following parameters, as set out under Regulations 20(5)©:

1	Negotiated price paid by the Acquirer under the any Agreement referred to in Regulation 20(4)(a).	Rs. 1.00
2	Highest price paid by the Acquirer for acquisition including by way of allotment in a Public or Rights issue, if any, during the twenty-six week period prior to the date of Public Announcement.	N.A.
3	Price paid by the Acquirer under any Preferential allotment made to them any time during the twenty six weeks preceding the date of PA	N.A.
4	Book Value of the Equity Shares as on 31.03.2010 (date of last audit)	Rs. – 2.48
5	Earnings Per Share (EPS) as on 31.03.2010 (date of last audit)	Rs. – 0.01
6	Return on Net Worth during the preceding Financial year ended 31.03.2010	N.A.
7	**Offer Price**	**Rs. 2/-**

(**Source of Information:** (a) Audited Accounts as on 31.03.2010 published by RIIL (b)Share Purchase Agreement dated 17th October 2010 (c) Return on Net Worth shown as Not applicable since both Net Worth and PAT are negative)

7.1.4. This is not an indirect acquisition/control.

7.1.5 Non Compete Fee: There is no non-compete agreement for payment to any person.

7.1.6 The Offer price is justified in terms of Regulation 20 (11) of the Regulations.

7.1.7 The Offer price is justified in terms of Regulation 20 (11) of the Regulations. In the opinion of the Manager to the Offer and the Acquirers, the Offer price is justified. The Offer price of Rs. 2/- per fully paid Equity Share is higher than the price being paid for Acquisition under the Share Purchase Agreement and higher than the Book Value of the Shares of the Target Company. The Offer price is justified taking into account the parameters set out under Reg. 20(5)© such as Book Value, EPS, Return on Net Worth, paid by the Acquirers for acquisition of Shares under SPA etc. There are no partly paid Shares.

7.1.8 In the event of any further acquisition of Equity Shares by the Acquirers upto 7 working days prior to the closure of the Offer at a price higher than the Offer price, then the Offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition. However, the Acquirers shall not be acquiring any Equity Shares of RIIL during the period of 7 working days, prior to the date of closure of the Offer.

7.2 Financial arrangements

7.2.1 The Acquirers has adequate resources to meet the financial requirements of the Offer. The funds requirements will be met from own sources/Net Worth and no borrowings from Banks/FIs/others or Foreign sources such as NRIs is envisaged.

7.2.2 Assuming full acceptance, the total funds requirements to meet this Offer is Rs. 14,19,120/- (Rupees Fourteen Lacs Nineteen Thousand One Hundred and Twenty only).

7.2.3 In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirers have created an Escrow Account in the form of Fixed Deposit for Rs. 4,00,000/- (Rupees Four Lacs only), which is more than 25 % of the total consideration payable under the Offer, with The Federal Bank Ltd, 93,94 & 95 EMP-17, Venus CHS, Thakur Village, Kandivli East, Mumbai 400 101 on October 20, 2010 and lien has been marked on the said account in favor of Fedex Securities Ltd., Manager to the Offer.

7.2.4 The Acquirers have authorized Fedex Securities Ltd., Managers to the Offer to realize the value of the Escrow Account in terms of the Regulations.

7.2.5 As per Certificates dated 12-10-2010, from Shri. MVBS Saibaba (Membership No. 208210), Manepalli & Co, Chartered Accountants, Flat No. 104, First Floor, City Towers, NSC Bose Road, Tanuku, 534 211,W G Dist, Andhra Pradesh

(Tel. No. (08819) 220361, Email ID: mvbssaibaba_193@yahoo.com), the Net worth of (a) Shri. Gokaraju Raghu Rama Raju as on 30th September 2010 is Rs.1499.13 Lacs& (b) the Net Worth of Shri. Gokaraju Ganapathi Rama Prabhakara Raju as on 30th September 2010 is Rs. 148.17 Lacs.

7.2.6 Shri. MVBS Saibaba (Membership No. 208210), Manepalli & Co, Chartered Accountants, Flat No. 104, First Floor, City Towers, NSC Bose Road, Tanuku, 534 211,W G Dist, Andhra Pradesh (Tel. No. (08819) 220361, Email ID: mvbssaibaba_193@yahoo.com), has, vide his Certificate dated 12-10-2010 certified that the Acquirers have liquid resources of Rs. 60.97 Lacs as on 12-10-2010.

7.2.7 The liquid sources with Acquirers are (a) Shri. Gokaraju Raghu Rama Raju – In Savings/Current Accounts with Banks Rs. 27.38 Lacs, Insurance premia Rs. 8.56 Lacs, Cash on hand Rs. 2.73 Lacs and quoted investments Rs. 7.65 Lacs (b) Shri. Gokaraju Ganapathi Rama Prabhakara Raju – In Savings/Current Accounts with Banks Rs. 5.90 Lacs, Quoted Investments Rs. 3.75 Lacs, Cash on hand Rs. 5.00 Lacs . Thus the aggregate liquid sources are Rs. 60.97 Lacs. The aggregate liquid sources, net of Insurance premium are Rs. 52.41 Lacs. This will be adequate to meet the funds requirements of the Offer.

7.2.8 The liquid resources available with the Acquirers are sufficient to meet the cost of Acquisition of Shares through the Agreement, the Open Offer and expenses thereof.

7.2.9 Fedex Securities Limited, Manager to the Offer certify and confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

8. TERMS AND CONDITIONS OF THE OFFER

8.1

a. This Offer will open on Thursday, December 30, 2010 and will close on Tuesday, January 18, 2011. The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.

b. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.

c. The Specified date for this Offer is Thursday, November 18, 2010.

d. Specified date is only for the purpose of determining the names of the Shareholders as on such date, to whom the Letter of Offer would be sent and all owners (registered or unregistered) of Shares of RIIL anytime before the closure of the Offer are eligible to participate in the Offer.

e. The Acquirers will comply with the Takeover Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Share Purchase Agreement and its related conditions.

f. In case of non-compliance with any of the provisions of the Takeover Regulations, the Share Purchase Agreement shall not be acted upon by the Seller or the Acquirers.

g. RIIL has not signed agreements with Depositories for offering Shares in dematerialized form. The Equity Shares are traded in physical form only.

h. The Marketable lot for the Shares of RIIL for the purpose of this Offer shall be 100(one hundred only).

8.2 **Locked in Shares:** 18,87,800 Equity Shares held by the promoter group, representing 53.21% of the paid up capital were under lock in upto 31.10.2010 as per condition stipulated by BSE at the time of revocation of suspension from trading.

8.3. Eligibility for accepting the Offer

8.3.1 The Letter of Offer shall be mailed to all Equity Shareholders (except the present promoters, parties to the agreement and the Acquirers) whose names appear in register of Target Company as on Thursday, November 18, 2010, the Specified Date.

8.3.2 This Offer is also open to persons who own Equity Shares in RIIL but are not registered Shareholders as on the “Specified date”.

8.3.3 All Equity Shareholders (except the present promoters, parties to the Agreement & the Acquirers) who own Equity Shares of Target Company anytime before the closure of the Offer are eligible to participate in the Offer.

8.3.4 The Form of acceptance and other documents required to be submitted, herewith, will be accepted by Registrar to the Offer, M/s. Bigshare Services Pvt. Ltd., E 2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400 072 (Telephone No. (022) 40430200, Fax No. (022) 2847 5207 email: ashok@bigshareonline.com (**Contact Person: Shri. Ashok Shetty**) or their Hyderabad Office at G -10, Left wing, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500028 Andhra Pradesh Telephone No. (040) 233749670, Fax No. (044) 23370295 email: bsshyd@ bigshareonline.com (**Contact Person: Shri. Bojimon K H)** between 10 a.m. to 4 p.m. on working days and between 10. a.m. to 2 p.m. on Saturdays, during the period the Offer is open.

8.3.5 The Public Announcement, the Letter of Offer, the Form of Acceptance and Form of Withdrawal will also be available on the **SEBI website: www.sebi.gov.in**. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance or Form of Withdrawal from the SEBI's website for applying in the Offer or to withdraw from the Offer.

8.3.6 Unregistered Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Shareholders.

8.3.7 The acceptance of this Offer by the Equity Shareholders of RIIL must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

8.3.8 The acceptance of this Offer is entirely at the discretion of the Equity Shareholders of RIIL.

8.3.9 The Acquirers, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms, Withdrawal Form, Share Transfer Deed etc. during transit and the Equity Shareholders of RIIL are advised to adequately safeguard their interest in this regard.

8.3.10 The acceptance of Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager to the Offer.

8.3.11 The instructions, authorizations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute part of the terms of the Offer.

8.3.12 The Manager to the Offer shall submit a final report to SEBI within 45 days of closure of the Offer in accordance with Regulation 24 (7) of the Regulations.

8.3.13 For any assistance please contact Fedex Securities Limited, Manager to the Offer or the Acquirers or the Registrar to the Offer.

8.4 **Statutory Approvals :**

8.4.1 As on the date of this Letter of Offer, no statutory approvals are required for the Offer/to acquire the Equity Shares that are tendered pursuant to the Offer. However, the Offer would be subject to all statutory approvals that may become applicable at a later date.

8.4.2 Barring unforeseen circumstances, the Acquirers would endeavor to obtain all the approvals within 15 days from the date of closure of the Offer. In terms of Regulation 22(12) of the Regulations, in the case of non-receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment, subject to, the Acquirers agreeing to pay interest to the Shareholders for delay beyond 15 days from the date of closure of Offer. In case the Acquirers fail to obtain requisite Statutory approvals in time, on account of any willful default or neglect or inaction or no-action, then action in terms of Regulation 22(13) will be initiated by SEBI.

8.4.3 No approval is required to be obtained from Banks/Financial Institutions for the Offer.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

ACCEPTANCE OF THE OFFER

9.1.1 Name and Address of the persons (Registrars to the Offer) to whom the Equity Shares along with documents required to be submitted therewith, should be sent. The same can be submitted to any of the following offices of the Registrar to the Offer

Registrars to the Offer	Working days and timings	Mode of delivery
BIGSHARE SERVICES PVT.LTD. E 2/3, Ansa Industrial Estate, Sakivihar Road Saki Naka, Andheri (East), Mumbai 400 072 Tel No. (022) 40430200 Fax No. (022) 2847 5207 email: ashok@bigshareonline.com **Contact Person: Shri. Ashok Shetty**	**Monday to Friday** 11.00 a. m. to 4.00 p.m. **Saturday** 11.00 a. m. to 2.00 p m	By Post/Courier/ Hand delivery
BIGSHARE SERVICES PVT.LTD. Hyderabad Office G -10, Left wing, Amrutha Ville Opp. Yashoda Hospital, Somajiguda Rajbhavan Road, Hyderabad – 500028 Andhra Pradesh Tel. No. (040) 233749670 Fax No. (044) 23370295 email: bsshyd@bigshareonline.com **Contact Person: Shri. Bojimon K H**	**Monday to Friday** 11.00 a. m. to 4.00 p.m. **Saturday** 11.00 a. m. to 2.00 p m	By Post/Courier/ Hand delivery

9.1.2 Shareholders holding Shares in physical form and wishing to tender their Equity Shares will be required to send their form of acceptance, original Share certificates and transfer deeds to the Registrar to the Offer: M/s. Bigshare Services Pvt. Ltd., E 2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400 072 (Telephone No. (022) 40430200, Fax No. (022) 2847 5207 email: ashok@bigshareonline.com (**Contact Person: Shri. Ashok Shetty**) or their Hyderabad Office at G -10, Left wing, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500028 Andhra Pradesh Telephone No. (040) 233749670, Fax No. (044) 23370295 email: bsshyd@ bigshareonline.com (**Contact Person: Shri. Bojimon K H)** either by hand delivery or by Registered Post, to reach them on or before the closure of the Offer, i.e. Tuesday, January 18, 2011. in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance. In case the Share Certificate(s) and Transfer Deeds are lodged with RIIL /its Share Transfer Agent for transfer and have not been received back, then the acceptance shall be accompanied by (i) The Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by BSL/its transfer agents for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of the Memorandum & Articles of Association and copy of the Board Resolution authorizing the signatory, shall also be sent.

9.1.3 The Acceptance Form along with Share Certificates and other relevant documents shall be sent to the Registrars only. The same shall not be sent to the Acquirers, Target Company or Manager to the Offer.

9.2. Procedure for acceptance of the Offer by unregistered Shareholders/owners of Shares who have sent them for transfer or those who did not receive the Letter of Offer

9.2.1. Accidental omission to despatch the Letter of Offer to any person will not invalidate the Offer in any way.

9.2.2 In case of non-receipt of the letter of Offer, the eligible person(s), holding Equity Shares of RIIL in physical form, may send his/her/their consent on plain paper stating the name, address, number of Shares held, distinctive numbers, certificate numbers and the number of Equity Shares offered along with the Share certificates, duly signed transfer forms and other required documents to the Registrar to the Offer so as to reach them on or before the date of closure of the Offer.

9.2.3 In case the Share Certificate(s) and Transfer Deeds are lodged with RIIL /its Share Transfer Agent for transfer and have not been received back, then the acceptance shall be accompanied by (i) The Share Transfer Deed(s) and (ii) The acknowledgement of the lodgment with, or receipt issued by RIIL /its Share Transfer Agent, for the Share Certificate(s) so lodged. Where the Transfer Deeds are signed by a constituted Attorney, a certified copy of the Power of Attorney shall also be lodged. In the case of body corporate/limited Companies, certified copy of Memorandum & Articles of Association shall also be sent.

9.2.4 Unregistered owners holding Equity Shares in physical Form should enclose

a. Form of Acceptance-cum-acknowledgement duly completed and signed in accordance with instructions contained therein, by all Shareholders whose names appear on the Share certificates.

b. Original Share Certificates.

c. Original broker contract note of a registered broker of a recognized Stock Exchange

d. Valid Share transfer form as received from the market. The details of the buyer should be left blank. If the details of buyer are filled in, the tender will not be valid under the Offer. All other requirements for valid transfer will be pre-conditions for acceptance.

9.3 The Acquirers shall accept all valid fully paid up Shares tendered (except those which are withdrawn, within the date specified for withdrawal).

9.4 If the number of Equity Shares offered by the Shareholders are more than the Offer size, then the acquisition from each Shareholder will be as per Regulation 21 (6) of the SEBI (SAST) Regulations, on proportionate basis and 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. It will also be ensured that the acceptance from a Shareholder is not less than marketable lot or the entire holding, if it is less than the marketable lot.. The market lot for RIIL's Shares is 100 (one hundred only).

9.5 In terms of Regulation 22(12) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997, in case of non receipt of statutory approvals, SEBI has the power to grant extension of time beyond 15 days from the date of closure of offer, for the purpose of making payment, subject to, the Acquirers agreeing to pay interest to the Shareholders for delay beyond 15 days from date of closure of the Offer.

9.6 The Equity Shares Certificate(s) and the transfer form (s) together with the Acceptance Form submitted by the acceptors of the Offer, will be held by the Registrars in trust for the acceptors of the Offer until the Acquirers pays the Offer Price.

9.7 In case of acceptance on proportionate basis/or rejection for any reason, the unaccepted Share Certificates, Transfer deeds and other documents, if any, will be returned by Registered Post at the Share holder's / unregistered holder's sole risk as per the details furnished in the form of acceptance-cum-acknowledgement.

9.8 Shareholders who are desirous of withdrawing their acceptances tendered in the Offer can do so upto three working days prior to the date of closure of the Offer, in terms of Regulation 22(5A).

9.9 The Withdrawal option can be exercised by submitting the Form of Withdrawal attached to the Letter of Offer duly filled in, with relevant particulars, so as to reach the Registrar to the Offer on or before Thursday, January 13, 2011.

9.10 The Withdrawal option can also be exercised by making an application on plain paper along with the following details:

Name, Address, Distinctive numbers, Folio nos., No. of Shares tendered/ withdrawn, held in physical form

9.11. The Shares withdrawn by Shareholders will be returned by Registered Post.

9.12 SETTLEMENT/ PAYMENT OF CONSIDERATION

9.12.1 The Acquirers shall arrange to pay the consideration on or before Wednesday, February 02, 2011.

9.12.2 Consideration for Equity Shares accepted will be paid as given hereinafter: Acceptors of this Offer, having their Bank accounts at any of the Centres where Clearing Houses are managed by the Reserve Bank of India (RBI) will get payment of consideration through Electronic Credit Service **(ECS),** except where the acceptor is otherwise eligible to get payments through Direct Credit ("**DC**"), National Electronic Funds Transfer ("**NEFT"**) or Real Time Gross Settlement ("**RTGS**"). In case of other applicants, the consideration of value up to Rs. 1,500/- will be despatched "Under Certificate of Posting" and those of Rs. 1,500 and above by Registered Post or Speed Post, by Demand Drafts/ Banker's Pay Order. Applicants to whom payments are made through Electronic transfer of funds will be sent a letter (Payment advice) "Under Certificate of Posting" intimating them about the mode of credit/payment within 15 days from the date of closure of the Offer. The Registrars to the Offer shall ensure despatch of Consideration/payment advice, if any, "Under Certificate of Posting" or Registered Post or Speed Post or Electronic Clearing Service or Direct Credit or RTGS, only in the name of the Sole or First shareholder and all communication will be addressed to the person whose name appears on Acceptance Form within 15 days of the date of Closure of the Offer and adequate funds for making payments as per the mode(s) disclosed above shall be made available to the Registrar by the Acquirers. Tax at applicable rate(s) will be deducted, in those cases where Tax Deduction at Source (TDS) is applicable.

9.12.3 In terms of Regulation 22(12) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997, in the case of non receipt of statutory approvals, SEBI has the power to grant extension of time for the purpose of making payment subject to the Acquirers agreeing to pay interest to the Shareholders for delay beyond the last date mentioned for payment of consideration.

10. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at D.No 12-22-1/13, Kankavarsha Nagar, By- Pass Road, Tanuku, West Godavari Dist, Andhra Pradesh 534211 (Tel No. (08819) 227281, Fax No. (08819) 224753, Email ID: veenaimpex@rediffmail.com), the place of residence of Shri. Gokaraju Raghu Rama Raju , one of the Acquirers. The documents can be inspected during normal business hours (10.00 A.M. to 5.00 P.M.) on all working days (except Saturdays and Sundays) during the period from the date of this Letter of Offer, till date of closure of the Offer.

1. Copies of Certificates dated 12-10-2010, from Shri. MVBS Saibaba (Membership No. 208210), Manepalli & Co, Chartered Accountants, Flat No. 104, First Floor, City Towers, NSC Bose Road, Tanuku, 534 211,W G Dist, Andhra Pradesh, certifying the Net worth of the Acquirers as on 30th September 2010.
2. Copy of Certificate from Shri. MVBS Saibaba (Membership No. 208210), Manepalli & Co, Chartered Accountants, Flat No. 104, First Floor, City Towers, NSC Bose Road, Tanuku, 534 211,W G Dist, Andhra Pradesh, dated 12-10-2010 certifying adequacy of liquid resources with the Acquirers.
3. Copy of Certificate of Incorporation No. 01-16785 issued on 23rd December 1993 issued by the Registrar of Companies, Andhra Pradesh , Hyderabad of RIIL, the Target Company.
4. Certified copy of Certificate for commencement of Business dated 03-01-1994 of RIIL issued by Registrar of Companies, Andhra Pradesh , Hyderabad
5. Certified copy of fresh Certificate of Incorporation of RIIL consequent to change of name, dated 24-08-2010 issued by Registrar of Companies, Andhra Pradesh, Hyderabad.
6. Audited Balance Sheet, Profit and Loss Account, Report of Auditors, Directors etc. of RIIL as on 31.03.2008, 31.03.2009 & 31.03.2010 & Certified (Certified by Auditors) as on 30-09-2010.
7. Copy of Share Purchase Agreement dated October 17, 2010 between the Acquirers & present promoter of RIIL for purchase of Shares and change in control of RIIL.
8. Copy of Fixed Deposit Account No. 16220400002719, Deposit Receipt No. C862960 dated October 20, 2010 of The Federal Bank Ltd, Branch Kandvli East, 93,94 & 95 EMP-17, Venus CHS, Thakur Village, Kandivli East, Mumbai 400 101 for Rs. 4.00 Lacs being Escrow Account created.
9. Copy of Letter dated October 20, 2010 from The Federal Bank Ltd, Branch Kandvli East, 93,94 & 95 EMP-17, Venus CHS, Thakur Village, Kandivli East, Mumbai 400 101 , certifying opening of Fixed Deposit Account and noting of lien in favour of Fedex Securities Ltd, Manager to the Offer.
10. Copy of Letter from the Acquirers, authorizing Fedex Securities Ltd, to realize the value of Escrow Account, in terms of the Regulations.
11. Audited Accounts/Certified Accounts, Memorandum & Articles of Association, Certificate of Incorporation & Certificate for Commencement of Business etc., as applicable, of Companies/Ventures promoted by the promoters of the Acquirers, details of which are given in this Letter of Offer.
12. Published Copies of the Public Announcement made in newspapers on October 21, 2010.
13. Copy of MOU dated October 18, 2010 between the Acquirers and Manager to the Offer.
14. Copy of MOU dated October 18, 2010 between the Acquirers and the Registrar to the Offer.
15. Due Diligence Certificate dated October 28, 2010 submitted to SEBI by Fedex Securities Ltd., Manager to the Offer
16. Undertaking dated October 20, 2010 by the Acquirers, agreeing to maintain public holding as per Clause 40A of listing agreement.
17. Undertaking dated October 20, 2010 by the Acquirers, expressing their intention not to delist the Equity Shares of RIIL after the Offer.
18. Undertaking dated October 20, 2010 by the Acquirers agreeing that they shall not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders.
19. SEBI Observation letter No. CFD/DCR/TO/DMS/30085/10 dated December 15, 2010
20. Published Copy of Corriigendum to the Public Announcement made on Friday, December 24, 2010.

11. DECLARATION

The Acquirers jointly and severally accept full responsibility for the information contained in this Letter of Offer and Form of Acceptance. All information contained in this document is as on the date of the Public Announcement, unless stated otherwise.

The Acquirers shall be responsible for ensuring compliance of the Regulations.

The Acquirers

Shri. Gokaraju Raghu Rama Raju

Shri. Gokaraju Ganapathi Rama Prabhakara Raju

Place: Mumbai

Date: December 24, 2010

Encl.:

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal
3. Share Transfer Deed

Tear Here

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to the Registrars to the Offer)

Offer opens on	Thursday, December 30, 2010
Offer closes on	Tuesday, January 18, 2011

From:

To

(Send to any of the following Offices of Registrar to the Offer)

BIGSHARE SERVICES PVT.LTD.
Unit – Radix Open Offer
E 2/3, Ansa Industrial Estate, Sakivihar Road
Saki Naka, Andheri (East), Mumbai 400 072
Contact Person: Shri. Ashok Shetty

BIGSHARE SERVICES PVT.LTD.
Unit – Radix Open Offer
Hyderabad Office
G -10, Left wing, Amrutha Ville,
Opp. Yashoda Hospital, Somajiguda,
Rajbhavan Road, Hyderabad – 500028
Andhra Pradesh
Contact Person: Shri. Bojimon K H

Dear Sir,

Sub: Open Offer to acquire 7,09,560 Equity Shares representing 20 % of the paid up and voting Equity Capital of Radix Industries (India) Limited

by Shri. Gokaraju Raghu Rama Raju& Shri. Gokaraju Ganapathi Rama Prabhakara Raju

I/We refer to the Letter of Offer dated December 24, 2010 for acquiring the Equity Shares held by me/us in Radix Industries (India) Limited.

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein. I/We, hold Equity Shares of Radix Industries (India) Limited in physical form, 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:

Sl. No	Ledger Folio No.	No. of Shares	Share Certificate Nos.	No. of Share Certificates	Distinctive Numbers	
					From	To

(In case of insufficient space, please attach a separate sheet.)

I/We confirm that the Equity Shares of Radix Industries (India) Limited which are being tendered herewith by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

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Acknowledgement Receipt

Received from Mr./Ms./M/s.____________________ Form of acceptance cum acknowledgement in connection with open offer to Shareholders of **Radix Industries (India) Limited**

Ledger Folio No. __________ No. of Share Certificates ________ for ________ Shares of Radix Industries (India) Limited.

Stamp of Registrar	In case of physical Shares, verify the number of Share certificates / number of Shares

I/We note and understand that the original Share certificate(s) and valid Share transfer deed will be held in trust for me/us by the Registrars to the Offer until the time the Acquirers makes payment of the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirers will pay the consideration only after verification of the documents and signatures.

I/We confirm that the Equity Shares of Radix Industries (India) Limited which are transferred by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirers to accept the Shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirers to return to me/us, Equity Share certificate(s) in respect of which the offer is not found valid /not accepted, specifying the reasons thereof. I/We authorize the Acquirers or the Manager to the Offer or the Registrars to the Offer to send by registered post/under certificate of posting, the payment/payment advice as the case may be, in settlement of the amount to the sole/first holder at the address mentioned below:

Name	
Address	
Pin Code	

The permanent Account No. (PAN/GIR No.) Allotted under the Income Tax Act 1961 is as under

	PAN / GIR No.
1st Shareholder	
2nd Shareholder	
3rd Shareholder	
4th Shareholder	

Yours faithfully
Signed and delivered

	Full Name	Holder's Signature
Sole / First Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		
Joint Holder 4		

Place : ______________

Date : ______________

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS/RTGS etc, the applicants are requested to provide details of Bank account of the sole/first Shareholder .

Name of the Bank	
Full address of the Branch	
Nature of Account	
Account Number	
Payment through RTGS	
IFSC Code of the Branch	
MICR Code of the Branch	

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Note : All future correspondence, if any, should be addressed to the Registrar to the Offer, at the address in which the Acceptance Form was lodged by you.

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FORM OF WITHDRAWAL

Offer opens on	Thursday, December 30, 2010
Offer closes on	Tuesday, January 18, 2011
Last date for withdrawal	Thursday, January 13, 2011

From:

To

(Send to any of the following Offices of Registrar to the Offer)

BIGSHARE SERVICES PVT.LTD.
Unit – Radix Open Offer
E 2/3, Ansa Industrial Estate, Sakivihar Road
Saki Naka, Andheri (East), Mumbai 400 072
Contact Person: Shri. Ashok Shetty

BIGSHARE SERVICES PVT.LTD.
Unit – Radix Open Offer
Hyderabad Office
G -10, Left wing, Amrutha Ville,
Opp. Yashoda Hospital, Somajiguda,
Rajbhavan Road, Hyderabad – 500028
Andhra Pradesh
Contact Person: Shri. Bojimon K H

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Dear Sir,

Sub: Open Offer to acquire 7,09,560 Equity Shares representing 20 % of the paid up and voting Equity Capital of Radix Industries (India) Limited

by Shri. Gokaraju Raghu Rama Raju& Shri. Gokaraju Ganapathi Rama Prabhakara Raju

I/We refer to the Letter of Offer dated December 24, 2010 for acquiring the Equity Shares held by me/us in **Radix Industries (India) Limited**

I/We, hereby consent to 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 Shares 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 the Acquirers/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay /loss in transit of the Share Certificate(s) due to incomplete or inaccurate particulars.

I/We also note and understand that the Acquirers will return the original Share Certificate(s) , Share Transfer Deed(s) , only on completion of verification of the documents .

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Acknowledgement Receipt

Received from Mr./Ms./M/s.____________________ Form of withdrawal.

Ledger Folio No. __________ No. of Share Certificates __________ for __________ Shares of **Radix Industries (India) Limited**.

Stamp of Registrar		In case of physical Shares, verify the number of Share certificates / number of Shares

The particulars of Share Certificate(s) tendered and duly signed Transfer Deeds which are wished to be withdrawn from the Offer are as given below:

Sl. No	Ledger Folio No.	No. of Shares	Share Certificate Nos.	No. of Share Certificates	Distinctive Numbers	
					From	To

(In case of insufficient space, please attach a separate sheet.)

I/We confirm that the Equity Shares of Radix Industries (India) Limited, which were tendered by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever.

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

Yours faithfully,
Signed and delivered

	Full Name	Holder's Signature
Sole / First Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		
Joint Holder 4		

Place : ____________________

Date : ____________________

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Note : All future correspondence, if any, should be addressed to the Registrar to the Offer, at the address in which the Acceptance Form was lodged by you.