LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as equity shareholder(s) of **Polygenta Technologies Limited**. If you require any clarification about the action to be taken, you may consult your stock broker or investment consultant or Keynote Corporate Services Ltd. ("**Manager to the Offer**") or Mondkar Computers Pvt. Limited ("**Registrar to the Offer**"). In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgment and Transfer Deed to the member of stock exchange through whom the said sale was effected.

Please refer to the section on 'Key Definitions' for the meaning of capitalized terms used herein.

CASH OFFER ("OFFER") AT A PRICE OF RS. 10.00 (RUPEES TEN ONLY) PER EQUITY SHARE ("OFFER PRICE")

[Pursuant to Regulation 10 read with Regulation 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("**SEBI (SAST) Regulations**") and subsequent amendments thereto]

TO ACQUIRE

2,47,31,153 equity shares of Rs.10/- each ("**Shares**") forming 20% of the voting share capital on a fully diluted basis ,(assuming all outstanding convertible instruments convertible into Shares of the Target Company at a future date have been converted into Shares), from existing equity shareholders (**"Shareholders"**)

OF

POLYGENTA TECHNOLOGIES LIMITED ("TARGET COMPANY" / "POLYGENTA")

having its registered office at 128, Jolly Maker Chambers II, Nariman Point, Mumbai- 400 021,
Tel: 022 22822070; Fax::022 2282 2096; Email:info@polygenta.com

By

ALPHAPET LTD ("ACQUIRER" / "AlphaPET")

having its Office at c/o AAA Global Services Ltd, 1st Floor, The Exchange, 18 Cybercity, Ebene, Mauritius
Tel: +230 454 32 00 Fax No. + 230 454 32 02; Email: yassin.khodadeen@aloe-group.com

Along with

ALOE ENVIRONMENT FUND II FCPR ("ALOE")

having its registered office at 34, boulevard Malesherbes, Paris 75008, France
Tel: No. + 33 6 09 26 85 23, Fax: No. +33 14553 3213; Email: yassin.khodadeen@aloe-group.com

And

GREEN INVESTMENT ASIA SUSTAINABILITY FUND I ("GIASF")

having its registered office at c/o AAA Global Services Ltd, 1st Floor , The Exchange, 18 Cybercity, Ebene, Mauritius
Tel: No. + 230 454 32 00; Fax: No. +230 454 32 02; Email: yassin.khodadeen@aloe-group.com

Aloe and GIASF are hereinafter collectively referred to as "**Persons Acting in Concert**" or "**PAC**"

Note:

a) This is not a competitive bid.

b) This Offer is being made by the Acquirer and the PAC to Shareholders pursuant to, and in accordance with, the provisions of Regulations 10 and 12 of the SEBI (SAST) Regulations.

c) The Offer is neither conditional upon nor subject to a minimum level of acceptance by Shareholders.

d) The acquisition of Shares under this Offer is subject to receipt of approval of RBI under FEMA and the rules and regulations issued thereunder.

e) The investment by the Acquirer and PAC in Target Company is in compliance with present policy on Foreign Direct Investments and no approval of the Foreign Investment Promotion Board (FIPB) is required.

f) There are no other statutory approvals required to implement the Offer, other than those contemplated above.

g) The Acquirer and the PAC do not require any approvals from financial institutions or banks for the Offer.

h) If there is any upward revision of the Offer Price by the Acquirer till the last permitted date for revision viz. November 18, 2010, the same would be informed by way of a Public Announcement in the same newspapers in which the original Public Announcement had appeared. Such revised Offer Price would be payable for all the Shares tendered anytime during the Offer and accepted under the Offer.

i) Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement/Letter of Offer, can withdraw the same up to three (3) working days prior to the closure of the Offer i.e. up to November 24, 2010.

j) Since the Offer Price cannot be revised during seven (7) working days prior to the closing date of the Offer, it would, therefore, be in the interest of Shareholders to wait until the commencement of that period to know the final offer price and tender their acceptance accordingly.

k) If there is a competitive bid: (i) the public offers under all the subsisting bids shall close on the same date; (ii) as the Offer Price cannot be revised during seven (7) working days prior to the closing date of the offers /bids, it would therefore, be in the interest of the Shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly. There has been no competitive bid made in respect of the acquisition of equity shares of the Target Company.

l) Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed (applicable for Shareholders holding Shares in physical form) are also enclosed with this Letter of Offer.

m) A copy of the Public Announcement and the Letter of Offer (including the Form of Acceptance-cum-Acknowledgement and the Form of Withdrawal) would be available on SEBI's website (www.sebi.gov.in).

MANAGER TO THE OFFER

KEYNOTE CORPORATE SERVICES LTD.
4th Floor, Balmer Lawrie Building,
5, J.N.Heredia Marg, Ballard Estate, Mumbai – 400 001.
Tel: +91–22– 3026 6000-3; **Fax**: +91–22– 2269 4323
E-mail: mbd@keynoteindia.net
SEBI Regn: INM000003606
AMBI Regn no: AMBI/040
Contact Person: Mr. Girish Sharma / Ms. Girija Sangole

REGISTRAR TO THE OFFER

MONDKAR COMPUTERS PVT LIMITED
21, Shakil Niwas, Opp: Satya Saibaba Temple
Mahakali Caves Road, Andheri East, Mumbai 400 093
Tel: 022 2820 7203-05 , 28257641, 28262920; **Fax:** 022 2820 7207
Email: info@mondkarcomputers.com
Website: www.mondkarcomputers.com
SEBI Regn: INR 000004082
Contact Person: Mr. Ravindra Utekar

Activity	Original		Revised	
	Date	Day	Date	Day
Public Announcement Date	September 5, 2010	Sunday	September 5, 2010	Sunday
Last date for a competitive bid	September 25, 2010	Saturday	September 25, 2010	Saturday
Specified Date	October 4, 2010	Monday	October 4, 2010	Monday
Date by which the Letter of Offer will be dispatched to Shareholders	October 19, 2010	Tuesday	November 3, 2010	Wednesday
Date of opening of the Offer	October 28, 2010	Thursday	November 8, 2010	Monday
Last date for revising the Offer Price/ number of Shares	November 4, 2010	Thursday	November 18, 2010	Thursday
Last date for withdrawal of acceptance	November 11, 2010	Thursday	November 24, 2010	Wednesday
Date of closing of the Offer	November 16, 2010	Tuesday	November 27, 2010	Saturday
Date by which acceptance/rejection would be intimated and the corresponding payment for the acquired Shares and/or the Share certificate(s)/demat delivery instruction for the rejected Shares will be dispatched/issued.	November 30, 2010	Tuesday	December 11, 2010	Saturday

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DEFINITIONS

Acquirer	:	AlphaPET Ltd
BSE	:	Bombay Stock Exchange Limited
CDSL	:	Central Depository Services (India) Limited
Depository Participant/ DP	:	Keynote Capitals Limited
EUR	:	Euro(s)
FEMA	:	Foreign Exchange Management Act, 1999 and shall include applicable rules and regulations issued there under
FY	:	Financial Year
Letter of Offer	:	This Letter of Offer dated November 1, 2010
Manager to the Offer/ Merchant Banker	:	Keynote Corporate Services Limited
MICR	:	Magnetic Ink Character Recognition
NRI	:	Non Resident Indian
NSDL	:	National Securities Depository Limited
OFCDs	:	Optionally Fully Convertible Debentures
Offer	:	This mandatory open offer by the Acquirer and the PAC under Regulation 10 and Regulation 12 of the SEBI (SAST) Regulations.
Offer Period	:	The period between the date of Public Announcement and the date of completion of offer formalities relating to the Offer.
Persons Acting in Concert/ PAC	:	Aloe Environment Fund II FCPR and Green Investment Asia Sustainability Fund I
Persons Eligible to participate in the Offer	:	Shareholders of Polygenta Technologies Limited whose name(s) appear on the Register of the Members of Polygenta Technologies Limited at the close of business hours on October 4, 2010 and also those persons who own Shares at any time prior to the closure of the Offer, but are not the registered Shareholders.
Public Announcement/PA	:	Announcement of the Offer made by the Manager to the Offer on behalf of the Acquirer published on September 5, 2010
RBI	:	Reserve Bank of India
Registrar to the Offer/ Registrar	:	Mondkar Computers Pvt. Ltd.
SEBI (SAST) Regulations / The Regulations	:	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997 and subsequent amendments thereof.
SEBI	:	Securities and Exchange Board of India
Specified Date	:	October 4, 2010*
Target Company / Polygenta	:	Polygenta Technologies Limited

**Specified Date is the date for determining the names of Shareholders to whom the Letter of Offer would be sent, being all Shareholders whose names appear on the register of members of the Target Company and as regards the beneficial owners of the dematerialized Shares, whose names appear as beneficiaries on the records of the respective depositories, at the close of business on October 4, 2010. However, all owners (registered or unregistered) of Shares (except the Acquirer and the PAC) are eligible to participate in the Offer anytime before the closure of the Offer.*

RISK FACTORS

- The acquisition of Shares under this Offer is subject to receipt of the approval of the RBI under the FEMA and the rules and regulations issued thereunder. The Acquirer has made an application to Reserve Bank of India (RBI) vide its letter dated September 21, 2010 to seek approval for acquisition of Shares under this Offer.

- The Acquirer will have the right not to proceed with the Offer in terms of Regulation 27 of the SEBI (SAST) Regulations in the event that the statutory approval(s) contemplated above is refused.

- In the event of regulatory approvals not being received in a timely manner or litigation leading to a stay or SEBI instructing that the Offer should not proceed, the Offer process may be delayed beyond the schedule indicated in this Letter of Offer. Consequently, the payment of consideration to Shareholders whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In case of delay due to non-receipt of statutory approvals, as per Regulation 22(12) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to the willful default or negligence or failure to diligently pursue such approvals on the part of the Acquirer, grant an extension for the purpose of the completion of the Offer subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22 (12) of SEBI (SAST) Regulations.

- The Shares tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities, and Shareholders will not be able to trade in such Shares. During such period there may be fluctuations in the market price of the Shares. Accordingly, the Acquirer makes no assurance with respect to the market price of the Shares both during the Offer Period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

- If the aggregate of the valid responses to the Offer exceeds the Offer Size, then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. In such an event all Shares tendered by the applicant may not be accepted.

Probable risk involved in association with the Acquirer

- There is no assurance with respect to the continuation of the past trend in the financial performance of the Target Company.

- By virtue of voting rights held by the Acquirer / PAC upon completion of this Offer, the Acquirer / PAC shall have the ability to influence the outcome of board and shareholder resolutions of the Target Company.

- As per the certificate dated August 26, 2010 issued by M/s Roy, Servansingh and Associates, Chartered Accountants, having their Office at 3rd Floor, Bank of Baroda Building, Sir William Newton Street, Port Louis, Mauritius Tel. No.: (230)- 208- 4335, the Net Worth of the Acquirer as on June 30, 2010 is Rs. 3235.8 lacs. Association of Target Company with the Acquirer and PAC does not warrant any assurance with respect to the future financial performance of the Target Company.

- The transaction is subject to completion risks which includes the receipt of the statutory / regulatory approvals mentioned in para 8(f) of this Letter of Offer as would be applicable to similar transactions

CURRENCY OF PRESENTATION

In this Letter of Offer, unless otherwise specified, all references to "EUR" are to Euros. Certain financial details contained herein are denominated in Euros. Unless otherwise stated, the Rupee equivalent quoted in each case is calculated in accordance with the RBI Reference rates as on September 3, 2010; being 1 EUR = Rs. 59.82 (Source: www.rbi.org.in).

1. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF POLYGENTA TECHNOLOGIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PAC OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURES OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER KEYNOTE CORPORATE SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 16, 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 ACQUIRER 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

a) This Offer is being made pursuant to Regulation 10 read with Regulation 12 of the SEBI (SAST) Regulations to Shareholders of the Target Company to acquire 2,47,31,153 ("**Offer Size**") fully paid up Shares at a price of Rs.10/- per Share payable in cash. This Offer is being made as a result of conversion of Compulsorily Convertible Preference Shares ("**CCPS**") of the Target Company held by the Acquirer.

b) This Offer is being made pursuant to the following:

(i) The Target Company has allotted an aggregate of 10,43,12,864 CCPS of Rs.10/- each at par to the Acquirer for an aggregate consideration of Rs. 10431.29 lacs.

(ii) Of the said 10,43,12,864 CCPS, 6,69,91,598 CCPS were allotted on April 27, 2009 and 3,73,21,266 CCPS were allotted on September 21, 2009.

(iii) Each CCPS issued by the Target Company to the Acquirer is compulsorily convertible into one (1) Share on or before the expiry of eighteen (18) months from the date of allotment of the said CCPS. Accordingly, the last date for conversion of the CCPS issued on April 27, 2009 is October 26, 2010 and the last date for conversion of the CCPS issued on September 21, 2009 is March 20, 2011.

(iv) The CCPS have been issued by the Target Company in accordance with the provisions of the erstwhile SEBI (Disclosure and Investor Protection) Guidelines, 2000 ("**SEBI DIP Guidelines**"). The issuance of 6,69,91,598 CCPS to the Acquirer has been approved by the board of directors of the Target Company at its meeting held on March 3, 2009 and by shareholders of the Target Company at an Extra-Ordinary General Meeting of shareholders held on March 28, 2009. The issuance of 3,73,21,266 CCPS to the Acquirer has been approved by the board of directors of the Target Company at its meeting held on July 31, 2009 and by shareholders of the Target Company at an Extra-Ordinary General Meeting of shareholders held on August 31, 2009.

(v) As required under the SEBI DIP Guidelines, the CCPS have been fully paid up at the time of allotment thereof and no further amount is payable by the Acquirer upon conversion of the CCPS. The price of the CCPS and the Shares to be issued upon conversion thereof has been determined in accordance with the SEBI DIP Guidelines.

(vi) Of the aggregate of 10,43,12,864 CCPS held by the Acquirer, the Acquirer has converted 7,18,24,494 CCPS into 7,18,24,494 Shares. A meeting of the board of directors of the Target Company had been convened on September 10, 2010 to allot Shares to the Acquirer upon conversion of the said 7,18,24,494 CCPS. However, the said board meeting held on September 10, 2010 was adjourned. The said board meeting was held on September 20, 2010 wherein the board of directors approved the conversion of 7,18,24,494 CCPS into 7,18,24,494 equity shares and subsequently 7,18,24,494 equity shares were allotted to Acquirer on September 20, 2010. The shareholding of Acquirer after conversion of the aforementioned CCPS constitutes

58.08% of the share capital of the Target Company assuming that all outstanding instruments convertible into Shares of the Target Company at a future date have been converted into Shares on December 11, 2010, being the date which is fifteen (15) days from the date of completion of the Offer. The share capital of the Target Company on such fully diluted basis comprises 12,36,55,765 Shares aggregating to Rs. 12,365.58 lacs ("**Share Capital**"). As on the date of this Letter of Offer, the Shares held by the Acquirer pursuant to conversion of the aforementioned CCPS constitutes 82.78% of the present total paid up equity share capital of the Target Company.

(vii) Regulation 14(2) of the SEBI (SAST) Regulations requires any acquirer who has acquired convertible securities of any listed company which entitle him to voting rights in excess of the percentages specified in Regulation 10 or Regulation 11 of the SEBI (SAST) Regulations to make a public announcement not later than four (4) working days before acquiring voting rights upon conversion of such securities.

(viii) The Shares issued to the Acquirer upon conversion of the 7,18,24,494 CCPS constitute 58.08% of the Share Capital, which is more than the stipulated threshold of 15% in Regulation 10 of the SEBI (SAST) Regulations. The said 7,18,24,494 CCPS were proposed to be converted into equity shares on September 10, 2010, and accordingly the Public Announcement of this Offer was made on September 5, 2010 in compliance with Regulation 10 read with Regulation 14(2) of the SEBI (SAST) Regulations. The conversion of the CCPS into Shares by the Acquirer has also resulted in change in control of the Target Company. Accordingly, this Offer is also being made under Regulation 12 of the SEBI (SAST) Regulations.

(ix) The total outstanding equity share capital of the Target Company is not subject to lock in. The outstanding CCPS and OFCDs are also not subject to lock-in.

c) The Acquirer, PAC and Target Company have not been prohibited from dealing in securities in terms of Section 11B of the SEBI Act, 1992 or any other regulations made under the SEBI Act, 1992.

d) None of the directors on the board of directors of the Target Company is a director of the Acquirer and/or PAC except Mr. Subodh Maskara who is a director on the board of directors of the Acquirer. The board of directors of the Target Company may undergo changes in accordance with the SEBI (SAST) Regulations during the Offer Period or after the Offer closes.

e) In addition to the CCPS held by the Acquirer, as on the date of the Letter of Offer, the Target Company has following outstanding securities convertible into Shares of the Target Company:

Sr. No.	**Name of Allottee**	**Number and nature of outstanding convertible securities**	**Conversion Price of Convertible Securities (Rs.)**	**Number of Shares to be issued upon conversion of the securities**	**Due Date for conversion**	**Expiry of Lock-in Date**
1.	LESS RPET Limited	6,49,983 CCPS	10.00	6,49,983	March 20, 2011	September 20, 2010
2.	IFCI Limited ("**IFCI**")	25,00,000 CCPS	10.00	25,00,000	March 20, 2011	September 20, 2010
3.	SICOM Limited	2,50,000 CCPS	10.00	2,50,000	March 20, 2011	September 20, 2010
4.	IFCI Limited	300 Optionally Fully Convertible Debentures ("**OFCD's**")	30.00	10,00,000	March 20, 2011	September 20, 2010
		Total		**43,99,983**		

f)	SHARE CAPITAL OF THE TARGET COMPANY AS ON DATE OF LETTER OF OFFER												
Sr. No	**Name of Allottee**	**Pre Offer Equity Shareholding**		**Convertible Securities Issued**		**Date of Issue**	**Expiry of Lock In**	**Due Date of Conversion**	**No. of Shares that Triggered Open Offer**	**Equity Shareholding during the offer**		**Post Offer Shareholding assuming conversion of all outstanding securities into equity shares not taking into account the proposed transfer of shares between the Acquirer and PAC as detailed in paragraph 2.1(i).**	
		No. of Shares	**%**	**Nos.**	**Type of Securities**					**No.**	**%**	**No**	**%**
1	Promoters	268,137	13.80	Not Applicable		Nil	Nil	Nil	Nil	268,137	0.31	268,137	0.22
2	Promoter Group	343,863	17.70	Not Applicable		Nil	Nil	Nil	Nil	343,863	0.40	343,863	0.28
3	AlphaPET Ltd (Acquirer)	Nil	Nil	66,991,598	CCPS	27/04/2009	26/04/2010	26/10/2010	71824494**	71,824,494	82.78	104,312,864	84.36
				37,321,266	CCPS	21/09/2009	20/09/2010	20/03/2011					
4	PAC	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5	LESS RPET Limited	Nil	Nil	8,604,955	CCPS	27/04/2009	26/04/2010	26/10/2010	Nil	13,000,000	14.98	13,649,983	11.04
				5,045,028	CCPS	21/09/2009	20/09/2010	20/03/2011	Nil				
6	IFCI Limited	Nil	Nil	2,500,000	CCPS	21/09/2009	20/09/2010	20/03/2011	Nil	Nil	Nil	2,500,000	2.02
7	SICOM Limited	Nil	Nil	250,000	CCPS	21/09/2009	20/09/2010	20/03/2011	Nil	Nil	Nil	250,000	0.20
8	IFCI Limited	Nil	Nil	300*	OFCDs	21/09/2009	20/09/2010	20/03/2011	Nil	Nil	Nil	1,000,000	0.81
9	Public	1,330,918	68.50	Not Applicable	Not Applicable				Nil	1,330,918	1.53	1,330,918	1.08
	Total	**1,942,918**	**100.00**	**Refer Note 1**	-	-	-	-	**71,824,494**	**86,767,412**	**100.00**	**123,655,765**	**100.00**
	* 300 OFCDs of Rs.1,00,000/- each convertible into 10,00,000 equity shares @ Rs.30 each												
	** The Acquirer had proposed to convert 7,18,24,494 CCPS to Equity Shares that triggered the Open Offer and the same have been allotted in the Board Meeting of the Target Company held on September 20, 2010.												
	Note 1: The total no. of convertible instruments include 12,07,12,847 CCPS convertible into 12,07,12,847 Equity Shares and 300 OFCDs convertible into 10,00,000 Equity Shares aggregating to 12,17,12,847 Equity Shares **Note 2:** After PA dated September 5, 2010 86,04,955 CCPS held by LESS RPET Limited have been converted on due date October 26, 2010. Additionally LESS RPET Limited has opted for conversion of 43,95,045 CCPS into equity. The total outstanding equity capital considering the above conversion of CCPS has been presented.												

f) Save for the aforementioned CCPS and OFCDs, the Target Company has not issued any other securities or instruments convertible into Shares of the Target Company.

g) The Acquirer is controlled by the PAC. The PAC together hold 61.38% of the equity share capital of the Acquirer. Aloe holds 47.86% of the equity share capital of the Acquirer whereas GIASF holds 13.52% of the equity share capital of the Acquirer. Save and except the PAC, there are no other persons acting in concert with the Acquirer for the purpose of this Offer.

h) After conversion of the 7,18,24,494 CCPS in respect of which this Offer is being made, the Acquirer continues to hold the balance 3,24,88,370 CCPS ("**Balance CCPS**"). The Acquirer and the PAC have entered into a Share Purchase Agreement ("**SPA**") and an Addendum to Share Purchase Agreement ("**ASPA**") on August 18, 2010 and August 20, 2010 respectively. Under the said agreements, from the Balance CCPS held by the Acquirer, the Acquirer may sell 1,93,63,636 CCPS to Aloe at a price of Rs. 10 per CCPS and 76,36,364 CCPS to GIASF at a price of Rs. 10 per CCPS. In the alternative, from the Shares allotted to the Acquirer upon conversion of the CCPS in respect of which this Offer is being made, the Acquirer may choose to transfer (i) 1,93,63,636 Shares to Aloe at a price of Rs. 10 per Share and (ii) 76,36,364 Shares to GIASF at a price of Rs. 10 per Share. Pursuant to the SPA and the ASPA, the Acquirer may thus choose to transfer either part of the Balance CCPS to the PAC or Shares resulting from current conversion of CCPS to PAC.

i) The Acquirer has agreed to transfer (i) 1,93,63,636 Shares to Aloe at a price of Rs. 10 per Share and (ii) 76,36,364 Shares to GIASF at a price of Rs. 10 per Share resulting from the conversion of the CCPS before the closure of this Offer.

2.2 Details of the Proposed Offer

a) The Acquirer and the PAC have made a Public Announcement of the Offer to Shareholders of the Target Company which was published on September 05, 2010 in compliance with Regulation 15 of the Regulations in all editions of "Financial Express" being English National Daily, "Jansatta" being Hindi Daily and "Navshakti" Marathi being regional language daily at the place where the registered office of the Target Company is located. A copy of the Public Announcement would also be available on the SEBI website at www.sebi.gov.in.

b) As of the date of the Public Announcement, the paid up Share Capital of the Target Company is Rs. 12265.58 lacs comprising 19,42,918 Shares and 12,07,12,847 CCPS. The Target Company has also issued 300 OFCDs of Rs. 1,00,000/- each convertible at the option of OFCD holder (i.e. IFCI) at a price of Rs.30/- per Share (i.e. 10,00,000 Shares at a price of Rs. 30). The Offer Size of 2,47,31,153 Shares constitutes 20% of the Share Capital of the Target Company. ,

c) The Shares of the Target Company to be acquired, pursuant to the Offer, shall be free from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends or other distributions hereinafter declared, made or paid. Shares that are subject to any charge, lien or encumbrance are liable to be rejected in the Offer.

d) There are no partly paid-up Shares issued by the Target Company.

e) This Offer is being made to all Shareholders who own Shares and is not conditional upon a minimum level of acceptances.

f) The Acquirer has been allotted 7,18,24,494 equity shares pursuant to conversion of CCPS on September 20, 2010 by the Target Company constituting 82.78% of the present paid up equity share capital of the Company as on date of this Letter of Offer. Other than as set out above, the Acquirer and PAC have not acquired / been allotted any Shares of the Target Company from the date of the Public Announcement to the date of this Letter of Offer.

g) The Acquirer, the Target Company and its promoters have not entered into any agreement in respect of the CCPS held by the Acquirer.

h) The Acquirer and the PAC have not acquired/been allotted any Shares of Target Company during the twelve (12) month period prior to the date of the Letter of Offer other than those mentioned in [Paragraph 2.2(f)].

i) If there is a competitive bid:

    (i) The public offers under all the subsisting bids shall close on the same date.

(ii) As the Offer Price cannot be revised during the seven (7) working days prior to the closure of the Offer / bids, it would, therefore, be in the interest of Shareholders to wait until the commencement of that period to know the final offer price of each bid and tender their acceptances accordingly.

j) This is not a competitive bid and there have been no competitive bids as of the date of this Letter of Offer.

k) During the Offer Period, the Acquirer or the PAC may purchase additional Shares in accordance with Regulation 20(7) of the SEBI (SAST) Regulations provided that any such purchases shall be disclosed to the stock exchange (i.e. BSE) where the Shares are listed and to the Manager to the Offer in accordance with Regulation 22(17) of the SEBI (SAST) Regulations. In terms of Regulation 20(7) of the SEBI (SAST) Regulations, no such purchases shall be made during the last seven (7) working days prior to the closure of the Offer.

l) The Acquirer shall not acquire shares of the Target Company during the period of six (6) months from the date of closure of the Offer at a price higher than the Offer Price (not applicable for acquisition made through the stock exchange) in terms of Regulation 20A of SEBI (SAST) Regulation.

2.3 Object of the Offer

a) This Offer is being made to Shareholders pursuant to Regulations 10 and 12 of the Regulations as a result of substantial acquisition of shares / voting rights along with change in control of the Target Company.

b) The Acquirer is engaged in the sustainable polyester industry. The Acquirer has acquired several polyester related technologies including the ReNEW Process which is an innovative technology for processing post-consumer PET plastic bottles and other recovered forms of PET for the production of high quality polyester products. The PAC invest in companies that work towards sustenance and improvement of global environment. The Target Company has the necessary infrastructure for manufacturing of polyster yarn from the PET polyster waste that was stalled due to technical problems. The investment in CCPS by the Acquirer and PAC helped the Target Company to revive its operations which in turn will enable the Acquirer/PAC to reap the future profits generated by the Target Company.

3. BACKGROUND OF THE ACQUIRER AND THE PAC

3.1 Background of the Acquirer

AlphaPET Ltd (AlphaPET)

a) AlphaPET was incorporated on March 6, 2007 as “Aloe Syngas Limited”, a private company limited by shares under the laws of Mauritius. Subsequently, the name of the Acquirer was changed to AlphaPET Ltd and a fresh certificate of incorporation was issued by Registrar of Companies, Mauritius on November 22, 2007. The registered office of the Acquirer is located at c/o AAA Global Services Ltd, 1st Floor, The Exchange, 18 Cybercity, Ebene, Mauritius (Tel. No. +230 454 32 00, Fax No. +230 454 32 02).

b) The paid up equity share capital of Acquirer as on date of the PA comprises EUR 88,81,299 which is equivalent to Rs. 5312.79 lacs.

c) The Acquirer is controlled by the PAC, who together own 61.38% of the equity share capital of Acquirer. The promoters of the Acquirer are the PAC.

d) The Acquirer is engaged in the polyester industry. It has acquired several polyester related technologies from an Australian technology company, Petrecycle Limited, including the ReNEW Process which is an innovative technology for processing post-consumer PET plastic bottles and other recovered forms of PET for the production of high quality polyester products.

e) The Acquirer has complied with the provisions of Chapter II of the SEBI (SAST) Regulations..

f) As per the certificate dated August 26, 2010 issued by M/s Roy, Servansingh and Associates, Chartered Accountants, having their Office at 3rd Floor, Bank of Baroda Building, Sir William Newton Street, Port Louis, Mauritius Tel. No.: (230)- 208- 4335, the Net Worth of the Acquirer as on June 30, 2010 was EUR 53,93,066 [Rs.3235.8 lacs]. (Conversion rate considered by the Auditor: 1 Euro = Rs.59.99)

g) The equity shares of the Acquirer are not listed on any stock exchange.

h) The board of directors of AlphaPET comprises the following:

Name, Age, Designation, Address and No. of years experience	Qualification	Area of Experience	Date of appointment/ reappointment
Dr. Vivek Tandon 40 Years, Director Strawberry Acre Farm, Beggars Hill Road, Lands End Berkshire RG10 0UB, UK 17 years	BSc in Physics from Imperial College and a PhD from University of London (UCL).	Private Equity	May 24, 2007
Mr. Jean Pascal Marie Michel Tranie 51 Years, Director, 3, Rue de Rouvray, Neuilly sur Seine, France 28 Years	Bachelor of Engineering (Ecole Polytechnique), Master of Public Administration Ecole Nationale d'Administration	Private Equity	May 24, 2007
Mr. Mohammad Yassin Khodadeen 28 Years Director, 53, Avenue de L'Independence, Vacoas, Mauritius 7 Years	BSc in Finance with Law from the University of Mauritius	Legal and Finance	May 20, 2008
Mr. Subodh Maskara[#] 44 Years Director, 48/49 Prabhat Building, Suprabhat CHS Ltd, 76, Warden Road, Mumbai 400026, India 22 Years	J L Kellog Graduate School, US: Master of Management Degree, Majors in Finance, Strategy and International Business Bombay University: Master of Commerce degree in Management, Bachelor of Commerce degree in Accounting and Finance	Entrepreneur	April 18, 2008

Name, Age, Designation, Address and No. of years experience	Qualification	Area of Experience	Date of appointment/ reappointment
Mr. Ronald Samuel Finkel 61 Years Director, 45 Neerim Road, Caulfield 3162, Australia 38 Years	Undergraduate Degrees in Law and Commerce from the Melbourne university	Venture Capitalist	May 6, 2008
Mr. Eric Ng Yim On 42 Years Director, 21, Theodore Sauzier Street, Curepipe Road, Mauritius 20 Years	Member of the Institute of Chartered Accountants in England and Wales, Degree in Fundamentals of Accountancy from the East London University	Accountancy	March 6, 2007
Mr. Muhammad Khalid Peyrye 32 Years Director, Lot No. 4, Tourt Court Road, Highlands, Phoenix, Mauritius 9 Years	BSc in Law and Management from the University of Mauritius and ICSA Diploma in Offshore Administration and Finance	Company Secretarial	December 22, 2008

#Currently except Mr. Subodh Maskara, who is the Chairman of the Target Company, none of the directors of the Acquirer are on the board of directors of the Target Company. Mr. Maskara will not participate in any matter relating to the Offer, including any preparatory steps relating thereto.

i) The equity shareholding pattern of AlphaPET as on the date of Public Announcement is as under:

Shareholder's Category	Percentage (%)
Aloe	47.86
GIASF	13.52
Petrecycle Ltd.	17.55
Management	21.07
Total paid up capital	**100.00**

j) Brief financial details of AlphaPET for the periods ended 2007, 2008 , 2009 and six (6) months period ended June 30, 2010 are as follows:

Profit & Loss Statement	January 1, 2010 to June 30, 2010 (Audited) (6 months)		January 1, 2009 to December 31, 2009 (Audited) (12 months)		January 1, 2008 to December 31, 2008 (Audited) (12 months)		March 6, 2007 to December 31, 2007 (Audited) (10 months)	
	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs
Interest income	-	-	81594	48.81	344106	205.84	282	0.17
Technology collaboration fee	-	-	360000	215.35	2483	1.49	-	-
Total Income	-	-	441594	264.16	346589	207.33	282	0.17
Total Expenditure	200338	119.84	553346	331.01	264843	158.43	8992	5.38
Profit / (Loss) Before Depreciation Interest and Tax	(200338)	(119.84)	(111752)	(66.85)	81746	48.90	(8710)	(5.21)
Depreciation	-		-		-	-	-	-
Interest	405473	242.55	787069	(470.82)	534527	319.75	3419	2.05
Profit / (Loss) Before Tax	(605811)	(362.40)	(898821)	(537.67)	(452781)	(270.85)	(12129)	(7.26)
Amortization of patent Rights	(694)	(0.42)	(1389)	(0.83)	(1389)	(0.83)	-	-
Provision for Tax	-	-	-	-	-	-	-	-
Profit/ (Loss) After Tax	(606505)	(362.81)	(900210)	(538.51)	(454170)	(271.68)	(12129)	(7.26)

Balance Sheet Statement	As at June 30, 2010 (Audited)		As at December 31, 2009 (Audited)		As at December 31, 2008 (Audited)		As at December 31, 2007 (Audited)	
	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs
Sources of funds								
Paid-up Share Capital	8881299	5312.79	8881299	5312.79	8881299	5312.79	100	0.06
Contributed Capital	-		-		-	-	417	0.25
Reserves and Surplus (excluding revaluation reserve)	(3488233)	(2086.66)	(2486681)	(1487.53)	(847940)	(507.24)	(12129)	(7.26)
Net worth	5393066	3226.13	6394618	3825.26	8033359	4805.56	(11612)	(6.95)
Non Current Liabilities	7080674	4235.66	7937497	4748.21	10380679	6209.72	-	-
Current Liabilities	5598804	3349.20	3776166	2258.90	869759	520.29	1312933	785.40
Total	**18072544**	**10811.00**	**18108281**	**10832.37**	**19283797**	**11535.57**	**1301321**	**778.45**
Uses of Funds								
Non Current Assets	15925288	9526.51	15925982	9526.92	5850139	3499.55	-	-
Current Assets	2147256	1284.49	2182299	1305.45	13433658	8036.01	1301321	778.45
Total miscellaneous expenditure not written off	-	-	-	-	-		-	-
Total	**18072544**	**10811.00**	**18108281**	**10832.37**	**19283797**	**11535.57**	**1301321**	**778.45**

Other Financial Data	January 1, 2010 to June 30, 2010 (Certified)		January 1, 2009 to December 31, 2009 (Audited)		January 1, 2008 to December 31, 2008 (Audited)		January 1, 2007 to December 31, 2007 (Audited)	
	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs
Dividend (%)	NIL		NIL		NIL		NIL	
Earning Per Share	0.0	0.00	(0.1)	(5.98)	0.0	0.00	(121.3)	(7256.17)
Return on Net worth (%)	NA		NA		NA		NA	
Book Value per Share	0.3	17.95	0.4	23.93	0.3	17.95	(116.10)	(6945.10)

Note: Figures in the bracket indicate negative numbers

k) Contingent Liabilities: According to the financials of AlphaPET for the period ended June 30, 2010, AlphaPET has provided a guarantee through a bank deposit in lieu of a loan obtained by the Target Company amounting to EUR 2 million (Rs. 1196.40 lacs).

l) Reasons for fall/ rise in total income and PAT in the relevant years.

For the Period Ended June 30, 2010: The Acquirer did not earn any income during the period. The expenses incurred were in line with the previous year on a proportional basis with interests of around EUR 405,000 being incurred.

For the Period Ended December 31, 2009:

- Income earned during the period comprised mainly of interest income and technology collaboration fees. The Acquirer entered into a Technology License Agreement with the Target Company pursuant to which it was entitled to an initial payment of EUR 360,000 for technology transfer upon signature of said agreement.
- Expenses nearly doubled the previous year's levels mainly because of interest dues to the Acquirer's private equity investors, which amounted to around EUR 790,000. Other significant expenses included deal expenses of EUR 150,000 and fees payable mainly to Aloe for the latter's role in arranging guarantees for the Acquirer's investment.
- The Acquirer also invested around EUR 15.9 million into the Target Company in the form of CCPS.

For the Period Ended December 31, 2008:

- Income comprised mainly of interest income earned on deposits of around EUR 13 million with banks.
- The Acquirer raised around EUR 8.8 million of equity and EUR 10 million of loans from private equity investors, in addition to acquiring the worldwide patents for the ReNEW Process form Petrecycle Limited. Accordingly interests of approximately EUR 0.5 million were incurred during the year and around EUR 0.2 million of deal fees were also charged to the Acquirer.
- The Acquirer also advanced around EUR 5.8 million to the Target Company to help its revival.
- The Acquirer, in addition to administration and professional fees, also started to incur patent maintenance fees and other operational overheads.

For the Period Ended December 31, 2007: The commercial operations of the Acquirer did not commence during the year and income earned was due to interest earned. The expenses for the period consisted of set up fees, administration and professional fees.

m) Accounting Policies

- **Basis of preparation**

i. Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRSs**"), IFRIC Interpretations and the Companies Act 2001.

ii. Basis of measurement

The financial statements have been prepared on the historical cost basis except for financial assets and liabilities which have been measured at fair value.

iii. Functional and presentation currency

These financial statements are presented in Euros (€), which is also the Acquirer's functional currency.

iv. Use of estimates and judgments

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have most significant effect on the amount recognised in the financial statements are described in.

- **Foreign currency translation**

i. Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("**functional currency**"). The financial statements are presented in EURO, which is the Acquirer's functional and presentation currency.

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive income, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within "finance income or cost". All other foreign exchange gains and losses are presented in the income statement within "other (losses) / gains – net".

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognized in the statement of comprehensive income, and other changes in carrying amount are recognized in equity.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss. Translation difference on non-monetary financial assets such as equities classified as available-for-sale are included in the available-for-sale reserve in equity.

- **Intangible assets**

i. Trademarks and Licenses

Separately acquired trademarks and licenses, including patent rights, are shown at historical cost. Trademarks and licenses acquired in a business combination are recognised at fair value at the acquisition date. Trademarks and licenses have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the cost of trademarks and licenses over their estimated useful lives of fifteen to twenty years.

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of three (3) to five (5) years.

ii. Contractual customer relationships

Contractual customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship.

- **Impairment of non-financial assets**

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

- **Financial Assets**

i. Classification

The Acquirer classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Acquirer's loans and receivables comprise 'trade and other receivables' and cash and cash equivalents in the statement of financial position.

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within twelve (12) months of end of the reporting period.

ii. Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Acquirer commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Acquirer has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit and loss' category are presented in the income statement within 'other (losses)/gains – net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Acquirer's right to receive payments is established.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available for sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences on monetary securities are recognised in profit or loss; translation differences on non-monetary securities are recognised in other comprehensive income. Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities are classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as 'gains and losses from investment securities'.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the income statement as part of other income when the Acquirer's right to receive payment is established.

- **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

- **Impairment of financial assets**

i. Assets carried at amortised cost

The Acquirer assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Acquirer uses to determine that there is an objective evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor.
- A breach of contract, such as default or delinquency in interest or principal payments.
- The Acquirer, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider.
- It becomes probable that the borrower will enter bankruptcy or other financial reorganisation.
- The disappearance of an active market for that financial asset because of financial difficulties.
- Observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including (i) adverse changes in the payment status of borrowers in the portfolio and (ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

The Acquirer first assesses whether an objective evidence of impairment exists. The amount of loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount of the asset is reduced and the amount of the loss is recognised in the statement of comprehensive income. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Acquirer may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event, occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the statement of comprehensive income.

ii. Assets classified as available for sale

The Acquirer assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the group uses the criteria referred to in (i) above. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the statement of comprehensive income. Impairment losses recognised in the statement of comprehensive income on equity instruments are not reversed through the statement of comprehensive income. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the statement of comprehensive income.

- **Trade receivables**

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one (1) year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

- **Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three (3) months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in the current liabilities of the statement of financial position

- **Stated capital**

Ordinary shares are classified as equity. Mandatory redeemable preference shares are classified as liabilities.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

- **Trade payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one (1) year or less (or in the normal cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

- **Related party transactions**

Related parties are individuals and companies where the individual or company has the ability directly or indirectly, to control the other party or exercise significant influence over the other party in making operating and financial decisions, or vice versa.

- **Borrowings**

Borrowings are recognized initially at fair value, net of transaction cost incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the net redemption value is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Preference shares, which are compulsorily redeemable on a specific date, are classified as liabilities. The dividend on these preference shares are recognised in the statement of comprehensive income as interest expense.

- **Taxation**

Income tax on the profit or loss for the period comprises current and deferred tax. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the statement of financial position date, and any adjustment to tax payable in respect of prior years.

Deferred tax is provided, using the statement of financial position method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. Currently enacted tax rates are used to determine deferred tax.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

- **Provisions**

Provisions for environmental restoration, restructuring costs and legal claims are recognized when (i) the Acquirer has a present legal or constructive obligation as a result of past events, (ii) it is probable that an outflow of resources will be required to settle the obligation and (iii) the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligation as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one (1) item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

- **Revenue recognition**

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Acquirer’s activities. Revenue is shown net of value-added tax, returns, rebates and discounts.

The Acquirer recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Acquirer’s activities as described below. The Acquirer bases its estimates on historic results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

i. Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Acquirer reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables are recognised using the original effective interest rate.

ii. Royalty income

*Royalty incom***e**, including technology collaboration income, is recognised on an accruals basis in accordance with the substance of the relevant agreements.

iii. Dividend income

Dividend income is recognised when the right to receive payment is established.

- **Dividend distribution**

Dividend distribution to the Acquirer's shareholders is recognized as a liability in the financial statements in the period in which the dividends are approved by the Acquirer's shareholders.

n) AlphaPET has not promoted any company.

3.2 Background of the PAC

A Aloe Environment Fund II FCPR

a) Aloe was constituted as a French venture capital fund on January 3, 2007 under the laws of France. The registered office of Aloe is located at 34, boulevard Malesherbes, Paris 75008, France. Tel: + 33 6 09 26 85 23; Fax: +33 14553 3213. Aloe is managed and operated by Aloe Private Equity SAS. The fund was constituted under the laws of France with the objective to invest money in the present line of business activity as given below.

b) The paid up equity share capital of Aloe as on date of this PA comprises EUR 8,44,38,508 [Rs. 50511.11 lacs].

c) As on date of this Letter of Offer, Aloe holds 47.86% of the equity share capital of the Acquirer.

d) The principal activity of Aloe is to provide capital to companies that are primarily working to sustain, restore or improve the global environment directly or indirectly. In particular, Aloe provides capital to those companies that offer environmentally sustainable technology or services and whose growth and shareholder value would benefit from establishing strategic relationships with partners based in China, India and ASEAN countries for European or US based investees and vice versa.

e) Aloe does not have any directors of its own and is managed and operated by its management company, Aloe Private Equity SAS, which in turn is wholly owned by its founders and directors. The details of the founders of Aloe Private Equity SAS are as under:

Name, Age, Designation, Address and No. of years experience	Qualification	Area of Experience	Date of appointment/ reappointment
Dr. Vivek Tandon (40 Years), Director Strawberry Acre Farm, Beggars Hill Road, Lands End Berkshire RG10 0UB, UK 17 years	BSc in Physics from Imperial College and a PhD from University of London (UCL).	Private Equity	January 03, 2007

Name, Age, Designation, Address and No. of years experience	Qualification	Area of Experience	Date of appointment/ reappointment
Mr. Jean Pascal Marie Michel Tranie 51 Years Director, 3, Rue de Rouvray, Neuilly sur Seine, France 28 Years	Bachelor of Engineering (Ecole Polytechnique), Master of Public Administration Ecole Nationale d'Administration	Private Equity	January 03, 2007

Currently none of the aforementioned founders of Aloe are on the board of directors of the Target Company.

f) The equity shares of Aloe are not listed on any stock exchange.

g) The shareholding pattern of Aloe as on the date of Public Announcement is as under:

Shareholder's Category	Percentage (%)
Funds (including PE Funds)	64.98
Corporate enterprises	13.61
Entrepreneurs	13.73
Banks	7.68
Total	**100.00**

h) Brief audited financial details of Aloe for the last three (3) years and certified financials for six (6) months period ended June 30, 2010 are as follows:

Profit & Loss Statement	January 1, 2010 to June 30, 2010 (Certified) (6 months)		January 1, 2009 to December 31, 2009 (Audited) (12 months)		January 1, 2008 to December 31, 2008 (Audited) (12 months)		January 03, 2007 to December 31, 2007 (Audited) (12 months)	
	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs
Income from venture capital financial instruments	239000	142.97	121867.55	72.90	120434.58	72.04	100438.00	60.08
Income from derivatives			-		-		-	
Other financial income			-		-		-	
Total Income	**239000**	**142.97**	**121867.55**	72.90	**120434.58**	**72.04**	**100438.00**	**60.08**
Expenses on derivatives			-	-	-		-	
Other financial expenses			80.24	0.05	7339.39	4.39	120.19	0.07
Fund expenses			3021177.48	1807.27	3049158.63	1824.01	3062615.49	1832.06
Total Expenses	**1523600**	**911.42**	**3021257.72**	**1807.16**	**3056498.02**	1828.40	**3062735.68**	**1832.13**
Net Income	**(1284600)**	**(768.45)**	**(2899390.17)**	**(1734.42)**	**(2936063.44)**	**(1756.35)**	**(2962297.68)**	**(1772.05)**

Balance Sheet Statement	As at June 30, 2010 (Certified)		As at December 31, 2009 (Audited)		As at December 31, 2008 (Audited)		As at December 31, 2007 (Audited)	
	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs
Sources of funds								
Share Capital	66772200	39943.13	54200223.24	32422.57	43804214.02	26203.68	28284324.97	16919.68
Net Income / Loss for the year	1284600	768.45	(2899390.17)	(1734.42)	(2936063.44)	(1756.35)	(2962297.68)	(1772.05)
Net worth	65487600	39174.68	51300833.07	3088.16	40868150.58	24447.33	25322027.29	15147.64
Creditors and other payables	-	-	100845.39	60.33	196301.03	117.43	57249.28	34.25
Total	**65487600**	**39174.68**	**51401678.46**	**30748.48**	**41064451.61**	**24564.76**	**25379276.57**	**15181.88**
Uses of Funds								
Venture Capital Financial Instruments								
Traded on a regulated or similar market	67699400	40497.78	8026845.54	4801.66	5669801.57	3391.68	8640777.60	5168.91
Non - traded on a regulated or similar market			40791130.26	24401.25	35012012.96	20944.19	11714645.62	7007.70
Other financial Instruments			1571578.30	940.12	251969.32	150.73	4830552.92	2889.64
Receivables	(2211800)	(1323.10)	601214.49	359.65	130654.44	78.16	47600.00	28.47
Financial Accounts	-	-	410909.87	245.81	13.32	0.08	145700.43	87.16
Total	**65487600**	**39174.68**	**51401678.46**	**30748.48**	**41064451.61**	**24564.76**	**2,5379276.57**	**15181.88**

Other Financial Data	January 1, 2010 to June 30, 2010 (Certified)		January 1, 2009 to December 31, 2009 (Audited)		January 1, 2008 to December 31, 2008 (Audited)		January 1, 2007 to December 31, 2007 (Audited)	
	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs
Dividend (%)	NIL		NIL		NIL		NIL	
Earning Per Share	(0.2)	(11.96)	(0.4)	(23.93)	(0.5)	(29.91)	(1.0)	(59.82)
Return on Net worth (%)	0.00		NA		NA		NA	
Book Value per Share	8.5	508.47	7.7	460.61	7.1	424.72	8.2	490.52

Note: Figures in the bracket indicate negative numbers

i) Reasons for fall/rise in Profit After Tax ("**PAT"**) of Aloe:

For the Period Ended June 30, 2010:
Income comprised of interest income and a return amounting to above 27% IRR on one (1) of the investments.
Expenses consisted mainly of management fees to fund manager. The expenses also included depository, accounting, audit and other professional fees incurred during the normal course of business and set off of small capital gains.

For the Period Ended December 31, 2009
Income comprised mainly of interest income.
Expenses consisted mainly of management fees to fund manager. The expenses also included depository, accounting, audit and other professional fees incurred during the normal course of business and set off of small capital gains.
Around EUR 3.9 million were recognized as realized capital losses due to one (1) portfolio company being sold for a nominal value after under-performing.

For the Period Ended December 2008
Income comprised mainly of interest income.
Expenses consisted mainly of management fees to fund manager. The expenses also included depository, accounting, audit and other professional fees incurred during the normal course of business and set off of small capital gains.
Except for the non-incurrence of set up fees, the year's performance compared on par with the performance for the period ended December 31, 2007.

For the Period Ended December 31, 2007

Income comprised mainly of interest income.

Expenses consisted mainly of management fees to fund manager. The expenses also included depository, accounting, audit and other professional fees incurred during the normal course of business and set off of small capital gains. Additionally, Aloe also incurred set up fees.

j) According to the financial statements of Aloe for the period ended June 30, 2010, there are contingent liabilities amounting to EUR 8 million (Rs. 4785.60 Lacs) as on that date.

k) Accounting Policies

Basis of preparation

The financial statements have been prepared in accordance with IFRS.

The financial statements are prepared under the historical cost convention except for financial assets and liabilities at fair value through profit or loss that have been measured at fair value.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of the financial statements are set out below:

(A) Financial instruments

(i) Classification

Aloe classifies its financial assets and financial liabilities into the categories below in accordance with IAS 39.

- *Available-for-sale*

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories.

Regular purchases and sales of investments are recognized on trade-date- the date on which Aloe commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Investments are derecognised when the right to receive cash flows from the investments have expired or have been transferred and Aloe has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available for sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences are recognised in equity. Changes in the fair value of other monetary securities classified as available for sale and non-monetary securities classified as available for sale are recognized in equity.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the statement of comprehensive income as ‘gains and losses from investment securities’. Interest on available for sale securities calculated using the effective interest method is recognised in statement of comprehensive income. Dividends on available-for-sale equity instruments are recognised in the statement of comprehensive income when the Aloe’s right to receive payment is established, unless collectability is in doubt.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active or in the opinion of the directors of Aloe are grossly mispriced by the market (and for unlisted securities), Aloe establishes fair value by using valuation techniques. These include the use of recent arm’s length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option price models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

- *Financial assets and liabilities at fair value through profit or loss*

The category of financial assets and liabilities at fair value through the profit or loss is sub-divided into:

Financial assets and liabilities held for trading: Financial assets held for trading include equity securities and derivatives. These assets are acquired principally for the purpose of generating a profit from short-term fluctuation in price. All derivatives and liabilities from short sales of financial instruments are classified as held for trading. Derivative financial instruments entered into by Aloe do not meet the hedge accounting criteria as defined by IAS 39. Consequently, hedge accounting is not applied by Aloe.

Financial instruments designated as at fair value through profit or loss upon initial recognition: These include equity securities and debt instruments that are not held for trading. These financial assets are designated on the basis that they are part of a group of financial assets which are managed and have their performance evaluated on a fair value basis, in accordance with risk management and investment strategies of Aloe.

- *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Aloe includes in this category cash collateral on securities borrowed and other short-term receivables.

- *Other financial liabilities*

This category includes all financial liabilities, other than those classified as at fair value through profit or loss. Aloe includes in this category cash collateral on securities lent and other short-term payables.

(ii) Recognition

Aloe recognises a financial asset or a financial liability when, and only when, it becomes a party to the contractual provisions of the instrument.

Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace are recognised on the trade date, i.e., the date that Aloe commits to purchase or sell the asset.

(iii) De-recognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is de-recognised where:

- The rights to receive cash flows from the asset have expired; or
- Aloe has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and
- Either (a) Aloe has transferred substantially all the risks and rewards of the asset, or (b) Aloe has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When Aloe has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of Aloe’s continuing involvement in the asset.

Aloe derecognises a financial liability when the obligation under the liability is discharged, cancelled or expires.

(iv) Measurement

Financial assets and financial liabilities at fair value through profit or loss are recorded in the statement of financial position at fair value. All transaction costs for such instruments are recognised directly in profit or loss. Derivatives embedded in other financial instruments are treated as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contract, and the host contract is not itself classified as held for trading or designated as at fair value through profit or loss. Embedded derivatives separated from the host are carried at fair value with changes in fair value recognised in profit or loss. Loans and receivables and financial liabilities (other than those classified as at fair value through profit or loss) are measured initially at their fair value plus any directly attributable incremental costs of acquisition or issue.

- Determination of fair value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The fair value for financial instruments traded in active markets at the reporting date is based on their last quoted price on the primary market.

- Impairment of financial assets

Aloe assesses at each reporting date whether a financial asset or group of financial assets classified as loans and receivables is impaired. Evidence of impairment may include indications that the debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other similar financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred) discounted using the asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss as a *'Credit loss expense'*.

Impaired debts together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to Aloe. If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a previous write-off is later recovered, the recovery is credited to the *'Credit loss expense*'.

Interest revenue on impaired financial asset is recognised using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

- Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. This is generally not the case with master-netting agreements, and the related assets and liabilities are presented gross in the statement of financial position.

(B) Functional and presentation currency

Aloe's functional and presentation currency is the EUR, which is the currency of the primary economic environment in which it operates. Aloe's performance is evaluated and its liquidity is managed in EUR. Therefore, the EUR is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

(C) *Foreign currency translation*

Transactions during the period, including purchases and sales of securities, income and expenses, are translated at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Foreign currency transaction gains and losses on financial instruments classified as at fair value through profit or loss are included in the statement of comprehensive income as part of the '*Net gain or loss on financial assets and liabilities at fair value through profit or loss*'. Foreign exchange differences on other financial instruments are included in the statement of comprehensive income as '*Net foreign exchange gains /(losses)*'.

(D) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Short-term investments that are not held for the purpose of meeting short-term cash commitments and restricted margin accounts are not considered as 'cash and cash equivalents'.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts

(E) Interest revenue and expense

Interest revenue and expense are recognised in the statement of comprehensive income for all interest- bearing financial instruments using the effective interest method.

(F) Dividend revenue and expense

Dividend revenue is recognised when Aloe's right to receive the payment is established. Dividend revenue is presented gross of any non-recoverable withholding taxes, which are disclosed separately in the statement of comprehensive income.

(G) Net gain or loss on financial assets and liabilities at fair value through profit or loss

This item includes changes in the fair value of financial assets and liabilities held for trading or designated upon initial recognition as 'held at fair value through profit or loss' and excludes interest and dividend income and expense.

Unrealised gains and losses comprise changes in the fair value of financial instruments for the period and from reversal of prior period's unrealised gains and losses for financial instruments which were realised in the reporting period.

Realised gains and losses on disposals of financial instruments classified as 'at fair value through profit or loss' are calculated using the weighted average cost method. They represent the difference between an instrument's initial carrying amount and disposal amount, or cash payments or receipts made on derivative contracts (excluding payments or receipts on collateral margin accounts for such instruments).

(H) Expense recognition

All expenses are accounted for in the statement of comprehensive income on an accrual basis.

(I) Related parties

Parties are considered to be related to Aloe if they have the ability, directly or indirectly, to control Aloe or exercise significant influence over Aloe in making financial and operating decisions, or vice versa, or where Aloe is subject to common control or common significant influence. Related parties may be individuals or other entities.

(J) Derivative financial instruments

Derivatives are recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at their fair value. Fair values are obtained from quoted market prices in active markets. All derivatives are carried as assets when fair value is positive, and as liabilities when fair value is negative. The fair valuation adjustments are treated through the statement of comprehensive income, with a corresponding current asset or liability financial instrument. Gains and losses on closure of positions are dealt with in the statement of comprehensive income.

(K) Taxation

Income tax on profit or loss for the period comprises current tax. Income tax is recognised in the statement of comprehensive income. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the statement of financial position date.

Deferred tax is provided, using the balance sheet method, for all temporary differences arising between the tax bases and liabilities and their carrying values for financial reporting purposes. Currently enacted tax rates are used to determine the taxable amount.

l) The provisions of Chapter II of the SEBI (SAST) Regulations are not applicable to Aloe, since it does not hold any Shares carrying voting rights in the Target Company.

m) Aloe forms part of the promoter group of Greenko Group Plc (“**Greenko**”). Greenko is listed on the London AIM market. Greenko is not a sick industrial unit within the meaning of clause (O) of sub-section (1) of the Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.

B. Green Investment Asia Sustainability Fund I (GIASF)

a) GIASF was incorporated as a private company, limited by shares, on August 20, 2007, under the laws of Mauritius. Theregistered office of GIASF located at c/o AAA Global Services Ltd, 1st Floor, The Exchange, 18 Cybercity, Ebene, Mauritius. Tel: +230 454 32 00; Fax: +230 454 32 02. GIASF was incorporated under the laws of Mauritius with an objective to invest in companies that are working to sustain, restore or improve the global environment directly or indirectly.

b) The paid up equity share capital of GIASF comprises EUR 1,70,15,412 [Rs. 10178.62 lacs].

c) GIASF holds 13.52% of the equity share capital of the Acquirer.

d) The board of directors of GIASF comprises the following:

Name, Age, Designation, Address and No. of years experience	Qualification	Area of Experience	Date of appointment/ reappointment
Dr. Vivek Tandon 40 Years Director	BSc in Physics from Imperial College and a PhD from University of London (UCL).	Private Equity	August 20, 2007

Name, Age, Designation, Address and No. of years experience	Qualification	Area of Experience	Date of appointment/ reappointment
Strawberry Acre Farm, Beggars Hill Road, Lands End Berkshire RG10 0UB, UK 17 years			
Mr. Jean Pascal Marie Michel Tranie 51 Years Director, 3, Rue de Rouvray, Neuilly sur Seine, France 28 Years	Bachelor of Engineering (Ecole Polytechnique), Master of Public Administration Ecole Nationale d'Administration	Venture Capitalist	August 20, 2007
Mr. Eric Ng Yim On 42 Years Director, 21, Theodore Sauzier Street, Curepipe Road, Mauritius 20 Years	Member of the Institute of Chartered Accountants in England and Wales, Degree in Fundamentals of Accountancy from the East London University	Accountancy	August 20, 2007
Mr. Muhammad Khalid Peyrye 32 Years Director, Lot No. 4, Tourt Court Road, Highlands, Phoenix, Mauritius 9 Years	BSc in Law and Management from the University of Mauritius and ICSA Diploma in Offshore Administration and Finance	Company Secretarial	December 22, 2008

Currently none of the directors of GIASF are on the board of directors of the Target Company.

e) The equity shares of GIASF are not listed on any stock exchange.

f) The shareholding pattern of GIASF as on the date of Public Announcement is as under:

Shareholder's Category	Percentage(%)
Development Finance Institutes	95.23
Entrepreneurs/ Investors	1.78
Management	2.99
Total	**100.00**

g) Brief audited financial details of GIASF for the last three (3) years and audited financials for six (6) months period ended June 30, 2010 are as follows:

Profit & Loss Statement	January 1, 2010 to June 30, 2010 (Audited) (6 months)		January 1, 2009 to December 31, 2009 (Audited) (12 months)		January 1, 2008 to December 31, 2008 (Audited) (12 months)		August 20, 2007 to December 31, 2007 (Audited) (5 months)	
	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs
Profit on disposal	744349	445.27	-		-		-	
Interest income	-		50630	30.29	104439	62.48	903	0.54
Hurdle compensation	-		-		14331	8.57	-	-
Penalty on late contribution of subscription monies	59	0.04	21	0.01	744	0.45	744	0.45
Other income	-		-		24	0.01	-	-
Total Income	**744408**	**445.30**	**50651**	**30.30**	**119538**	**71.51**	**1647**	**0.99**
Total Expenses	**440839**	**263.71**	**748281**	**447.62**	**849148**	**507.96**	**100621**	**60.19**
Net Income	**303569**	**181.59**	**(697630)**	**(417.32)**	**(729610)**	**(436.45)**	**(98974)**	**(59.21)**

Balance Sheet Statement	As at June 30, 2010 (Audited)		As at December 31, 2009 (Audited)		As at December 31, 2008 (Audited)		As at December 31, 2007 (Audited)	
	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs
Sources of funds								
Share Capital	13837850	8277.80	12853652	7689.05	7848292	4694.85	1880368	1124.84
Revaluation deficit	-	-	(268169)	(160.42)	(1468045)	(878.18)	-	-
Revenue deficit	-	-	-	-	(828584)	(495.66)	(98974)	(59.21)
Trade and other payables	18341	10.97	86816	51.93	10432	6.24	104624	62.59
Net Asset attributable to holders of redeemable shares	(239416)	(143.22)	(1607590)	(961.66)	-	-	-	-
Total	**13616775**	**8145.55**	**11064709**	**6618.91**	**5562095**	**3327.25**	**1886018**	**1128.22**
Uses of Funds								
Cash and cash equivalents	4920770	2943.60	178960	107.05	24652	14.75	1231403	736.63
Trade & other receivables	64465	38.56	7994	4.78	5298	3.17	368174	220.24
Short term loans	766071	458.26	-	-	-	-	286441	171.35
Loans and receivables	1183929	708.23	6200630	3709.22	2054896	1229.24	-	-
Financial asset at fair value through profit or loss	42	0.03	42	0.03	42	0.03	-	-
Available for sale investments	6681498	3996.87	4677083	2797.83	3477207	2080.07	-	-
Total	**13616775**	**8145.55**	**11064709**	**6618.91**	**5562095**	**3327.25**	**1886018**	**1128.22**

Other Financial Data	January 1, 2010 to June 30, 2010 (Certified)		January 1, 2009 to December 31, 2009 (Audited)		January 1, 2008 to December 31, 2008 (Audited)		January 1, 2007 to December 31, 2007 (Audited)	
	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs	(in EUR)	Rupees in Lacs
Dividend (%)	NIL		NIL		NIL		NIL	
Earning Per Share	0.2	11.96	(0.5)	(29.91)	(1.1)	(65.80)	(0.5)	(29.91)
Return on Net worth (%)	2%		NA		NA		NA	
Book Value per Share	9.8	586.24	8.6	514.45	7.0	418.74	9.6	574.27

Note: Figures in the bracket indicate negative numbers

h) Reasons for fall/rise in Profit After Tax (“**PAT**”) of GIASF:

For the Period Ended June 30, 2010

- Income comprised of interest income and a return amounting to above 27% IRR on one (1) of the investments.
- Expenses consisted mainly of management fees to fund manager. The expenses also included depository, accounting, audit and other professional fees incurred during the normal course of business.

For the Period Ended December 31, 2009

- Income comprised mainly of interest income.
- Expenses consisted mainly of management fees to fund manager. The expenses also included administrator, accounting, audit and other professional fees incurred during the normal course of business.

For the Period Ended December 2008

- Income comprised mainly of interest income. Expenses consisted mainly of management fees to fund manager. The expenses included administrator, accounting, audit and other professional fees incurred during the normal course of business.
- Some set up fees were also recognized.

For the Period Ended December 31, 2007

- The period covered less than a month of operations.
- Income comprised mainly of interest income;
- Expenses consisted mainly of management fees to fund manager. The expenses also included, administrator fees and audit and other professional fees incurred during the normal course of business. Additionally, GIASF incurred set up fees.

i) According to the financials of GIASF for the period ended June 30, 2010, there are no contingent liabilities as on that date.

j) Accounting Policies

Basis of preparation

The financial statements have been prepared in accordance with IFRS.
The financial statements are prepared under the historical cost convention except for financial assets and liabilities at fair value through profit or loss that have been measured at fair value.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of the financial statements are set out below:

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Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories.

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Changes in the fair value of monetary securities denominated in a foreign currency and classified as available for sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences are recognised in equity. Changes in the fair value of other monetary securities classified as available for sale and non-monetary securities classified as available for sale are recognized in equity.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the statement of comprehensive income as 'gains and losses from investment securities'. Interest on available for sale securities calculated using the effective interest method is recognised in statement of comprehensive income. Dividends on available-for-sale equity instruments are recognised in the statement of comprehensive income when the GIASF's right to receive payment is established, unless collectability is in doubt.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active or in the opinion of the directors of GIASF are grossly mispriced by the market (and for unlisted securities), GIASF establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option price models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

- *Financial assets and liabilities at fair value through profit or loss*

The category of financial assets and liabilities at fair value through the profit or loss is sub-divided into:

Financial assets and liabilities held for trading: Financial assets held for trading include equity securities and derivatives. These assets are acquired principally for the purpose of generating a profit from short-term fluctuation in price. All derivatives and liabilities from short sales of financial instruments are classified as held for trading. Derivative financial instruments entered into by GIASF do not meet the hedge accounting criteria as defined by IAS 39. Consequently, hedge accounting is not applied by GIASF.

Financial instruments designated as at fair value through profit or loss upon initial recognition: These include equity securities and debt instruments that are not held for trading. These financial assets are designated on the basis that they are part of a group of financial assets which are managed and have their performance evaluated on a fair value basis, in accordance with risk management and investment strategies of GIASF.

- *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. GIASF includes in this category cash collateral on securities borrowed and other short-term receivables.

- *Other financial liabilities*

This category includes all financial liabilities, other than those classified as at fair value through profit or loss. GIASF includes in this category cash collateral on securities lent and other short-term payables

(ii) Recognition

GIASF recognises a financial asset or a financial liability when, and only when, it becomes a party to the contractual provisions of the instrument.

Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace are recognised on the trade date, i.e., the date that GIASF commits to purchase or sell the asset

(iii) De-recognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is de-recognised where:

- The rights to receive cash flows from the asset have expired; or
- GIASF has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and
- Either (a) GIASF has transferred substantially all the risks and rewards of the asset, or (b) GIASF has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When GIASF has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of GIASF's continuing involvement in the asset

GIASF derecognises a financial liability when the obligation under the liability is discharged, cancelled or expires.

(iv) Measurement

Financial assets and financial liabilities at fair value through profit or loss are recorded in the statement of financial position at fair value. All transaction costs for such instruments are recognised directly in profit or loss. Derivatives embedded in other financial instruments are treated as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contract, and the host contract is not itself classified as held for trading or designated as at fair value through profit or loss. Embedded derivatives separated from the host are carried at fair value with changes in fair value recognised in profit or loss. Loans and receivables and financial liabilities (other than those classified as at fair value through profit or loss) are measured initially at their fair value plus any directly attributable incremental costs of acquisition or issue.

- *Determination of fair value*

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The fair value for financial instruments traded in active markets at the reporting date is based on their last quoted price on the primary market.

- *Impairment of financial assets*

GIASF assesses at each reporting date whether a financial asset or group of financial assets classified as loans and receivables is impaired. Evidence of impairment may include indications that the debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other similar financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred) discounted using the asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss as a *'Credit loss expense'*.

Impaired debts together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to GIASF. If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a previous write-off is later recovered, the recovery is credited to the *'Credit loss expense'*.

Interest revenue on impaired financial asset is recognised using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

- *Offsetting financial instruments*

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. This is generally not the case with master-netting agreements, and the related assets and liabilities are presented gross in the statement of financial position.

(B) Functional and presentation currency

GIASF's functional and presentation currency is the EUR, which is the currency of the primary economic environment in which it operates. GIASF's performance is evaluated and its liquidity is managed in EUR. Therefore, the EUR is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

(C) Foreign currency translation

Transactions during the period, including purchases and sales of securities, income and expenses, are translated at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Foreign currency transaction gains and losses on financial instruments classified as at fair value through profit or loss are included in the statement of comprehensive income as part of the '*Net gain or loss on financial assets and liabilities at fair value through profit or loss*'. Foreign exchange differences on other financial instruments are included in the statement of comprehensive income as '*Net foreign exchange gains /(losses)'.*

(D) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Short-term investments that are not held for the purpose of meeting short-term cash commitments and restricted margin accounts are not considered as 'cash and cash equivalents'.
For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts

(E) Interest revenue and expense

Interest revenue and expense are recognised in the statement of comprehensive income for all interest- bearing financial instruments using the effective interest method.

(F) Dividend revenue and expense

Dividend revenue is recognised when GIASF's right to receive the payment is established. Dividend revenue is presented gross of any non-recoverable withholding taxes, which are disclosed separately in the statement of comprehensive income.

(G) Net gain or loss on financial assets and liabilities at fair value through profit or loss

This item includes changes in the fair value of financial assets and liabilities held for trading or designated upon initial recognition as 'held at fair value through profit or loss' and excludes interest and dividend income and expense.

Unrealised gains and losses comprise changes in the fair value of financial instruments for the period and from reversal of prior period's unrealised gains and losses for financial instruments which were realised in the reporting period.

Realised gains and losses on disposals of financial instruments classified as 'at fair value through profit or loss' are calculated using the weighted average cost method. They represent the difference between an instrument's initial carrying amount and disposal amount, or cash payments or receipts made on derivative contracts (excluding payments or receipts on collateral margin accounts for such instruments).

(*H) Expense recognition*

All expenses are accounted for in the statement of comprehensive income on an accrual basis.

(I) Related parties

Parties are considered to be related to GIASF if they have the ability, directly or indirectly, to control GIASF or exercise significant influence over GIASF in making financial and operating decisions, or vice versa, or where GIASF is subject to common control or common significant influence. Related parties may be individuals or other entities.

(J) Derivative financial instruments

Derivatives are recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at their fair value. Fair values are obtained from quoted market prices in active markets. All derivatives are carried as assets when fair value is positive, and as liabilities when fair value is negative. The fair valuation adjustments are treated through the statement of comprehensive income, with a corresponding current asset or liability financial instrument. Gains and losses on closure of positions are dealt with in the statement of comprehensive income.

(K) Taxation

Income tax on profit or loss for the period comprises current tax. Income tax is recognised in the statement of comprehensive income. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the statement of financial position date.

Deferred tax is provided, using the balance sheet method, for all temporary differences arising between the tax bases and liabilities and their carrying values for financial reporting purposes. Currently enacted tax rates are used to determine the taxable amount.

k) The provisions of Chapter II of the SEBI (SAST) Regulations are not applicable to GIASF, since it does not hold any Shares carrying voting rights in the Target Company.

l) GIASF has not promoted any company

3.3 Disclosure under Regulation 16(ix)

The Acquirer and the PAC do not have any plan to dispose off or otherwise encumber any of the assets of the Target Company in the succeeding two (2) years from the date of closure of the Offer except in the ordinary course of business of the Target

Company. The Acquirer and PAC will not dispose off, sell or otherwise encumber any substantial assets of the Target Company except with the prior approval of shareholders in accordance with applicable law.

3.4 Future plans/strategies of Acquirer/ PAC with regard to the Target Company:

The Acquirer is engaged in the sustainable polyester industry. The Acquirer has acquired several polyester related technologies including the ReNEW Process which is an innovative technology for processing post-consumer PET plastic bottles and other recovered forms of PET for the production of high quality polyester products. The PAC invest in companies that work towards sustenance and improvement of global environment. The Target Company has the necessary infrastructure for manufacturing of polyster yarn from the PET polyster waste that was stalled due to technical problems. The investment in CCPS by the Acquirer helped the Target Company to revive its operations which in turn will enable the Acquirer / PAC to reap the future profits generated by the Target Company.

4. OPTION IN TERMS OF REGULATION 21 (2)

Pursuant to the listing agreement with the BSE ("**Listing Agreement**"), the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis. If the Offer results in the public shareholding in the Target Company being reduced to less than 25%, the Acquirer undertakes to comply with the requirements for continuous listing guidelines set out in the Listing Agreement and bring back the minimum public shareholding to 25% level by adopting any of the following methods permissible under applicable law:

- Issuance of shares to public through prospectus;
- Offer for sale of shares held by promoters to public through prospectus;
- Sale of shares held by promoters through the secondary market; or
- Any other method which does not adversely affect the interest of minority shareholders.

5. BACKGROUND OF THE TARGET COMPANY

a. The Target Company was incorporated on October 6, 1981 under the Companies Act, 1956 under the name and style of "Maskara Polytex Pvt. Ltd." On conversion into a public limited company in the year 1994, the name of the Target Company was changed to "Maskara Polytex Ltd." The name of the Target Company was further changed to "Maskara Industries Ltd." on July 7, 1995 and a fresh certificate of incorporation was received. On June 25, 2001 the name of the Target Company was again changed to "Polygenta Technologies Limited" and a fresh certificate of incorporation was received from the Registrar of Companies Maharashtra, Mumbai. The registered office of the Target Company is situated at 128, Jolly Maker Chambers II, Nariman Point, 400 021.

b. The issued and paid up share capital of the Target Company as on the date of this Letter of Offer is Rs. 12,265.58 lacs comprising of 8,67,67,412 Shares and 3,58,88,353 CCPS. There are no partly paid up Shares in the Target Company. The Target Company has issued 300 OFCDs of Rs.1,00,000/- each convertible at the option of OFCD holder (i.e. IFCI) at a price of Rs.30/- per share (i.e. 10,00,000 equity shares at a price of Rs.30/- each)

c. The present promoters of the Target Company are Mr. Santosh Kumar Maskara, Mr. Subodh Kumar Maskara and Mr. Abhay Kumar Maskara. The Target Company set up its texturising and twisting unit at MIDC, Murbad in the year 1988 initially with installed per annum capacities of 180 MT and 144 MT of texturised and twisted yarn respectively.

d. The Target Company was referred to the Board of Industrial and Financial Reconstruction ("**BIFR**") in May 2001. However, the Target Company's financial position subsequently revived pursuant to financial restructuring which included capital reduction, a one time settlement ("**OTS**") with the historical secured creditors and infusion of capital by investors including the Acquirer. The OTS and other forms of restructuring contributed to the Target Company's restoration to a positive Net Worth as on December 31, 2008. Accordingly, the Target Company filed a petition with Appellate Authority for Industrial and Financial Reconstruction for de-registration from the BIFR. Eventually, the Target Company's petition was accepted and it was released from the BIFR's jurisdiction in July 2009.

e. On June 9, 2009, the Acquirer entered into the Technology License Agreement with the Target Company. Pursuant to the said agreement, the Acquirer has granted the Target Company a worldwide exclusive license for the use of the Acquirer's sustainable polyester production technology to be applied towards production and commercialization of textile filament and fibre products.

f. The Target Company's plant is located at Block Nos 265 & 266 (2), Village Avankhed, Tehsil Dindori, Nasik district, Maharashtra. The Target Company has commenced the integration of a unit which recycles post-consumer PET bottles as a feedstock for polyester yarn.

g. In the Extra-ordinary General Meeting of shareholders of the Target Company held on [August 28, 2010], shareholders approved the reclassification of authorised share capital of the Target Company from Rs. 155,00,00,000 (Rupees one hundred fifty five crores) divided into 3,00,00,000 equity shares of Rs. 10 each and 12,50,00,00 compulsory convertible preference shares of Rs. 10 each to Rs 155,00,00,000 (Rupees one hundred fifty five crores) divided into 12,50,00,000 equity shares of Rs.10 each and 3,00,00,000 compulsory convertible preference shares of Rs.10 each. Pursuant to the Board Meeting dated September 20, 2010 the Board has reclassified the Authorised share capital into 9,50,00,000 equity shares of Rs. 10/- each and 6,00,00,000 CCPS of Rs. 10/- each. Further reclassification is to take place on the date to be decided by the board of directors of the Target Company on the receipt of notice of conversion of CCPS by respective shareholders.

h. The details of the present equity share capital structure of the Target Company is as follows:

Paid-up Shares	No. of equity shares/voting rights	% of paid up capital
Fully paid up Shares	8,67,67,412	100.00
Partly paid up Shares	Nil	-
Total paid up Shares	8,67,67,412	100.00
Total voting rights in the Target Company	**8,67,67,412**	**100.00**

i. Details of share capital build-up of the Target Company since inception till the date of Letter of Offer are as under:

Date of Allotment	No. of Shares issued	% of Shares issued	Cumulative paid up capital	Mode of Allotment	Identity of the Allottees	Status of Compliance*
October 6, 1981	2020	0.01	2020	Cash	Subscribers to the Memorandum of Association promoter and promoter group	Complied
September 13, 1982	22980	0.12	25000	Cash	Private Placement promoter and promoter group	Complied
March 15, 1988	51000	0.26	76000	Cash	Private Placement promoter and promoter group	Complied
April 5, 1988	51000	0.26	127000	Cash	Private Placement promoter and promoter group	Complied
May 31, 1988	123000	0.63	250000	Cash	Private Placement promoter and promoter group	Complied
September 13, 1988	20000	0.10	270000	Cash	Private Placement promoter and promoter group	Complied
April 22, 1989	20000	0.10	290000	Cash	Private Placement promoter and promoter	Complied

					group	
March 29, 1991	157000	0.81	447000	Cash	Private Placement promoter and promoter group	Complied
April 18, 1991	63000	0.32	510000	Cash	Private Placement promoter and promoter group	Complied
September 5, 1991	50000	0.26	560000	Cash	Private Placement promoter and promoter group	Complied
April 04, 1994	40000	0.21	600000	Cash	Private Placement promoter and promoter group	Complied
August 29, 1994	1200000	6.18	1800000	Bonus	All allottees	Complied
February 21, 1995	1200000	6.18	3000000	Cash	Public Issue promoter and promoter group – 450000 Public – 750000	Complied
August 10, 1998	11429188	58.82	14429188	Cash	3,988,100 Shares issued to promoters and balance to Others	Complied
November 28, 1998	5000000	25.73	19429188	Cash	Issued to IFCI group as per the underwriting arrangement	Complied
	19429188	100.00				
Capital Reduction						
October 12, 2009	-	100.00	1942918	-	Capital reduction as per High Court order dated September 18, 2009	Complied
September 20, 2010	71824494	82.78	73767412	Cash	Shares allotted to AlphaPET LTd. pursuant to conversion of CCPS	Complied
October 26, 2010	13000000	14.98	86767412	Cash	Shares allotted to LESS PERT pursuant to conversion of CCPS	Complied

* The compliance mentioned above is filing of Form 2 with Registrar of Companies, getting the Shares listed with the respective stock exchange and compliance with applicable provisions of the SEBI (SAST) Regulations.

The Changes in the promoter shareholding since 1997 are as under:

Date	Mode of Acquisition	Name of the Acquirer	No. of Shares (FV Rs. 10/-)	% to the paid-up shares	Name of the Seller	No. of Shares (FV Rs. 10/-)	% to the paid-up shares	cumulative	% to the paid-up shares
1997	**Opening**		650840	3.35		-	-	650,840	3.35
15/07/1997	Transfer	Mr. Subodh	117500	0.60	Mr. Sreelal	117500	0.60	768,340	3.95

		Maskara			Maskara				
15/07/1997	Transfer	Mr. Santosh Maskara	45000	0.23	S L Maskara & Sons	45000	0.23	813,340	4.19
15/07/1997	Transfer	Mr. Santosh Maskara	91000	0.47	Ms. Tribenidevi Maskara	91000	0.47	904,340	4.65
10/08/1998	Preferential Allotment	Mr. Subodh Maskara	690200	3.55	NA	-	-	1,594,540	8.21
10/08/1998	Preferential Allotment	Mr. Santosh Maskara	401800	2.07	NA	-	-	1,996,340	10.27
10/08/1998	Preferential Allotment	Mr. Abhay Maskara	646800	3.33	NA	-	-	2,643,140	13.60
15/10/2008	Transfer	Mr. Subodh Maskara	18130	0.09	Ms. Tribenidevi Maskara	18130	0.09	2,661,270	13.70
15/10/2008	Transfer	Mr. Santosh Maskara	100	0.00	Ms. Tribenidevi Maskara	100	0.00	2,661,370	13.70
15/10/2008	Transfer	Mr. Subodh Maskara	16400	0.08	Mr. Sreelal Maskara	16400	0.08	2,677,770	13.78
15/10/2008	Transfer	Mr. Subodh Maskara	3600	0.02	S L Maskara & Sons	3600	0.02	2,681,370	13.80
18/09/2009	**Capital reduction as per High Court order dated 18/09/2009 (1 Equity Share issued against 10 Equity Shares)**							**268,137**	

Details of inter- se transfer Since 1997 :

Date	Mode of Acquisition	Name of the Acquirer	No. of Shares (FV Rs. 10/-)	% to the paid-up shares	Name of the Seller	No. of Shares (FV Rs. 10/-)	% to the paid-up shares	cumulative	% to the paid-up shares
15/07/1997	Transfer	Mr. Subodh Maskara	117500	0.60	Mr. Sreelal Maskara	117500	0.60	117,500	0.60
15/07/1997	Transfer	Mr. Santosh Maskara	45000	0.23	S L Maskara & Sons	45000	0.23	162,500	0.84
15/07/1997	Transfer	Mr. Santosh Maskara	91000	0.47	Ms. Tribenidevi Maskara	91000	0.47	253,500	1.30
15/10/2008	Transfer	Mr. Subodh Maskara	18130	0.09	Ms. Tribenidevi Maskara	18130	0.09	271,630	1.40
15/10/2008	Transfer	Mr. Santosh Maskara	100	0.00	Ms. Tribenidevi Maskara	100	0.00	271,730	1.40
15/10/2008	Transfer	Mr. Subodh Maskara	16400	0.08	Mr. Sreelal Maskara	16400	0.08	288,130	1.48
15/10/2008	Transfer	Mr. Subodh Maskara	3600	0.02	S L Maskara & Sons	3600	0.02	291,730	1.50
18/09/2009	**Capital reduction as per High Court order dated 18/09/2009 (1 Equity Share issued against 10 Equity Shares)**							**29,173**	

j. Details of preference share capital build up of the Target Company as on the date of this Letter of Offer are as under:

Sr. No.	Name of Allottee	Number and nature of securities Issued	Number of Shares to be issued upon conversion of the securities	Due Date for conversion	Expiry of Lock-in Date
1.	AlphaPET Ltd.	17,13,04,462 CCPS 3,73,21,266 CCPS	6,69,91,598 3,73,21,266	October 26, 2010 March 20, 2011	April 26, 2010 September 20, 2010

2.	LESS RPET Limited	86,04,955 CCPS 50,45,028 CCPS	86,04,955 50,45,028	October 26, 2010 March 20, 2011	April 26, 2010 September 20, 2010
3.	IFCI Limited ("**IFCI**")	25,00,000 CCPS	25,00,000	March 20, 2011	September 20, 2010
4.	SICOM Limited	2,50,000 CCPS	2,50,000	March 20, 2011	September 20, 2010
	Total		**12,07,12,847**		

k. During the year 2009-2010, as partial consideration under its OTS with IFCI, the Target Company issued 300 OFCDs to IFCI. The said OFCDs are entitled to (i) be converted into 10,00,000 Shares of Rs. 10/- each at premium of Rs. 20/- per Share (i.e. Rs. 30.00 per Share) at the option of IFCI between September 20, 2010 and March 20, 2011 or (ii) to be redeemed at the option of IFCI on March 20, 2011. The conversion of OFCDs by IFCI shall be subject to the applicability of SEBI (SAST) Regulations if the shares so acquired exceed the creeping limit.

l. The conversion of Balance CCPS into Shares by the Acquirer shall be subject to the applicability of SEBI (SAST) Regulations.

m. The Shares of the Target Company are listed on BSE and presently traded in the 'Trade to Trade' category at BSE.

n. The total outstanding equity share capital of the Target Company is not subject to lock in. The outstanding CCPS and OFCDs are also not subject to lock-in.

o. Except as stated below in paragraph (p), the Target Company and its promoters have complied with the provisions of Chapter II of the SEBI (SAST) Regulations.

p. The Target Company and its promoters complied with provisions of Chapter II of the SEBI (SAST) Regulations by opting for SEBI Regularization Scheme 2002 from the year 1997 till the year 2002. Further there was a delay of 365 days in complying with Regulation 8(3) of the SEBI (SAST) Regulations for the year ended March 31, 2003. Accordingly, SEBI may initiate suitable action against Target Company for non-compliance under the provision of Chapter II of the SEBI (SAST) Regulation 1997 made in the year 2003.

q. As on the date of this Letter of Offer, apart from the Acquirer, there are no other major shareholders in the Target Company.

r. There are no punitive actions taken by any of the stock exchanges against the Target Company.

s. The board of directors of the Target Company comprises the following:

Name, Age, Address and Designation	Experience (Years)	Area of Experience	Qualification	Date of Appointment /re-appointment	Other Directorship
Mr. Subodh Maskara 44 Years 48/49, Prabhat, Warden Road, Mumbai: 400026 Chairman	22	Entrepreneur	J L Kellog Graduate School, US: Master of Management Degree, Majors in Finance, Strategy and International Business Bombay University: Master of Commerce degree in Management, Bachelor of	June 10, 1992	• Maskara Textiles Pvt. Ltd. • Maskara Filaments Pvt. Ltd. • Choti Production Company Pvt. Ltd.

Name, Age, Address and Designation	Experience (Years)	Area of Experience	Qualification	Date of Appointment /re-appointment	Other Directorship
			Commerce degree in Accounting and Finance		
Mr. Marc Lopresto 55 Years 128, Jolly Maker Chambers II, Nariman Point, Mumbai – 400 021 Chief Executive Officer	24	Finance	MBA	20/09/2010	• GFS Capital (UK) Limited
Vinit K. Baid 35 years Layout, Kalyan Nagar, Bangaluru – 560 043 Director	14	Finance and Accounts	B Com and Intermediate CA	October 31, 2007	• Fuji Steel Industries Ltd.
Fredrik Wijkander 47 years Gudrunsvagen 15, Bromma, Stockholm, Sweden-16773 Director	26	Management sales in telecom and telecom equipments	MSC Mechanical Engineering	January29, 2010	• NS India Holding AB
Ms. Awadesh Kumar 39 Years 102, Blue Diamond Apts, Juhu Tara Road, Santacruz (West), Mumbai: 49 Nominee Director	14	Project Finance & NPA recovery	MBA Finance	August 28, 2010	• None
Mr. Vasantha Govindan 32 Years A-402 Sarnath, Upper Goveind Nagar, Malad (East), Mumbai – 400 097 Nominee Director	10	Asst. Vice President at SUUTI working for the administrators of SUUTI	Post Graduation Diploma in Business Management	August 13, 2009	• Jenson & Nicholson India Ltd. • Globsyn Technology Ltd.

t. There are no representatives of the Acquirer/ PAC, on the board of directors of Target Company except Mr. Subodh Maskara who is a director of the Acquirer.

u. There has been no merger / de-merger or spin off in the Target Company during the past three (3) years.

v. Brief certified financial details of the Target Company for the three (3) months period ended June 30, 2010 and audited financial details of the Target Company for last three (3) years are as follows:

(Rs. in Lacs)

Profit and Loss Statement	**For the 3months period ended June 30, 2010 (3 months)**	**For the Year Ended**		
		From January 1, 2009 to March 31, 2010 (15 months)	**From April 1, 2008 to December 31, 2008 (9months)**	**From April 1, 2007 to March 31, 2008 (12 months)**
	(Certified)	(Audited)	(Audited)	(Audited)
Exchange Difference	567.45	1274.36	6.47	-
Service charges		-	-	84.71
Other Income	50.89	68.27	17.88	73.41
Total Income	618.34	1342.63	24.35	158.12
Total Expenditure	108.51	999.70	298.24	474.94
Prior Period expenses	-			5.00
Profit/(Loss) Before Depreciation Interest and Tax	509.83	342.93	(273.89)	(321.82)
Depreciation	56.13	318.21	194.50	280.83
Interest	8.62	81.25	42.41	43.51
Profit/(Loss) Before Tax	445.09	(56.52)	(510.80)	(636.16)
Provision for Tax	-	496.44	(1407.57)	2.98
Profit/(Loss) After Tax	445.09	(552.96)	896.76	(639.14)

(Rs. in Lacs)

Balance Sheet Statement	**As at June 30, 2010 (3 months)**	**As at**		
		As at March 31, 2010 (15 months)	**As at December 31, 2008 (9 months)**	**As at March 31, 2008 (12 months)**
	(Certified)	(Audited)	(Audited)	(Audited)
Sources of funds				
Paid-up equity Share Capital	194.29	194.29	1942.92	1942.92
Reserves and Surplus (excluding revaluation reserve)	282.16	282.16	282.16	282.16
Profit & Loss A/c Debit Balance	71.05	(374.03)	(1569.69)	(2215.59)
Net worth	547.50	102.42	655.39	9.49
Advance against share application money	-	-	4234.03	-
CCPS	12071.28	12071.28	-	-
Secured Loan	9000.00	9546.00	575.00	575.00
Unsecured Loan	3232.10	3009.39	3731.15	3041.03
Total	**24850.88**	**24729.09**	**9195.57**	**3625.52**
Uses of Funds				
Net Fixed Assets	2504.52	2560.66	2578.31	2543.80
Capital Work in progress	19951.39	18561.69	4430.32	347.86
Assets hold for disposal	23.38	23.38	93.29	467.35
Net Current Assets	1446.66	2658.43	677.76	266.51
Deferred Tax Assets	924.93	924.93	1415.89	-
Total	**24850.88**	**24729.09**	**9195.57**	**3625.52**

Other Financial Data	For the 3months period ended June 30, 2010			
		From January 1, 2009 to March 31, 2010 (15 months)	From April 1, 2008 to December 31, 2008 (9 months)	From April 1, 2007 to March 31, 2008 (12 months)
	(Certified)	(Audited)	(Audited)	(Audited)
Dividend (%)	NIL	NIL	NIL	NIL
Earnings Per Share	0.37#	(4.29)	4.62	(3.29)
Return on Net worth	NA	NA	136.8	NA
Book Value per Share (in Rs.)	28.17	5.27	3.37	0.05

diluted EPS

Note: Figures in the bracket indicate negative numbers

The Target Company is not a sick industrial unit within the meaning of clause (O) of sub-section (1) of the Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.

w. **Reasons for fall/rise in PAT of the Target Company:**

Fifteen (15) month period ending March 31, 2010

For the fifteen (15) month period ending March 31, 2010, the Target Company recorded a loss after exceptional items of Rs. 552.9 lacs. This loss was incurred notwithstanding a foreign exchange gain of Rs. 1,274.3 lacs from a revaluation of the Target Company's Euro 15 million ECB loan. Primary costs offsetting this gain included staff costs and other expenses relating to the execution of the capital project (Rs. 898.3 lacs), a deferred tax provision (Rs. 491.0 lacs), depreciation (Rs. 318.2 lacs), and interest and share issuance expenses (Rs. 182.4 lacs).

Nine (9) Month period ending ^{t} December 31, 2009

For the nine (9) month period ending December 31, 2008, the Target Company's profit after tax after exceptional items was Rs. 645.9 lacs. Apart from staff costs and other expenses related to the initiation of the capital project (Rs. 298 lacs), this result reflected primarily recognition of a deferred tax asset (Rs. 1,415.9 lacs) and a write down of assets selected for disposal (Rs. 250.9 lacs).

Twelve (12) Month period ending 31st March 31, 2008

For the twelve (12) month period ending March 31, 2008, the Target Company's profit after tax and exceptional items was Rs. 7,548.9 lacs. This included the beneficial impact of the one-time settlement executed with its secured creditors of Rs. 8,188.0 lacs. Excluding this exceptional item, the Target Company incurred a loss of Rs. 639 lacs consisting of primarily staff costs and other expenses (Rs. 518.4 lacs) and depreciation (Rs. 280.8 lacs).

x. A) The pre and post-Offer shareholding pattern of the Target Company assuming full acceptance on fully diluted basis as on date of PA is as follows:

Shareholders	No. of shareholders	Shareholding & Voting rights prior to the agreement/acquisition and the Offer		Shares/Voting rights acquired which triggered the Regulations		Shares/Voting rights acquired pursuant to possible conversion of all convertible securities		Shares or Voting Rights for which Offer is given (assuming full acceptance)		*Shares or Voting Rights after the acquisition and offer	
		A		B		C		D		E=(A+B+C+D)	
		No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1)Promoter & promoter group											
a) Promoters	3	268137	13.80							Nil	Nil
b) Promoters other than above	9	343863	17.70							Nil	Nil
Sub Total	**12**	**612000**	**31.50**							Nil	Nil
2)Acquirer/PAC				71824494	58.08	32488370	26.27	24731153	20%	12,36,55,765	100.00
Sub Total				**71824494**	**58.08**	**32488370**	**26.27**	**24731153**	**20%**	12,36,55,765	100.00
3. Parties to agreement other than 1(a) and (2)										Nil	Nil
4. Public (Other than acquirers, parties to the agreement and persons in promoter group										Nil	Nil
a. - Financial Institutions / Banks/Mutual Funds/UTI/Bodies Corporate	32	740698	38.12								
b) Others	1081	590220	30.38			17399983	14.07				
Sub Total (4 (a+b)	1113	1330918	68.50			17399983	14.07	(2,47,31,153)	(20.00)	Nil	Nil
Total (1+2+3+4)	**1125**	**19,42,918**	**100.00**	**7,18,24,494**	**58.08#**	**4,98,88,353**	**40.34#**	**-**	**-**	**12,36,55,765**	**100.00**

*Note: As required under Regulation 21 of the SEBI (SAST) Regulations, this Offer is made to acquire 2,47,31,153 Shares constituting 20% of the Share Capital. Taking into account holding of Acquirer/PAC on fully diluted basis and assuming all shareholders except Acquirer/PAC tender their Shares in the Offer, the maximum number of Shares that can be acquired would be 1,93,42,901 Shares. In such an event the post offer shareholding of Acquirer/PAC would be 100% of the Share Capital.

#percentage to total capital post conversion

B) The pre and post-Offer shareholding pattern of the Target Company after considering the equity shares allotted to LESS RPET post conversion of CCPS and assuming full acceptance on fully diluted basis as on date of this Letter of Offer is as follows:

Shareholders	**No. of shareholders**	**Shareholding & Voting rights as on date**		**Shares/Voting rights acquired which triggered the Regulations**		**Shares/Voting rights acquired pursuant to possible conversion of all convertible securities**		**Shares or Voting Rights for which Offer is given (assuming full acceptance)**		***Shares or Voting Rights after the acquisition and offer**	
		A		**B**		**C**		**D**		**E**	
		No. of shares	**%**	**No. of shares**	**%**	**No. of shares**	**%**	**No. of shares**	**%**	**No. of shares**	**%**
1)Promoter & promoter group											
a) Promoters	3	268137	0.31							106636**	0.09
b) Promoters other than above	8	342363	0.39							Nil	Nil
Sub Total	**11**	**610500**	**0.70**							106636	0.09
2)Acquirer/PAC	1	71824494	82.78	71824494	58.08	32488370	26.27	24731153	20%	123387628	99.78
Sub Total	**1**	**71824494**	**82.78**	**71824494**	**58.08**	**32488370**	**26.27**	**24731153**	**20%**	123387628	99.78
3. Parties to agreement other than 1(a) and (2)										Nil	Nil
4. Public (Other than acquirers, parties to the agreement and persons in promoter group										Nil	Nil
a. - Financial Institutions / Banks/Mutual Funds/UTI/Bodies Corporate	34	695441	0.80								
b. LESS RPET	1	13000000	14.98			649983	0.53			Nil	Nil
c. Others	1096	636977	0.0.74			3750000	3.03			161501**	0.13
Sub Total = 4 (a+b+c)	1131	14332418	16.52			4399983	3.56	(24731153)	(20.00)	Nil	Nil
Total (1+2+3+4)	**1143**	**86767412**	**100.00**	**71824494**	**58.08#**	**36888353**	**29.83#**	**-**	**-**	**123655765**	**100.00**

*Note: As required under Regulation 21 of the SEBI (SAST) Regulations, this Offer is made to acquire 2,47,31,153 Shares constituting 20% of the Share Capital. Taking into account holding of Acquirer/PAC on fully diluted basis and assuming all shareholders except Acquirer/PAC and existing promoters tender their Shares in the Offer, the maximum number of Shares that can be acquired would be 1,90,74,764 Shares. In such an event the post offer shareholding of Acquirer/PAC would be 99.78% of the Share Capital.

#percentage to total capital post conversion

** The existing promoters have confirmed that they will not tender any shares in the open offer. Besides Mr. Subodh Maskara, other two promoters i.e. Mr. Santosh Maskara and Mr. Abhay Maskara cease to be promoters of the Target Company after closure of the Open Offer.

y. Upon conversion of CCPS by the Acquirer, the shareholding of the promoters of the Target Company shall be 0.36% of the Share Capital.

z. The Target Company has been regular in complying with the relevant provisions of Chapter II of SEBI (SAST) Regulations.

aa. Pending litigations pertaining to the Target Company are as follows:

The excise authorities have issued a show cause cum demand notice (bearing no. F. No. V(39)15-34/polygenta/2010) dated August 9, 2010 to the Target Company. As per the said notice, the concerned authorities have demanded a duty of Rs. 3,07,35,285 for the period from July 2009 to February 24, 2010 by disallowing the Target Company to avail central value added tax credit on goods which were used to manufacture DTY. Further the excise authorities are also disallowing Rs. 44,884/- input credit and Rs.76,588/- service tax credit availed by the Target Company in relation to manufacture PET Flakes.

The Target Company proposes to file a reply to the show cause notice.

bb. The Target Company has complied with provisions of the corporate governance as per clause 49 of the listing agreement.

cc. Mr. Paresh Damania is the Compliance Officer. The details are as given below:

Mr. Paresh Damania
Compliance Officer & Company Secretary
Polygenta Technologies Limited
128, Jolly Maker Chambers II,
Nariman Point, Mumbai- 400 021
Tel: +91 22 22822070
Fax: +91 22 22822096
Email: pdamania@polygenta.com

6. OFFER PRICE

Justification of Offer Price:

a) The Shares of the Target Company are listed on the BSE.

b) Trading data of the Shares of the Target Company on the BSE is as follows:

Particulars		BSE
Total number of Shares traded during the six (6) calendar months prior to the month in which the Public Announcement was made	:	9,052
Total number of Shares listed	:	19,42,918
Annualized trading turnover (% of total listed Shares)	:	0.47

Source: BSE website (www.bseindia.com)

Since the annualized trading turnover for the Target Company for the six (6) calendar months prior to the month of the Public Announcement is less than 5% of total listed Shares, the Shares are deemed to be infrequently traded as per explanation (i) to Regulation 20(5) of the Regulations.

c) Accordingly, the Offer Price of Rs. 10/- per Share has been determined as per Regulation 20(5) of the Regulations taking into account the following factors:

(i)	The negotiated price being the price paid at the time of allotment of each CCPS	Rs. 10/- per Share
(ii)	Highest price paid by the Acquirer/PAC for acquisitions including by way of allotment in a public or rights issue or preferential issue, if any, during the twenty-six (26) weeks period prior to	Not Applicable

	the date of the PA	
(iii)	Other Parameters (Based on fifteen (15) months audited accounts as on March 31, 2010):	
	Return on Networth (RONW) (%)	(4.5)
	Book Value Per Share (BV) (Rs.)	5.27
	Earning Per Share (EPS)(Rs.)	(4.29)
	P/E	N.A.

d) In terms of Regulation 20(5) of the Regulations, the Offer Price of Rs. 10/- per Share is therefore justified as being highest of the above presented parameters. Further since equity shares pursuant to the conversion of CCPS are also allotted at a price of Rs. 10/- per equity share, the offer price is justified.

e) There is no non-compete agreement.

f) The Offer Price will not be less than the highest price paid by the Acquirer, if for any further acquisition of Shares of Target Company from the date of the Public Announcement upto seven (7) working days prior to the closure of Offer.

7. FINANCIAL ARRANGEMENT

a) Assuming full acceptance, the maximum consideration payable under the Offer shall be Rs. 2473.11 lacs.

b) By way of security for the performance of its obligations under the Offer and in terms of Regulation 28 of the Regulations, the Acquirer has deposited an amount of Rs. 1381.21 lacs ("**Escrow Amount**") with IDBI Bank Limited having its office at 224- A, 2nd Floor, Mittal Court-A Wing, Nariman Point, Mumbai – 400021, (the "**Escrow Agent**") in an escrow account (the "**Escrow Account**"). The Escrow Amount constitutes 55.85% of the total consideration payable under the Offer and is more than the minimum amount required to be kept in escrow under Regulation 28 of the SEBI (SAST) Regulations. A lien has been marked on the Escrow Account in favour of the Manager to the Offer in terms of the escrow agreement dated August 25, 2010 entered into inter-alia between the Acquirer, the Escrow Agent and the Manager to the Offer.

c) The Acquirer and PAC have confirmed that the funds lying in the Escrow Account will be utilized exclusively for the purpose of the Offer. The Acquirer and the PAC have empowered the Manager to the Offer to realize the value of the aforesaid Escrow Account in terms of the Regulation 28(5) of the SEBI (SAST) Regulations.

d) The firm arrangement for financial resources required to implement the offer is already in place which is being funded by internal resources of the Acquirer through the funds remitted from Mauritius.

e) As per the certificate dated August 26, 2010 issued by M/s Roy, Servansingh and Associates, Chartered Accountants, having their Office at 3rd Floor, Bank of Baroda Building, Sir William Newton Street, Port Louis, Mauritius Tel. No.: (230)- 208- 4335, the Net Worth of the Acquirer as on June 30, 2010 is Rs. 3235.8 lacs. Further, the Acquirer has immediate access to liquid assets of atleast a sum of Rs. 5940 lacs, which it believes to be sufficient to consummate this Offer in accordance with the terms thereof. The Acquirer has confirmed that it has adequate resources to meet the financial requirements of the Offer.

f) On basis of the above, the Manager to the Offer has satisfied itself that Acquirer and the PAC have adequate and firm financial arrangements to implement the Offer in accordance with the Regulations.

8. TERMS AND CONDITIONS OF THE OFFER

a) All Shares tendered and accepted under the Offer up to 2,47,31,153 Shares will be acquired by the Acquirer, subject to the terms and conditions set out in this Letter of Offer. All necessary requirements for the valid transfer of the Shares will be a pre-condition for valid acceptance.

b) The Manager to the Offer shall ensure that there is no discrimination in the acceptance of locked-in and non locked-in Shares. The locked-in Shares shall be transferred to the Acquirer subject to the continuation of the residual lock-in in the hands of the Acquirer.

c) The Acquirer will acquire the Shares which are free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights declared hereafter. Shares that are subject to any charge, lien or encumbrance are liable to be rejected. Applications in respect of Shares that are the subject matter of litigation wherein Shareholders may be prohibited from transferring the Shares during the pendency of the said litigation are liable to be rejected if directions / orders permitting transfer of these Shares are not received together with the Shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

d) **Eligibility for accepting the Offer:** The Letter of Offer specifying the detailed terms and conditions of this Offer together with form of acceptance cum acknowledgement ("**Form of Acceptance cum Acknowledgement**"), form of withdrawal ("**Form of Withdrawal**") and Transfer Deed ("**Transfer Deed**") (applicable to Shareholders holding Shares in physical form) will be mailed to Shareholders of the Target Company whose names appear on the register of members of the Target Company and to the beneficial owners of Shares in dematerialized form whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Specified Date. However, all persons who own Shares at any time prior to the closure of the Offer are also eligible to participate in the Offer whether or not they are registered Shareholders.

e) The acceptance of the Offer is entirely at the discretion of Shareholders and each Shareholder to whom the Offer is being made, is free to offer his shareholding in the Target Company, in whole or in part while accepting the Offer.

f) **Statutory Approvals and Conditions of the Acquisition and the Offer**

1. The acquisition of Shares under this Offer is subject to receipt of the approval of the RBI under the FEMA and the rules and regulations issued thereunder. The Acquirer has made an application to the RBI vide its letter dated September 21, 2010 to seek approval for acquisition of Shares under this Offer. Other than the aforesaid approval, there is no other approval, statutory or otherwise, required under the Companies Act, 1956 and the FEMA and /or any other applicable laws. If any other statutory approvals become applicable, the Offer would be subject to such statutory approvals. The Acquirer will have the right not to proceed with the Offer and withdraw the same in terms of Regulation 27 of the SEBI (SAST) Regulations in the event that any of the statutory approval(s) contemplated above are refused.

2. It may be noted that in case of non-receipt of statutory approvals within time, SEBI has the power to grant an extension of time to the Acquirer for payment of consideration to Shareholders subject to the Acquirer agreeing to pay interest for the delay, as directed by SEBI under Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will also become applicable.

3. To the best of the knowledge of the Acquirer and the PAC, neither the Acquirer nor the PAC requires any approvals from financial institutions or banks for the Offer.

g) Subject to the conditions governing this Offer as mentioned herein, the acceptance of this Offer by Shareholders of the Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional and incomplete in any respect will be rejected without assigning any reason whatsoever.

h) Shareholders who hold Shares in physical form and who wish to tender their Shares will be required to send the Form of Acceptance cum Acknowledgement, duly signed and completed in the manner specified therein together with all the necessary documents, as specified in the section of this Letter of Offer entitled "Procedure for Acceptance and Settlement", to the Registrar to the Offer at address mentioned under paragraph 9 of this Letter of Offer, either by hand delivery during business hours or by registered post so that the same are received on or before the closing date of the Offer i.e. November 27, 2010.

i) In respect of dematerialised Shares, the credit for the Shares tendered must be received in the Special Depository Account of the Registrar to the Offer (as specified in paragraph 9.1(a)) on or before 5.00 p.m. Indian Standard Time on November 27, 2010.

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

k) Accidental omission to dispatch this Letter of Offer or any further communication to any person to whom this Letter of Offer is or should be made or the non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.

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

m) Barring unforeseen circumstances and factors beyond their control, the Acquirer intends to complete all formalities pertaining to the purchase of Shares, including despatch payment of consideration to Shareholders who have accepted the Offer, by December 11, 2010.

n) Shareholders who have sent their Shares for dematerialization need to ensure that the process of getting Shares dematerialized is completed well in time so that the credit in the Special Depository Account of the Registrar to the Offer should be received on or before the date of closure of the Offer, i.e. November 27, 2010, else the application would be rejected.

o) The Acquirer and the PAC are permitted to revise the Offer Size upward up to seven (7) working days prior to the date of closure of the Offer. In the event of such a revision, an announcement will be made in the same newspapers in which the PA has appeared and the revised Offer price would be paid for all validly accepted Shares tendered anytime during the Offer.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

9.1 Procedure for accepting the Offer by eligible persons

a) Shareholders of the Target Company who qualify and who wish to avail of this Offer will have to deliver the relevant documents as mentioned at point (a), (b) and (c) below, as applicable, to the Registrar to the Offer at address mentioned below, by hand delivery or registered post between 10.30 am. to 5.00 pm on all working days i.e. other than Sundays and public holidays in accordance with the instructions specified in this Letter of Offer and Form of Acceptance cum Acknowledgement.

Mondkar Computers Pvt Limited
21, Shakil Niwas, Opp: Satya Saibaba Temple
Mahakali Caves Road, Andheri East, Mumbai 400093
Tel: 022 2820 7203-05 , 28257641, 28262920
Fax: 022 2820 7207
Email: info@mondkarcomputers.com
SEBI Registration No: INR 000004082
Contact Person: Mr. Ravindra Utekar

b) For Shares held in dematerialized form:

For the purpose of the Offer a special depository account ("**Special Depository Account**") has been opened by Registrar to the Offer in the name and style of **"MCPL Escrow Account Polygenta Technologies Ltd. - Open Offer"** with the Depository Participant in CDSL. Shareholders holding Shares in dematerialized form are required to deliver the following documents:

i. Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein by sole/joint Shareholders whose name(s) appear in the beneficiary account in the same order therein. The Form of Acceptance cum Acknowledgment has to be tendered by the beneficial holder of Shares only. In case of non-receipt of the aforesaid documents, but receipt of Shares in the Special Depository Account, the offer shall be deemed to have been accepted.

ii. Photocopy of the delivery instruction slip in "off-market" mode or counterfoil of the delivery instruction slip in "off-market" mode, duly acknowledged by the beneficial owners depository participant.

iii. For each delivery instruction the beneficial owner should submit separate Form of Acceptance cum Acknowledgment.

iv. The details of the Special Depository Account opened for this purpose are as under:

Name of the Depository	Central Depository Services (India) Limited
DP Name	Keynote Capitals Limited
DP ID Number	12024300
Beneficiary Account Number	00019301
Name and style of the Account	MCPL ESCROW ACCOUNT POLYGENTA TECHNOLOGIES LTD – OPEN OFFER

v. Shareholders having their beneficiary account in NSDL have to use inter depository delivery instruction for the purpose of crediting their Shares in favour of Special Depository Account with CDSL. The ISIN number allotted to Shares of the Target Company is INE441D01020.

vi. Shareholders who have sent their physical Shares for dematerialisation need to ensure that the process of getting Shares dematerialised is completed well in time so that the credit in the Special Depository Account is received on or before closure of Offer.

c) For Shares held in physical form

Registered Shareholders should enclose:

i. Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by sole/joint Shareholders whose name(s) appear(s) on the Share certificate(s) and in the same order in which they appear in the register of Shareholders and as per the specimen signature lodged with the Target Company.
ii. Original Share certificate(s)
iii. Valid Transfer Deed duly signed as transferors by all registered Shareholders (in case of joint holdings), in the same order and as per the specimen signatures registered with and duly witnessed at the appropriate place. The Transfer Deed should be left blank, except for the signatures as mentioned above. Attestation, where required (thumb impressions, signature differences, etc) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.

In case of registered Shareholders, the Offer shall be deemed to be accepted upon receipt of the Share certificates and the duly completed Transfer Deed despite non receipt of the aforesaid documents. Notwithstanding that the signature(s) of the transferor(s) has/have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, such Shares are liable to be rejected under this Offer even if the Offer has been accepted by a bona fide owner of such Shares.

d) Unregistered owners of Shares should enclose:

i. Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
ii. Original Share certificate(s)
iii. Original broker contract note of a registered broker of a recognized stock exchange.
iv. Valid Transfer Deed as received from the market. The details of the buyer should be left blank. If the details of the buyer are filled in, the tender will not be valid under the Offer. Acquirer's name will be subsequently filled in upon verifying the validity of the share Transfer Deed. All other requirements for valid transfer (including matching of signature(s)) will be preconditions for acceptance.
v. The acknowledgement received, if any, from the Target Company in case the Shares have been lodged with the Target Company.
vi. No indemnity is needed from unregistered Shareholders.

e) Persons eligible to participate in the Offer who own Shares at any time before the closure of the Offer, are eligible to participate in the Offer anytime and can transfer the Shares even if they are subject to lock-in. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating their name, address, number of Shares held, number of Shares offered, distinctive numbers, folio number, together with the original Share certificate(s), valid Transfer Deeds and the original contract notes issued by the broker through whom they acquired their Shares. No indemnity is required from unregistered owners. Unregistered owners, if they so desire, may also apply in the Form of Acceptance cum Acknowledgement downloadable from SEBI's website (www.sebi.gov.in). If the signature of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, Shares tendered by such unregistered owners are liable to be rejected under the Offer even if the Offer has been accepted by a bona fide owner of such Shares.

f) Shareholders participating in the Offer should also provide all relevant documents, which are necessary to ensure transferability of the Shares in respect of which the application is being sent. Such documents may include, but are not limited to:

- duly attested death certificate and succession certificate/ probate/ letter of administration (in case of single Shareholder) if the original Shareholder is deceased;
- duly attested Power of Attorney if any person apart from Shareholder has signed the application form and/or Transfer Deed(s) (applicable for Shareholders holding Shares in physical form);

- no objection certificates from the chargeholder/ lender, if the Shares in respect of which the application is sent, are under any charge, lien or encumbrance;
- in case of companies, the necessary corporate authorization (including board resolutions);
- any other relevant documentation.

Tax Matters

a) While tendering Shares under the Offer, Non-Resident Indians ("**NRIs**"), Overseas Corporate Bodies ("**OCBs**") and other non-resident Shareholders will be required to submit RBI's approval (specific or general) that they would have obtained for acquiring the Shares of the Target Company. In the event that the previous RBI approvals are not submitted, the Acquirer reserves the right to reject such tendered Shares.

b) While tendering their Shares under the Offer, NRIs, OCBs and other non-resident Shareholders will be required to submit a Tax Clearance Certificate ("**TCC**") or Certificate for Deduction of Tax at Lower Rate from the Income-tax authorities under the Income Tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, failing which the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which Shareholder belongs under the Income Tax Act, 1961, on the entire consideration amount payable to such Shareholder.

c) As per the provisions of Section 196D (2) of the Income Tax Act, 1961, no deduction of tax at source will be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act, 1961 to a Foreign Institutional Investor as defined in Section 115AD of the Income Tax Act, 1961. However the interest payment for delay in payment of consideration, if any, will not be governed by this provision. For interest payments, if any, NRIs, OCBs and other non-resident Shareholders will be required to submit a TCC or Certificate for Deduction of Tax at Lower Rate from the Income-tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by Acquirer before remitting the consideration, failing which Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which Shareholder belongs under the Income Tax Act, 1961, on the entire consideration amount payable to such Shareholder.

d) In case of resident Shareholders, tax will be deducted on the interest component exceeding Rs. 5,000/- at the applicable current prevailing rates. If the resident Shareholder requires that no tax is to be deducted or tax is to be deducted at a lower rate than the prescribed rate, such Shareholders will be required to submit a NOC or TCC or Certificate for Deduction of Tax at Lower Rate from the Income-tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by Acquirer or a self-declaration in form 15G of Form 15H as may be applicable. Shareholders eligible to receive interest component exceeding Rs. 5,000/- would be required to submit their Permanent Account Number for income tax purposes. Clauses relating to payment of interest will become applicable only if the Acquirer becomes liable to pay interest for delay in release of purchase consideration.

Shareholders are advised to consult their tax advisors for their taxability or any other procedural aspects including the treatment that may be given by their respective Assessing Officers in their case, and the appropriate course of action that they should take. The Acquirer, the PAC and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

Payment of Consideration

The payment to Shareholders would be done through various modes in the following order of preference.

a) **Electronic Clearing System ('ECS')** - Payment would be done through ECS for Shareholders having an account at any of the following 68 centers: Ahmedabad, Bangaluru, Bhubaneshwar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram (managed by RBI); Baroda, Dehradun, Nashik, Panaji, Surat, Trichy, Trichur, Jodhpur, Gwalior, Jabalpur, Raipur, Calicut, Siliguri (Non-MICR), Pondicherry, Hubli, Shimla (Non-MICR), Tirupur, Burdwan (Non-MICR), Durgapur (Non-MICR), Sholapur, Ranchi, Tirupati (Non-MICR), Dhanbad (Non-MICR), Nellore (Non-MICR) and Kakinada (Non-MICR) (managed by State Bank of India); Agra, Allahabad, Jalandhar, Lucknow, Ludhiana, Varanasi, Kolhapur, Aurangabad, Mysore, Erode, Udaipur, Gorakpur and Jammu (managed by Punjab National Bank); Indore (managed by State Bank of Indore); Pune, Salem and Jamshedpur (managed by Union Bank of India); Visakhapatnam (managed by Andhra Bank); Mangalore (managed by Corporation Bank); Coimbatore and Rajkot (managed by Bank of Baroda); Kochi/Ernakulum (managed by State Bank of Travancore); Bhopal (managed by Central Bank of India); Madurai (managed by Canara Bank); Amritsar (managed by Oriental Bank of Commerce); Haldia (Non-MICR) (managed by United Bank of India); Vijaywada (managed by State Bank of Hyderabad); and Bhilwara (managed by State Bank of Bikaner and Jaipur). This mode of payment would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the depositories. The payment through ECS is mandatory for Shareholders having a bank account at any of the above mentioned sixty eight (68) centers, except where Shareholder, being eligible, opts to receive payment through direct credit or RTGS. In the event that payment to such Shareholders cannot be made by ECS on account of incorrect details or any other reason, payment to such Shareholders will be made by demand drafts / cheques.

b) **Direct Credit** - Shareholders having bank accounts with the Escrow Agent, as mentioned in the Form of Acceptance cum Acknowledgement, shall be eligible to receive payments through direct credit. Charges, if any, levied by the Escrow Agent for the same would be borne by the Acquirer.

c) **Real Time Gross Settlement ('RTGS')** - Shareholders having a bank account at any of the abovementioned 68 centres and whose amount exceeds Rs. 1 million, have the option to receive the payment through RTGS. Such eligible Shareholders who indicate their preference to receive payment through RTGS are required to provide the IFSC code in the Form of Acceptance cum Acknowledgement. In the event the same is not provided, payment shall be made through ECS. Charges, if any, levied by the Escrow Agent for the same would be borne by the Acquirer. Charges, if any, levied by Shareholder's bank receiving the credit would be borne by Shareholder.

d) **National Electronic Fund Transfer ('NEFT')** - Payment shall be undertaken through NEFT wherever Shareholder's bank has been assigned the Indian Financial System Code ('IFSC'), which can be linked to a MICR, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment, duly mapped with MICR numbers. Wherever Shareholders have registered their nine (9) digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment will be made to Shareholder through this method. The process flow in respect of payments by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.

e) For all other Shareholders, including physical Shareholders and those who have not updated their bank particulars with the MICR code, the payments will be despatched under certificate of posting for value upto Rs. 1,500/- and through speed post/ registered post for payments above Rs. 1,500/-. Such payments will be made by pay orders or demand drafts drawn on the Escrow Agent and payable at par. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by Shareholders.

NO DOCUMENT SHOULD BE SENT TO THE MANAGER TO THE OFFER, ACQUIRER OR TO THE TARGET COMPANY

9.2 OFFER PERIOD

a) Offer Period is the period between the date of Public announcement and the date of completion of Offer formalities relating to the Offer.

b) This Offer will remain open on all working days (i.e. excluding Sunday and Public Holidays) between November 08, 2010 to November 27, 2010 (both days inclusive). Shareholders of the Target Company who wish to avail of this Offer shall be required to send their acceptance in the manner stated above so as to reach the Registrar to the Offer on or before November 27, 2010.

9.3 WITHDRAWAL OPTION

a) Shareholders who are desirous of withdrawing their acceptances tendered in the Offer can do so upto three (3) working days prior to the date of the closure of the Offer i.e. on or before November 24, 2010. The withdrawal option can be exercised by submitting the 'Form of Withdrawal' (separately enclosed with Letter of Offer) to the Registrar to the Offer so as to reach them on or before November 24, 2010 along with the following:

In case of physical Shares: Name, Address, distinctive numbers, folio nos., number of shares tendered/withdrawn.

In case of dematerialised Shares: Name, Address, number of shares tendered/withdrawn, DP name, DP ID, Beneficiary account number and a photocopy of the delivery instruction in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP in favour of the Special Depository Account.

b) The Form of Withdrawal can also be downloaded from SEBI's website www.sebi.gov.in or obtained from the Manager/ Registrar to the Offer.

c) In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

- In case of physical Shares: Name, address, distinctive numbers, folio nos. number of Shares tendered/withdrawn, date of tender

- In case of dematerialized Shares: Name, address, number of Shares tendered/withdrawn, DP name, DP ID, Beneficiary account no. and a photocopy of delivery instruction in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP in favour of the Special Depository Account.

d) Withdrawal of Shares will be available only for the Shares/Share certificates that have been received by the Registrar to the Offer. Shares will be returned to Shareholders at their address as per the records of the Target Company /depository as the case may be. The Form of Withdrawal should be sent only to the Registrars to the Offer. In case of partial withdrawal of Shares tendered in physical form by the registered Shareholder, if the original Share certificates are required to be split, the same will be returned on receipt of Share certificates from the Target Company. Partial withdrawal of tendered shares can be done only by the registered Shareholders/beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance cum Acknowledgement will stand revised to that effect. Shareholders holding Shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

9.4 Procedure for acceptance of the offer by Shareholders who do not receive the Letter of Offer and procedure for settlement

In case of non-receipt of the Letter of Offer, persons eligible to participate in Offer may send their application to the Registrar to the Offer, on a plain paper stating their name, address, number of Shares held, distinctive numbers, folio number and number of Shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the closure of the Offer (i.e. no later than November 27, 2010), or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating their name, address, number of Shares held, number of Shares offered, DP name, DP ID, beneficiary account number, and a photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favour of the Special Depository Account, so as to reach the Registrar to the Offer, on or before the closure of the Offer (i.e. no later than November 27, 2010). Shareholders holding Shares in physical form should also send original Share certificate(s) and valid Transfer Deeds. Shareholders holding Shares in physical form who have lodged their Shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of Shares.

9.5 GENERAL

a) Acquirer can revise the price upwards upto seven (7) working days prior to closure of the Offer and revision if any in the Offer Price would appear in the same newspapers where the Public Announcement has appeared. The same price would be paid to all Shareholders who tender their shares in the Offer.

b) **Shareholders may note that if there is a competitive bid, the public offers under all the subsisting bids shall close on the same date. As the Offer Price can not be revised during seven (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.**

c) The Form of Acceptance cum Acknowledgment along with the Share Certificate(s) and other documents delivered shall become acceptance on the part of Shareholder, but will become a fully valid and binding contract between Shareholder and Acquirer only upon the fulfillment of all conditions mentioned herein.

d) In case the aggregate of the valid responses to the Offer exceeds Offer Size, then the Acquirer shall accept the valid applications received, in accordance with Regulation 21 (6) of the Regulations, on a proportionate basis in such a way that the acquisition from any Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The minimum marketable lot for the Shares is one (1) Share.

e) The Share certificates will be held in trust by the Registrar to the Offer till the Acquirer complete the Offer obligations in terms of the Regulations.

f) Acquirer shall acquire the Shares from Shareholders of the Target Company who have validly tendered the Shares under the Offer (i.e. Shares and other documents are in order in accordance with the terms of the Offer) and remit the consideration in respect thereof on or before December 11, 2010 in cash by Account Payee Pay Order / Demand Draft. Any delay will attract interest in terms of Regulation 22(12) of SEBI (SAST) Regulations. The information as to whether the Shares tendered by them have been accepted (in full or in part) or rejected and consideration payable would be sent by registered post.

g) The unaccepted shares/documents will be returned to Shareholders by registered post.

h) For any queries regarding the Offer Shareholders / applicants may contact the Registrar to the Offer at the address mentioned in this Letter of Offer.

i) Pursuant to the Regulation 13, the Acquirer has appointed Keynote Corporate Services Ltd. as the Manager to the Offer.

10. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the registered office of the Target Company from 11.00 a.m. to 3.00 p.m. on any working day until the Offer closes.

1. Copy of Certificate of Incorporation and Constitution document of the Acquirer and the PAC.

2. Copy of audited Financial Statements of the Acquirer for the period ended December 31, 2007 (10 months), December 31, 2008 & December 31, 2009 and audited accounts for the six (6) month period ended June 30, 2010.

3. Copy of certificate dated August 26, 2010 from M/s Roy, Servansingh and Associates, Chartered Accountants having their address at 3rd Floor, Bank of Baroda Building, Sir William Newton Street, Port Louis, Mauritius, regarding the networth and adequacy of financial resources with the Acquirer to fulfill the Offer Obligation.

4. Memorandum and Articles of Association of the Target Company.

5. Copies of Annual Report of the Target Company for period ended March 31, 2008 (12 months), December 31, 2008 (9 months) and March 31, 2010 (15 months) and certified accounts for three (3) months period ended June 30, 2010

6. Copy of audited financial statements of Aloe for the period ended December 31, 2007, December 31, 2008 and December 31, 2009 and June 30, 2010.

7. Copy of audited financial statements of GIASF for the period ended December 31, 2007, December 31, 2008 and December 31, 2009 and June 30, 2010.

8. Published copy of Public Announcement as published in the newspapers on September 05, 2010.

9. Copy of a Bank Statement from IDBI Bank Limited, Mumbai confirming the amount placed in the Escrow Account, towards the proposed Offer, with a lien in favour of the Manager to the Offer.

10. A copy of the confirmation from Keynote Capitals Limited, Depository Participant for opening a Special Depository Account for the purpose of the Offer.

11. Copy of Memorandum of Understanding dated August 25, 2010 between the Manager to the Offer and the Acquirer.

12. Copy of Agreement dated August 20, 2010 between Registrar to the Offer and the Acquirer.

13. Copy of Escrow Agreement dated August 25, 2010 between Manager to the Offer, Acquirer and IDBI Bank Limited (the Escrow Agent).

14. Copy of annual reports of the PAC for the past three (3) years and certified accounts for the three (6) month period ended June 30, 2010 duly certified.

15. Copy of letter received from SEBI, Ref. Nos. CFD/DCR/TO/SS/OW/24594/10 dated October 25, 2010 in terms of proviso to Regulation 18(2) of the SEBI (SAST) Regulations.

11. DECLARATION BY THE ACQUIRER AND PAC

1. The Acquirer, the PAC and their respective directors accept responsibility for the information contained in the Public Announcement and this Letter of Offer and also for the obligations of the Acquirer and the PAC laid down in the SEBI (SAST) Regulations.

2. The Acquirer and PAC shall be jointly and severally responsible for ensuring fulfillment of their obligations under with the SEBI (SAST) Regulations.

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

4. As on the date of the Public Announcement and this Letter of Offer, in terms of Regulation 16 (via) of the SEBI (SAST) Regulations, the Manager to the Offer does not hold any Shares. As required under Regulation 24(5A) of the SEBI (SAST) Regulations, the Manager to the Offer shall not deal in the Shares during the period commencing from the date of its appointment in terms of Regulation 13 of the SEBI (SAST) Regulations until the expiry of fifteen (15) days from the date of closure of the Offer.

For **AlphaPET Ltd.**	For **Aloe Environment Fund II FCPR**	For **Green Asia Investment Sustainability Fund I**
Sd/- Authorised Signatory	Sd/- Authorised Signatory	Sd/- Authorised Signatory

Place: Mumbai

Date: November 01, 2010

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION	**OFFER**
(Please send this form with enclosures to the Registrars to the Offer at their address given overleaf)	**OPENS ON: MONDAY, NOVEMBER 08, 2010**
FORM OF ACCEPTANCE - CUM – ACKNOWLEDGEMENT	**CLOSES ON : SATURDAY, NOVEMBER 27, 2010**

From:

Tel No. Fax No.: E-mail:

To,
Mondkar Computers Pvt Limited
21, Shakil Niwas, Opp: Satya Saibaba Temple
Mahakali Caves Road, Andheri East, Mumbai 400093

Sub : Open offer to acquire 2,47,31,153 equity shares of Rs.10/- each representing 20% of the voting share capital on fully diluted basis (assuming all outstanding convertible instruments convertible into shares of the Target company at a future date have been converted into shares) of Polygenta Technologies Limited by AlphaPET Ltd. ('Acquirer') alongwith Aloe Environment Fund II FCPR and Green Investment Asia Sustainability Fund I ("Persons Acting in Concert")in terms of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

Dear Sir,
I/We refer to the Letter of Offer dated November 01, 2010 for acquiring the equity shares held by me/us in Polygenta Technologies Limited.
I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

For Shares held in Physical Form:
I/We accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

Sr. No.	**Certificate No.**	**Distinctive No(s)**		No. of Shares
		From	**To**	
(In case the space provided is inadequate, please attach a separate sheet with the details)			**Total number of equity 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 Registrar to the offer until the time the Acquirer pays the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

For shares held in Demat Form:
I/We hold shares in demat form and accept the Offer and enclose photocopy of the Delivery Instruction Slip duly acknowledgement by DP in respect of my / our equity shares as detailed below:

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

I/We have done an off market transaction for crediting the shares to the Escrow Account named **"MCPL Escrow Account Polygenta Technologies Ltd. - Open Offer"** with the following particulars:

Depository Participant Name: Keynote Capitals Limited**, DP ID No.:** 12024300, **Beneficiary Account No.:**00019301

Shareholders whose shares are held in a beneficiary account with "NSDL" should use an "Inter Depository Delivery Instruction" to transfer their shares to the Special Depository Account with CSDL
I/We note and understand that the shares would lie in the Special Depository Account until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
I/We authorise the Acquirer to accept the shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and
I/We authorise the Acquirer or the Manager to the Offer to send by registered post the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned below:

Address of First/Sole Shareholder

___

___

Note: Incase of joint holdings, all holders must sign. A corporation must affix its common seal. So as to avoid fraudulent encashment in transit, the shareholder(s) may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank ______________________________ Branch______________________________

Account Number ____________________ Savings/Current/Others (please specify) ______________________________

IFSC Code (For RTGS/NEFT Transfers)* ______________________ 9 Digit MICR Code (For ECS Credit)* | | | | | | | | | |

*Please read payment of consideration on page no. 47 of the letter of offer

Yours faithfully,

	FULL NAME(S)	**SIGNATURE(S)**
First/Sole Shareholder		
Second Shareholder		
Third Shareholder		

Signed and Delivered
Place:

---TEAR HERE---

Folio No.: Sr. No.: **Mondkar Computers Pvt Limited** **(Acknowledgement Slip)**
Unit: Polygenta Technologies Limited
21, Shakil Niwas, Opp: Satya Saibaba Temple Mahakali Caves Road, Andheri East, Mumbai 400093

Received from Mr./Ms. ______________________________

Address ______________________________

Form of acceptance cum acknowledgement, # ______________ Number of Share Certificates for ________ ______ shares/# Copy of Delivery Instruction Slip to (DP) for ________shares.

Delete whichever is not applicable.

Signature of Official and Date of Receipt	Stamp of collection centre

INSTRUCTIONS

1. Please read the enclosed Letter of Offer carefully before filling this Form of Acceptance cum Acknowledgement.
2. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Shareholders. Each Shareholder to whom this Offer is being made is free to offer his Shares in whole or in part while accepting the Offer.
3. Shareholders should enclose the following:

Procedure for Shares held in Physical Form

- Registered Shareholders should enclose**:**
  - ♦ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the Share certificate(s) and in the same order in which their name(s) appear in the register of Shareholders and as per the specimen signature lodged with the Target Company;
  - ♦ Original Share certificate(s);
  - ♦ Valid Transfer Deed(s) duly signed as transferor(s) by the sole/joint Shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. The Transfer Deed should be left blank, except for the signatures as mentioned above. A blank share transfer form is enclosed along with this Letter of Offer.
- Unregistered owners of Shares should enclose:
  - ♦ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein;
  - ♦ Original Share certificate(s);
  - ♦ Original broker contract note;
  - ♦ Valid Transfer Deed(s) as received from the market. The details of buyer should be left blank failing which the same will be considered invalid under the Offer. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance.
  - ♦ The acknowledgement received, if any, from the Target Company in case the Shares have been lodged with the Target Company.

Procedure for Shares held in Demat Form

- Beneficial owners should enclose:
  - ♦ Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by sole/joint Shareholders whose names appear in the beneficiary account and in the same order therein;
  - ♦ A photocopy or counterfoil of the delivery instructions in "off market" mode, duly acknowledged by the beneficial owners' DP and completed as per the details of the special depository account given below.

The Registrar to the Offer has for the purpose of this Offer, opened a special depository account with CDSL "MCPL Escrow Account Polygenta Technologies Ltd. – Open Offer", whose particulars are:

DP Name: Keynote Capitals Limited; DP ID Number: IN 12024300; Beneficiary Account Number: 00019301; Depository: CDSL

Shareholders, having their beneficiary account with NSDL, have to use inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the special depository account with CDSL. Since the Shares are compulsory in demat mode, the minimum marketable lot for such shares is one.

The beneficial owners who hold Shares in dematerialised form are required to execute a trade by tendering the delivery instructions for debiting their beneficial account with the beneficial owners' DP and crediting the above mentioned special depository account. The credit in the special depository account should be received on or before November 27, 2010. In order to ensure this, beneficial owners should tender the delivery instructions at least two working days prior to date of closing of the Offer.

The delivery instructions to be given to the DP should be in "For Off Market Trade" mode only. For each delivery instruction the beneficial owner should submit separate Form of Acceptance cum Acknowledgement.

4. Where the number of Shares offered for sale by the Shareholders are more than the Shares agreed to be acquired by the Acquirer under this Offer, the Acquirer shall accept the offers received from the shareholders on a proportional basis, in consultation with the

Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that acquisition of Shares from a Shareholder shall not be less than the minimum marketable lot or the entire holding, if it is under the marketable lot.

5. In case of joint holdings, all the holders whose names appears on the Share certificate or in the beneficiary account must sign this Form of Acceptance cum Acknowledgement in the same order in which these names appears on the register of members/ beneficial account and as per the specimen signature(s) lodged with the Target Company or the beneficial owners' DP.

6. In case of physical Shares, the enclosed transfer deed should be duly signed as transferors by all shareholders in the same order and as per specimen signatures lodged with the Target Company and should be duly witnessed at the appropriate place. The Transfer Deed should be left blank, excepting the signatures as mentioned above. Attestation, where required (thumb impressions, signature difference, etc.) should be done by a magistrate, notary public or special executive magistrate or a similar authority holding a public office and authorised to use the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank. PLEASE DO NOT FILL UP ANY DETAILS ON THE TRANSFER DEED. Relevant Share certificates must be annexed.

7. The Shareholders who have sent their Share certificates for dematerialization should submit their Form of Acceptance cum Acknowledgement and other documents, as applicable, along with a copy of the dematerialisation request form duly acknowledged by their DP. Shareholders who have sent their Shares for transfer should enclose, Form of Acceptance cum Acknowledgement duly completed and signed, copy of the letter sent to the Target Company (for transfer of shares) and valid Share transfer form(s).

8. In case of bodies corporate, proper corporate authorization should be enclosed.

9. Shareholders must note that on the basis of name of the Shareholders, DP's name, DP ID, beneficiary account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Offer will obtain, from the depositories, the Shareholders' demographic details including address, bank account details, the nine digit MICR code as appearing on a cheque leaf and occupation. These bank account details will be used to make payment to Shareholders holding Shares in dematerialized form. Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the DP. Please note that failure to do so could result in delays in dispatch of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders' sole risk and neither the Acquirer, the Manager to the Offer, Registrar to the Offer nor the Escrow Agent shall be liable to compensate the Shareholders for any losses caused to the Shareholder due to any such delay or liable to pay any interest for such delay. Shareholders holding shares in physical form are requested to fill in the required bank details in the Form of Acceptance cum Acknowledgment. Unless Shareholders holding shares in physical form opt for payment by RTGS / NEFT option or where relevant details for payment by RTGS / NEFT option provided by such Shareholders are incorrect, payments shall be made to Shareholders holding Shares in physical form by demand drafts / cheques as per bank details provided by such Shareholders in the Form of Acceptance cum Acknowledgment.

10. All Persons eligible to participate in the Offer, registered or unregistered, who own the Shares, at any time prior to the closing of the Offer, are eligible to participate in the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, Mondkar Computers Private Limited, at 21, Shakil Niwas, Opp: Satya Saibaba Temple, Mahakali Caves Road, Andheri East, Mumbai 400093, on or before the closing of the Offer, i.e. November 27, 2010 on plain paper stating Name, Address, No. of Shares held, No. of Shares offered, Distinctive Nos., Folio No., together with the original Share certificate(s), valid Transfer Deeds in case of Shares held in physical form or photocopy or counterfoil of the delivery instructions in "Off-market" mode in case of Shares held in dematerialised form and the original contract note issued by the broker through whom they acquired their Shares. No indemnity is required from the unregistered owners.

11. While tendering the Shares under the Offer, NRIs / OCBs / foreign Shareholders will be required to submit the previous RBI approvals (specific or general) that they would have obtained for acquiring the Shares. In case previous RBI approvals are not submitted, the Acquirer reserves the right to reject such Shares.

    While tendering Shares under the Offer, NRIs / OCBs / foreign Shareholders will be required to submit a Tax Clearance Certificate or the Certificate for Deduction of Tax at Lower Rate from the income-tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act before remitting the consideration, failing which the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

    As per the provisions of Section 196D (2) of the Income Tax Act, 1961, no deduction of tax at source will be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act, 1961 to a Foreign Institutional Investor as defined in Section 115AD of the Income Tax Act, 1961. However the interest payment for delay in payment of consideration, if any, will not be governed by this provision. For interest payments, if any, NRIs, OCBs and other non-resident shareholders will be required to submit a TCC or Certificate for Deduction of Tax at Lower Rate from the Income-tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by Acquirer before remitting the consideration, failing which Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

    In case of resident shareholders, tax will be deducted on the interest component exceeding Rs. 5,000/- at the applicable current prevailing rates. If the resident Shareholder requires that no tax is to be deducted or tax is to be deducted at a lower rate than the prescribed rate, such Shareholders will be required to submit a NOC or TCC or Certificate for Deduction of Tax at Lower Rate from the Income-tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by Acquirer or a self-declaration in form 15G of Form 15H as may be applicable. Shareholders eligible to receive interest component exceeding Rs. 5,000/- would be required to submit their Permanent Account Number for income tax purposes. Clauses relating to payment of interest will become applicable only if the Acquirer becomes liable to pay interest for delay in release of purchase consideration.

Shareholders are advised to consult their tax advisors for their taxability or any other procedural aspects including the treatment that may be given by their respective Assessing Officers in their case, and the appropriate course of action that they should take. The Acquirer, the PAC and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

12. All persons eligible to participate in the Offer who wish to avail this Offer should forward the above mentioned documents, by hand delivery on days and between 10.30 am to 5.00 pm, at the Registrar's office mentioned below, or by registered post to the Registrar, Mondkar Computers Private Limited, at 21, Shakil Niwas, Opp: Satya Saibaba Temple, Mahakali Caves Road, Andheri East, Mumbai 400093; Phone 022-28207203-05, 28257641, 28262920; Fax 022-28207207; Email: info@mondkarcomputers.com; Contact Person: Mr Ravindra Utekar.

No document should be sent to the Acquirer / PAC or the Manager to the Offer.

Note : **All future correspondence, if any, should be addressed to Registrar to the Offer: Mondkar Computers Private Limited,** 21, Shakil Niwas, Opp: Satya Saibaba Temple, Mahakali Caves Road, Andheri East, Mumbai 400093; Phone 022-28207203-05, 28257641, 28262920; Fax 022-28207207; Email: info@mondkarcomputers.com; Contact Person: Mr. Ravindra Utekar

PLEASE USE THIS FORM ONLY IF YOU HAVE TENDERED THE SHARES AND WISH TO WITHDRAW YOUR APPLICATION

FORM OF WITHDRAWAL

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to the offer any time upto three working days prior to the date of closure of offer i.e. on or before November 24, 2010. In case you wish to withdraw your acceptance please use this form.

OFFER OPENS ON	**MONDAY, NOVEMBER 08, 2010**
OFFER CLOSES ON	**SATURDAY, NOVEMBER 27, 2010**
LAST DATE OF WITHDRAWAL	**WEDNESDAY, NOVEMBER 24, 2010**

From:

Tel No. Fax No.: E-mail:

To,

Mondkar Computers Pvt Limited
21, Shakil Niwas, Opp: Satya Saibaba Temple
Mahakali Caves Road, Andheri East, Mumbai 400093

Sub : Open offer to acquire 2,47,31,153 equity shares of Rs.10/- each representing 20% of the voting share capital on fully diluted basis (assuming all outstanding convertible instruments convertible into shares of the Target company at a future date have been converted into shares) of Polygenta Technologies Limited by AlphaPET Ltd. ('Acquirer') alongwith Aloe Environment Fund II FCPR and Green Investment Asia Sustainability Fund I ("Persons Acting in Concert")in terms of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

Dear Sir,

I/We refer to the Letter of Offer dated November 01, 2010 for acquiring the equity shares held by me/us in Polygenta Technologies Limited

I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

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

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

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed and **authorize you not to remit** the consideration as mentioned in the Letter of Offer.

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

I/We authorise the Acquirer or the Registrar to the Offer to send by registered post the original share certificate(s), transfer deed(s) and other documents tendered by me/us to the sole/first holder at the address mentioned below or credit the shares in demat form to my/our DP Account as mentioned below :

	FULL NAME(S)	SIGNATURE(S)
First/Sole Shareholder		
Second Shareholder		
Third Shareholder		

Address of First/Sole Shareholder

____

____

For Shares In Demat Form

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

Yours faithfully,

Signed and delivered

Place: Date:

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

---------------------------------------TEAR HERE---------------------------------------

Folio No.: Sr. No.: **Mondkar Computers Pvt Limited** **(Acknowledgement Slip)**

Unit: Polygenta Technologies Limited
21, Shakil Niwas, Opp: Satya Saibaba Temple Mahakali Caves Road, Andheri East,
Mumbai 400093

Received from Mr./Ms. ____

Address ____

Form of withdrawal in respect of __________ Number of Share Certificates representing _________ number of shares.

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

INSTRUCTIONS

1. Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centers mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. November 24, 2010.

2. Shareholders should enclose the following:

   i. **For Shares held in demat form:**

   Beneficial owners should enclose:

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

   ii. **For Shares held in physical form:**

   Registered Shareholders should enclose:

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

   Unregistered owners of Shares should enclose:

   - Duly signed and completed Form of Withdrawal.
   - Acknowledged slip in original/copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.

3. The withdrawal of Shares will be available only for the Share certificates/the Shares that have been received by the Registrar to the Offer/ special depository account.

4. The intimation of Shares which are returned to the Shareholders pursuant to the withdrawal will be at the address as per the records of the Target Company/ depository as the case may be.

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

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

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

8. The Form of Withdrawal and other related documents should be submitted at the Registrar's office, Mondkar Computers Private Limited, 21, Shakil Niwas, Opp: Satya Saibaba Temple, Mahakali Caves Road, Andheri East, Mumbai 400093.

9. Applicants who cannot hand deliver their documents at the collection centers, may send their documents only by registered post, at their own risk, to the Registrar to the Offer, Mondkar Computers Private Limited, 21, Shakil Niwas, Opp: Satya Saibaba Temple, Mahakali Caves Road, Andheri East, Mumbai 400093 so as to reach the Registrar to the Offer.