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If you have sold or transferred all of your Ordinary Shares in Ishaan Real Estate plc (the "Company"), please send this document, together with the accompanying Tender Form and other relevant documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, those documents should not be forwarded to or sent in or into Canada, Australia, South Africa or Japan.

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In preparation of this document and in relation to the proposals described herein, Deutsche Bank is acting exclusively for the Company and no-one else and will not be responsible to any other person for providing the protections afforded to its clients or for providing advice in relation to the Tender Offer or the contents of this document.

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Ishaan Real Estate plc

*(Incorporated under the Companies Acts 1931-2004 (as amended) of the Isle of Man
and registered in the Isle of Man under number 117470C)*

Tender Offer

by Deutsche Bank

to purchase Ordinary Shares of Ishaan Real Estate plc

up to a maximum value of £18.6 million

and

Notice of Extraordinary General Meeting

The Tender Offer will close at 3 p.m. on Thursday 23 April 2009 and will only be available to Shareholders on the Register at that date. If you hold your Ordinary Shares in certificated form and wish to tender such Ordinary Shares, the Tender Form must be completed, signed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by post by Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal business hours) at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, by no later than 3 p.m. on Thursday 23 April 2009. The procedure for participating in the Tender Offer is set out in Part 5 and, if you hold your Ordinary Shares in certificated form, in the accompanying Tender Form.

If you hold your Ordinary Shares in uncertificated form (that is, in CREST) and wish to tender such Ordinary Shares you must make your tender electronically through CREST so that the relevant TTE Instruction(s) settle(s) no later than 3 p.m. on Thursday 23 April 2009.

The Tender Offer is not being made directly or indirectly in or into Canada, Australia, South Africa or Japan, and the Tender Offer cannot be accepted from within Canada, Australia, South Africa or Japan.

Shareholders in the United States should be aware that this Tender Offer has been prepared in accordance with the disclosure requirements for an AIM listed company and the City Code, which differs from those in the United States. Shareholders in the United States are urged to consult their own tax advisers before tendering their Ordinary Shares under the Tender Offer.

Notice of an Extraordinary General Meeting of the Company to be held at the registered office of the Company, Top Floor, 14 Athol Street, Douglas, Isle of Man IM1 1JA on Friday 17 April 2009 at 10 a.m. is set out at the end of this document. A Form of Proxy for use at the meeting accompanies this document. To be valid, the Form of Proxy must be received by the Company's Registrars, not later than 10 a.m. on Wednesday 15 April 2009.

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Expected Timetable of Principal Events

2009

| | |
|---|--------------------------------------|
| Tender Offer opens | 25 March |
| Latest time and date for receipt of Forms of Proxy | 10 a.m. on Wednesday 15 April |
| Latest time and date for Shareholders on the Register of Members to be entitled to vote at the Extraordinary General Meeting | 6 p.m. on Wednesday 15 April |
| Extraordinary General Meeting | 10 a.m. on Friday 17 April |
| Latest time and date for receipt of Tender Forms .. | 3 p.m. on Thursday 23 April |
| Latest time and date for settlement of Electronic Tenders in CREST | 3 p.m. on Thursday 23 April |
| Record Date for Tender Offer | 5 p.m. on Thursday 23 April |
| Announcement of results of the Tender Offer | Monday 27 April |
| Despatch of cheques for Tender Offer proceeds in respect of sold certificated Ordinary Shares | Tuesday 28 April |
| CREST accounts credited with Tender Offer proceeds in respect of sold uncertificated Ordinary Shares | Tuesday 28 April |
| CREST accounts credited for revised holdings of Ordinary Shares (or, in the case of unsuccessful tenders, for entire holdings of Ordinary Shares) | Tuesday 28 April |
| Return of share certificates in respect of unsuccessful tenders | Tuesday 28 April |
| Despatch of balance share certificates for unsold Ordinary Shares | Friday 1 May |

The Tender Offer will be open for 20 US business days as required by Section 14(e) and Regulation 14E of the US Securities Exchange Act of 1934, as amended. The dates and times (which are UK times) given are based on Ishaan's current expectation and may be subject to change. Any changes to the expected timetable will be announced via a Regulatory Information Service.

Part 1 – Some Questions and Answers on the Tender Offer

Introduction

*This document explains the Tender Offer under which Ishaan proposes to repurchase its own Ordinary Shares up to a maximum value of £18.6 million. To help you understand what is involved in the Tender Offer, we have prepared a summary and some questions and answers. **You should read the whole of this document and not rely solely on the summary information in this Part 1 of the document.** Part 5 sets out the detailed terms and conditions of the Tender Offer. Holders of Ordinary Shares in uncertificated form (that is, in CREST) are directed to paragraph 3.3 in Part 5 which details specific procedures for those holders if they wish to participate in the Tender Offer. US Shareholders are directed to Part 8.*

Summary

- Shareholders can choose whether they want to tender their Ordinary Shares under the Tender Offer or not. Shareholders are not obliged to tender any of their Ordinary Shares if they do not wish to do so.
- All Ordinary Shares purchased under the Tender Offer will be purchased at the same price (the “Strike Price”) which will be determined by the method set out in this document. The Strike Price will not be known until after the end of the Tender Offer period and is expected to be announced on Monday 27 April 2009.
- Under the Tender Offer, Deutsche Bank will purchase Ordinary Shares in a price range of 20 pence (the “Minimum Price”) to 30 pence (the “Maximum Price”) per Ordinary Share inclusive (the “Price Range”).
- Shareholders who wish to tender all or any of their Ordinary Shares under the Tender Offer can choose to tender their Ordinary Shares in different ways. Shareholders have a choice whether to submit:
 - an Auction Tender, in which the tendering Shareholders specify a single price or different prices per Ordinary Shares, in increments of two pence only between the Minimum Price and the Maximum Price, within the Price Range; or
 - a Strike Price Tender, in which the tendering Shareholders do not specify a price per Ordinary Share, but agree to have Ordinary Shares purchased at the Strike Price. For the purposes of determining the Strike Price, Ordinary Shares tendered pursuant to a Strike Price Tender will be deemed to have been tendered at the Minimum Price.
- Successfully tendered Ordinary Shares will be purchased at the Strike Price by Deutsche Bank who in turn will sell the Ordinary Shares to the Company at the same price. Such Ordinary Shares will then be cancelled. The Strike Price will fall within the Price Range of 20 pence to 30 pence per Ordinary Share inclusive. Shareholders do not pay dealing costs on any successfully tendered Ordinary Shares.
- The Strike Price will be the lowest price per Ordinary Share within the Price Range that will allow Deutsche Bank to purchase the maximum number of Ordinary Shares successfully tendered pursuant to the Tender Offer, subject to:
 - The total cost of the Tender Offer not exceeding £18.6 million; and
 - The total number of Ordinary Shares purchased not exceeding 62,000,000.
- If the aggregate value of all Ordinary Shares deemed to have been successfully tendered at the Strike Price is £18.6 million or less, all Ordinary Shares successfully tendered will be accepted and purchased (provided that the conditions set out in paragraph 2.1 of Part 5 are satisfied). In the event that the Tender Offer is over-subscribed at the Strike Price, then Ordinary Shares will be purchased on a pro-rata basis according to the total number of Ordinary Shares successfully tendered at the Strike Price.
- If a price above the Strike Price is specified by a Shareholder, the Ordinary Shares offered at that price by the Shareholder will not be purchased under the Tender Offer.
- Shareholders are able to tender their Ordinary Shares up until 3 p.m. on the closing date of the Tender Offer which is Thursday 23 April 2009 in order to participate in the Tender Offer. Tenders are irrevocable once submitted and cannot be withdrawn.
- In order to participate in the Tender Offer Shareholders holding Ordinary Shares in certificated form must return the accompanying Tender Form together with any share certificate(s) and/or other document(s) of title in accordance with the instructions set out on the Tender Form by 3 p.m. on Thursday 23 April 2009.

- Shareholders of Ordinary Shares in uncertificated form (that is, in CREST) are directed to paragraph 3.3 in Part 5 which details specific procedures for those holders.
- Shareholders who choose not to participate in the Tender Offer and who therefore do not tender their Ordinary Shares will not receive any cash proceeds in respect of their Ordinary Shares under the Tender Offer but will benefit from owning a greater percentage of the Ordinary Shares of the Company as there will be fewer Ordinary Shares in issue after completion of the Tender Offer than prior to the completion of the Tender Offer.
- The Tender Offer is subject to shareholder approval which will be sought at an extraordinary general meeting to be held on Friday 17 April 2009 (the “Extraordinary General Meeting” or “EGM”).
- Ordinary Shares may be traded in the normal way during the period in which the Tender Offer remains open.
- The purchase from Shareholders and the sale of the Ordinary Shares concerned to the Company will be effected via normal market trades, in accordance with the AIM rules. This will ensure that the purchase of the Ordinary Shares concerned constitutes a market purchase of its own shares by the Company for the purposes of the Isle of Man Companies Act 1992.

Why have I been sent so much paperwork?

We are required to provide all Shareholders with full details of the Tender Offer. The documents you have been sent contain important information and you should read them carefully as you have a right to vote on the Tender Offer even if you do not wish to participate in it. All Shareholders, unless restricted by any applicable law or regulation, have been sent a copy of this document.

What documents have I been sent?

- *Certificated Shareholders:* Shareholders who hold their Ordinary Shares in certificated form will receive:
 - this document;
 - a Form of Proxy;
 - a Tender Form; and
 - a prepaid envelope for the Tender Form.
- *Uncertificated Shareholders:* Shareholders who hold their Ordinary Shares in uncertificated form (that is, in CREST) will receive:
 - this document; and
 - a Form of Proxy.

What is the Tender Offer?

The Tender Offer is the method by which the Company intends to repurchase its own Ordinary Shares up to a maximum value of £18.6 million. Shareholders are given the opportunity to tender their Ordinary Shares for cash to Deutsche Bank, which will acquire successfully tendered Ordinary Shares at the Strike Price and then sell them to the Company at the same price.

The intention to conduct a tender offer was announced on 9 March 2009.

Why is the Company undertaking the Tender Offer?

The Company completed its initial public offering in November 2006, raising net proceeds of approximately £197.7 million, of which £133.2 million was used to acquire interests in eight projects in the Indian real estate sector. The remaining net proceeds, other than amounts reserved for payment of the Company’s ongoing fees and expenses, were originally intended to be invested in further real estate development projects in India. In November 2007, the Company announced a £26.2 million investment in a further real estate development project in Navi Mumbai, Mumbai. However, given the ongoing challenging market conditions in the Indian real estate market and following the decision in December 2008 not to make any further investment in new projects, the Board has determined that it is now in the best interests of Shareholders to distribute excess cash held on the Company’s balance sheet to Shareholders.

In determining the most appropriate way of returning cash to Shareholders, the Board has to act "in the best interests of Shareholders as a whole". The Board believes that the recent trading price of the Company's Ordinary Shares is not fully reflective of the value of the Company's business and future prospects. Therefore, the Company believes that the purchase of Ordinary Shares under the Tender Offer represents an attractive investment for the Company and an efficient means of providing value to Shareholders who do not participate in the Tender Offer. In addition, the Tender Offer provides Shareholders who wish to realise part or all of their investment in the Company with an opportunity to access liquidity which might otherwise not be available in the market.

The Board has sought to ensure that as many Shareholders as possible could participate in the return of value whilst allowing Shareholders individually to choose whether to participate in the Tender Offer or not. As a Shareholder you can decide whether you want to tender your Ordinary Shares under the Tender Offer or to keep them.

How is the Company funding the Tender Offer?

The ultimate purchase by the Company of Ordinary Shares successfully tendered to Deutsche Bank under the Tender Offer will be funded from the Company's existing cash resources.

Who is eligible to participate in the Tender Offer?

The Tender Offer is open to both private and institutional Shareholders alike who are on the Register at 5 p.m. on Thursday 23 April 2009. For legal reasons we are unable to offer our Shareholders who are resident in Canada, Australia, South Africa or Japan the ability to participate in the Tender Offer.

Shareholders resident outside the UK, or who are nationals or citizens of jurisdictions other than the UK, should read the additional information set out in Part 5. US Shareholders should read the information set out in Part 8.

Do I have to tender my Ordinary Shares?

No. You are not obliged to tender any of your Ordinary Shares. If you choose not to tender any Ordinary Shares, your holding will be unaffected, save for the fact that you will end up owning a greater percentage of the Company's ordinary issued share capital after the Tender Offer than you did before as there will be fewer Ordinary Shares in issue after completion of the Tender Offer than before.

What happens to the Ordinary Shares that are "successfully tendered"?

All Ordinary Shares that are successfully tendered under the Tender Offer will be purchased by the Company from Deutsche Bank and then cancelled. There will therefore be fewer Ordinary Shares in issue after completion of the Tender Offer process than before.

If you tender your Ordinary Shares at a price above the Strike Price, those Ordinary Shares will not be purchased and will be returned to you. If the Shares concerned are Certificated Shares, your share certificate will be returned to you in respect of those Ordinary Shares.

How many Ordinary Shares will there be after the Tender Offer?

We are unable to give an exact number at this stage as it will depend on the number of Ordinary Shares successfully tendered and the prices at which the Ordinary Shares are successfully tendered. Assuming the Tender Offer is fully subscribed, the Tender Offer will result in the purchase and subsequent cancellation of 62,000,000 Ordinary Shares which would lead to approximately 30 per cent. fewer Ordinary Shares in issue. If the Tender Offer is not fully subscribed, then fewer Ordinary Shares may be purchased as a result of the Tender Offer.

What will I receive?

What you receive will depend on the action that you take. If you decide to participate and your Ordinary Shares are successfully tendered in the Tender Offer, you will sell your Ordinary Shares and will receive cash proceeds for them. If you decide to keep your Ordinary Shares, you will end up owning a greater percentage of the Ordinary Shares of the Company after the Tender Offer than you did before as there will be fewer Ordinary Shares in issue after completion of the Tender Offer process than before.

Is there a meeting of Shareholders and do I need to attend?

As the Tender Offer will require the approval of Shareholders, an Extraordinary General Meeting has been convened for 10 a.m. on Friday 17 April 2009 at the registered office of the Company, Top Floor, 14 Athol Street, Douglas, Isle of Man IM1 1JA. Shareholders have a choice whether to attend the meeting. If you choose not to attend, we would encourage you to exercise your right to vote at the meeting by signing and returning the enclosed Form of Proxy.

The EGM resolutions 1 and 2, which relate to the Tender Offer and the General Authority to repurchase Ordinary Shares of the Company, will require a majority of 50 per cent. or more of votes cast in order to be passed. Resolution 3, which amends article 127 of the Company's Articles to allow the Chairman to have a casting vote in case of an equality of votes at a meeting of the Board, will require a majority of 75 per cent. or more of votes cast in order to be passed.

Do I need to vote on the Tender Offer?

All Shareholders have the right to vote and we would encourage you to do so. Please sign and return the enclosed Form of Proxy so that it is received by the Company's Registrars, Computershare Investor Service (CI) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW, no later than 10 a.m. on Wednesday 15 April 2009.

What do I need to do?

Firstly, we would encourage you to sign and return the Form of Proxy to vote on the Tender Offer process.

Secondly, you need to decide if you want to tender all or any of your Ordinary Shares. If you decide to tender and hold your Ordinary Shares in certificated form, you will need to return the enclosed Tender Form, completed, signed and witnessed together with your Ordinary Share certificate.

Holders of Ordinary Shares in uncertificated form (that is, in CREST) are directed to paragraph 3.3 in Part 5 which details specific procedures for those holders.

Will I be able to tender some but not all of my Ordinary Shares?

You are able to tender all or some of your Ordinary Shares under the terms of the Tender Offer. Details of how to do this are set out in the enclosed Tender Form.

Holders of Ordinary Shares in uncertificated form (that is, in CREST) are directed to paragraph 3.3 in Part 5 which details specific procedures for those Shareholders.

When will I receive my cash?

Under the expected timetable of events it is expected that, for holders of Ordinary Shares in certificated form, a cheque would be despatched to you for the proceeds of any sale by Tuesday 28 April 2009. CREST account holders would also have their CREST accounts credited on that day.

What is the UK tax treatment for Shareholders?

For information on certain UK taxation consequences of the Tender Offer please see Part 6.

If you are in any doubt about your tax position, or if you are subject to tax in a jurisdiction other than the United Kingdom, you should consult a professional adviser.

Certain information relevant to US Shareholders is set out in Part 8.

What happens if I have lost my share certificate and wish to participate in the Tender Offer?

If you have been sent a Tender Form you should contact the Company's Registrars who will arrange for a letter of indemnity to be sent to you.

Is there any effect on the Company's Share Option Agreements

Pursuant to the terms of the Company's IPO Options and Annual Options, the Board will:

- (i) request the Company's auditors to confirm how, in their opinion, the exercise price and/or the number and/or the denomination of shares relating to the options may be adjusted in a manner they consider to be fair and reasonable;
- (ii) consider the auditors' view on any adjustment; and
- (iii) determine whether any adjustment should be made and, if so, the manner of such adjustment.

What happens if my Ordinary Shares are held by a nominee company?

You should contact your nominee company directly. As the registered holder, the nominee will receive documentation in relation to the Tender Offer and will be responsible for taking instructions in relation to the Tender Offer from underlying beneficial holders.

What if I am resident outside the UK?

Shareholders resident outside the UK, or who are nationals or citizens of jurisdictions other than the UK, should read the additional information set out in paragraph 7 of Part 5.

For legal reasons we are unable to offer our Shareholders who are resident in Canada, Australia, South Africa or Japan the ability to participate in the Tender Offer. Shareholders in the United States should read the additional information in Part 8.

What if I have any more questions?

For financial, investment or taxation advice, you will need to consult your own financial, investment or taxation adviser. UK Shareholders should refer to Part 6 where additional information is set out. US Shareholders should refer to Part 8 where additional information is set out.

Part 2 – Letter from the Chairman

Letter from the Chairman of Ishaan Real Estate plc

*(Incorporated under the Companies Acts 1931-2004 (as amended) of the Isle of Man
and registered in the Isle of Man under number 117470C)*

Directors:

Ian Henderson* (Chairman)
Stephen Vernon*
Vittorio Radice *
Rajendra Chitale*
Tim Walker*
Neel Raheja*
*Non-executive

Registered Office:

Top Floor
14 Athol Street
Douglas
Isle of Man
IM1 1JA

Company Secretary:

Anne Couper Woods

25 March 2009

To holders of Ordinary Shares

Dear Shareholder,

Proposed return of up to £18.6 million to Shareholders by way of a Tender Offer

Introduction

Full details of the Tender Offer were announced today. This letter sets out the background to and reasons for the Tender Offer and why your Board believes it to be in the best interests of Shareholders as a whole.

The Tender Offer is being made available to all Shareholders who are on the Register of Members at 5 p.m. on Thursday 23 April 2009. Shareholders can decide whether they want to tender all or any of their Ordinary Shares in the Tender Offer. **Shareholders are not obliged to tender all or any of their Ordinary Shares if they do not wish to do so.** You should read the whole of this document and not rely solely on the information in this letter.

The Tender Offer requires the approval of Shareholders at an Extraordinary General Meeting which will be held on Friday 17 April 2009 at 10 a.m. The Board is unanimously recommending Shareholders to vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares amounting in aggregate to 956,657 Ordinary Shares (representing approximately 0.5 per cent. of the current issued ordinary share capital of Ishaan).

The Board is making no recommendation to Shareholders in relation to participation in the Tender Offer. Shareholders need to decide individually what is best for them. Tenders may be made in the Price Range of 20 pence to 30 pence per Ordinary Share inclusive, which at the Minimum Price is a premium of 9.6 per cent. and at the Maximum Price a premium of 64.4 per cent. to the middle market closing price of 18.25 pence on Tuesday 24 March 2009, the last practicable date before the publication of this document respectively. Only tenders made in two pence increments in the Price Range will be accepted.

Background to the Tender Offer

The Company completed its initial public offering in November 2006, raising net proceeds of £197.7 million, of which £133.2 million was used to acquire interests in eight projects in the Indian real estate sector. The remaining net proceeds, other than amounts reserved for payment of the Company's ongoing fees and expenses, were originally intended to be invested in further real estate development projects in India. In November 2007 the Company announced a £26.2 million investment in a further real estate development project in Navi Mumbai, Mumbai. However, given ongoing challenging market conditions in the Indian real estate market and following the decision in December 2008 not to make any further investments in new projects, the Board has determined that it is now in the best interests of shareholders to distribute the excess cash held on the Company's balance sheet to Shareholders.

In determining the most appropriate way of returning cash to Shareholders, the Board has to act "in the best interests of the Shareholders as a whole". The Board believes that the recent trading price of the Company's Ordinary Shares is not fully reflective of the value of the Company's business and future prospects. Therefore, the Company believes that the purchase of Ordinary Shares under the Tender Offer represents an attractive investment for the Company and efficient means of providing value to Shareholders who do not participate in the Tender Offer. In addition, the Tender Offer provides Shareholders who wish to realise part or all of their investment in the Company with an opportunity to access liquidity which might otherwise not be available in the market.

The Board has sought to ensure that as many Shareholders as possible could participate in the return of value whilst allowing Shareholders individually to choose whether to participate in the Tender Offer or not. As a Shareholder you can decide whether you want to tender your Ordinary Shares under the Tender Offer or to keep them.

The Tender Offer will be financed from the Company's existing cash resources. As at Friday 28 February 2009, the Company had cash available in an amount of £39.4 million. The Board has determined that of this amount, £26.8 million constitute distributable reserves.

Following a return of capital of up to £18.6 million, Ishaan will remain in a net cash position with a strong balance sheet.

The Tender Offer

Full details of the Tender Offer, including the terms and conditions on which it is being made, are set out in Part 5 and on the Tender Form (which has only been sent to Shareholders who hold their Ordinary Shares in certificated form (see "What documents have I been sent?" in Part 1 of this document)).

The Tender Offer is conditional, amongst other things, on the passing of Resolution 1 set out in the notice of Extraordinary General Meeting at the end of this document.

Other conditions are specified in Part 5. It is only available to Shareholders on the Register on the Record Date and in respect of their Ordinary Shares held on the Record Date.

Shareholders can choose whether they want to tender their Ordinary Shares under the Tender Offer or not. Shareholders are not obliged to tender any of their Ordinary Shares if they do not wish to do so.

All Ordinary Shares purchased under the Tender Offer will be purchased at the same price (the "Strike Price") which will be determined by the method set out in this document. The Strike Price will not be known until after the end of the Tender Offer period and is expected to be announced on Monday 27 April 2009.

Under the Tender Offer, Deutsche Bank will purchase Ordinary Shares in a price range of 20 pence (the "Minimum Price") to 30 pence (the "Maximum Price") per Ordinary Share inclusive (the "Price Range").

Shareholders who wish to tender all or any of their Ordinary Shares under the Tender Offer can choose to tender their Ordinary Shares in different ways. Shareholders have a choice whether to submit:

- an Auction Tender, in which the tendering Shareholders specify a single price or different prices per Ordinary Shares, in increments of two pence only between the Minimum Price and the Maximum Price, within the Price Range; or
- a Strike Price Tender, in which the tendering Shareholders do not specify a price per Ordinary Share, but agree to have Shares purchased at the Strike Price. For the purposes of determining the Strike Price, Ordinary Shares tendered pursuant to a Strike Price Tender will be deemed to have been tendered at the Minimum Price.

Auction Tenders will be accepted in the range of 20 pence to 30 pence per Ordinary Share inclusive, in increments of two pence only. For the avoidance of doubt Auction Tenders should be even numbers divisible by two.

Successfully tendered Ordinary Shares will be purchased at the Strike Price by Deutsche Bank who in turn will sell the Ordinary Shares to the Company at the same price. Such Ordinary Shares will then be cancelled. The Strike Price will fall within the Price Range of 20 pence to 30 pence per Ordinary Share inclusive. Shareholders do not pay dealing costs on any successfully tendered Ordinary Shares.

If a price above the Strike Price is specified by a Shareholder, the Ordinary Shares offered at that price by the Shareholder will not be purchased under the Tender Offer.

The Strike Price will be the lowest price per Ordinary Share within the Price Range that will allow Deutsche Bank to purchase the maximum number of Ordinary Shares successfully tendered pursuant to the Tender Offer. Subject to

- The total cost of the Tender Offer not exceeding £18.6 million; and
- The total number of Ordinary Shares purchased not exceeding 62,000,000.

If the aggregate value of all Ordinary Shares deemed to have been successfully tendered at the Strike Price is £18.6 million or less, all Ordinary Shares successfully tendered will be accepted and purchased (provided that the conditions set out in paragraph 2.1 of Part 5 are satisfied). In the event that the Tender Offer is over-subscribed at the Strike Price, then Ordinary Shares will be purchased on a pro-rata basis according to the total number of Ordinary Shares successfully tendered at the Strike Price.

Shareholders are able to tender their Ordinary Shares up until 3 p.m. on the closing date of the Tender Offer, which is Thursday 23 April 2009. In order to participate in the Tender Offer:

- Shareholders holding Ordinary Shares in certificated form must return the accompanying Tender Form together with any share certificate(s) and/or other document(s) of title in accordance with the instructions set out on the Tender Form by 3 p.m. on Thursday 23 April 2009.
- Shareholders holding Ordinary Shares in uncertificated form (that is, in CREST) are directed to paragraph 3.3 in Part 5 which details specific procedures for those holders.

Shareholders do not have to tender any Ordinary Shares if they do not wish to do so. Shareholders who choose not to participate in the Tender Offer and who therefore do not tender their Ordinary Shares will not receive any cash proceeds in respect of their Ordinary Shares under the Tender Offer but will benefit from owning a greater percentage of the Ordinary Shares of the Company as there will be fewer Ordinary Shares in issue after completion of the Tender Offer than prior to the completion of the Tender Offer.

The Tender Offer is subject to shareholder approval which will be sought at an extraordinary general meeting to be held on Friday 17 April 2009 (the "Extraordinary General Meeting" or "EGM").

Ordinary Shares may be traded in the normal way during the period in which the Tender Offer remains open.

The purchase from Shareholders and the sale of the Ordinary Shares concerned to the Company will be effected via normal market trades, in accordance with the AIM rules. This will ensure that the purchase of the Ordinary Shares concerned constitutes a market purchase by the Company of its own shares for the purposes of the Isle of Man Companies Act 1992.

The Tender Offer is only available to Shareholders outside Canada, Australia, South Africa or Japan.

Successfully tendered Ordinary Shares will be cancelled and will not rank for any future dividends.

Any rights of Shareholders who choose not to tender their Ordinary Shares will be unaffected.

The Directors reserve the right, at any time prior to the announcement of the results of the Tender Offer, to prevent Deutsche Bank from proceeding with the Tender Offer if they conclude that its implementation is no longer in the best interests of the Company and/or Shareholders as a whole.

The Directors also reserve the right, with the prior consent of Deutsche Bank, to revise the Price Range or change the aggregate value of the Tender Offer, based on market conditions and/or other factors, subject to compliance with applicable legal and regulatory requirements.

Full details of the Tender Offer, including the terms and conditions on which it is made, are set out in Part 5.

General Authority to repurchase Ordinary Shares

A General Authority to buy-back up to 10 per cent. of the Company's issued ordinary share capital was sought and approved by ordinary resolution adopted by the Company at its annual general meeting held on 3 September 2008. As at Friday 20 March 2009, being the last practicable date before the date of this document, the Company had bought back 234,000 Ordinary Shares, representing 0.1 per cent. of the Company's issued ordinary share capital.

If the Tender Offer is successfully implemented, the Company's issued ordinary share capital will be reduced by up to approximately 30 per cent. As such, the Board is also seeking the General Authority (in substitution for the existing authority) at the Extraordinary General Meeting to make market purchases of up to 14,489,764 Ordinary Shares representing a maximum of 10 per cent. of Ishaan's issued ordinary share capital after completion of the Tender Offer (assuming that the maximum number of Ordinary Shares authorised to be purchased by the Company pursuant to the Tender Offer is purchased by the Company).

Further details regarding the General Authority to repurchase which is being sought are set out below in the section headed "Extraordinary General Meeting". Any Ordinary Shares purchased under this authority will be cancelled.

Notification of Interests

Under article 173 of the Articles, Shareholders are required to notify the Company of their interests in Ordinary Shares. Following the Company's repurchase of Ordinary Shares in relation to the Tender Offer, a Shareholder's interest in the Company's issued ordinary share capital may change giving rise to an obligation on the Shareholder in question to make a notification to the Company within 2 days of becoming aware of such change.

If Shareholders are in any doubt as to whether they should make a notification to the Company, or as to the form of that notification, then Shareholders are advised to consult their solicitor or other professional adviser without delay.

Dividends

Successfully tendered Ordinary Shares will not rank for future dividends of the Company.

Tax

A guide to certain UK tax consequences of the Tender Offer for Shareholders under UK law and HMRC practice is set out in Part 6. A guide to certain US tax consequences of the Tender Offer for US Shareholders is set out in Part 8.

Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom or the United States should consult a professional adviser.

Overseas Shareholders

The attention of Shareholders who are not resident in the United Kingdom is drawn to paragraph 7 headed "Overseas Shareholders" in Part 5. US Shareholders should also refer to Part 8.

The Company's Share Option Agreements

Pursuant to the terms of the Company's IPO Options and Annual Options, the Board may:

- (i) request the Company's auditors to confirm how, in their opinion, the exercise price and/or the number and/or the denomination of shares relating to the options may be adjusted in a manner they consider to be fair and reasonable;
- (ii) consider the auditors' view on any adjustment; and
- (iii) determine whether any adjustment should be made and, if so, the manner of such adjustment.

Following completion of the Tender Offer, the Board intends to ask the Company's auditors whether in their view any of the IPO Options or the Annual Options need to be adjusted.

Extraordinary General Meeting

Implementation of the Tender Offer requires the approval of Shareholders at an Extraordinary General Meeting. Accordingly, there is set out at the end of this document a notice convening an Extraordinary General Meeting to be held at 10 a.m. on Friday 17 April 2009 at the registered office of the Company, Top Floor, 14 Athol Street, Douglas, Isle of Man IM1 1JA.

At this meeting, an ordinary resolution, Resolution 1, will be proposed to seek authority to make market purchases of Ordinary Shares pursuant to the Tender Offer. Resolution 1 specifies the maximum number of Ordinary Shares which may be acquired pursuant to this authority and the Maximum Price and the Minimum Price at which Ordinary Shares may be bought pursuant to the Tender Offer.

Resolution 2 is conditional upon the passing of Resolution 1 and will confer General Authority for the market purchase by the Company of up to 14,489,764 Ordinary Shares. This number represents 10 per cent. of the Company's issued ordinary share capital after completion of the Tender Offer (assuming that the maximum number of Ordinary Shares authorised under Resolution 1 to be purchased by the Company pursuant to the Tender Offer is purchased by the Company). The number of Ordinary Shares will therefore represent less than 10 per cent. of the Company's issued ordinary share capital if fewer than the maximum number of Ordinary Shares authorised under Resolution 1 are purchased.

The authority will replace any other such general authority previously conferred. The Directors will only exercise this power if and when, in the light of the market conditions prevailing at the time, they believe that such purchases would increase the net asset value per Ordinary Share and would be for the benefit of Shareholders generally.

The maximum price (exclusive of expenses) to be paid on any occasion will be equal to 105 per cent. of the average of the closing price for an Ordinary Share of the Company, derived from the AIM appendix to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased; and the General Authority will expire at the conclusion of next year's annual general meeting or 18 months after the passing of the resolution (whichever is earlier).

Resolution 3, which is a special resolution, amends article 127 of the Articles of the Company to grant the Chairman a casting vote in the case of an equality of votes. The Board has decided to make this amendment to the Articles now that there is an even number of Directors on the Board.

Action to be taken

In relation to the Extraordinary General Meeting

Shareholders will find enclosed a Form of Proxy for use in connection with the Extraordinary General Meeting. Whether or not Shareholders intend to be present at the meeting, they are requested to complete and return the Form of Proxy as soon as possible and, in any event, so as to be received by Computershare Investor Service (CI) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW not later than 10 a.m. on Wednesday 15 April 2009.

The completion and return of Forms of Proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting should they wish to do so.

In relation to the Tender Offer

The procedure for tendering Ordinary Shares depends on whether Ordinary Shares are held in certificated or uncertificated form and is summarised below.

(a) *Shares held in certificated form*

Shareholders who hold Ordinary Shares in certificated form and who wish to tender all or any of their existing holdings of Ordinary Shares should complete the Tender Form in accordance with the instructions printed thereon (including a witnessed signature) and in Part 5 of this document and return it by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE. A prepaid envelope (for use inside the UK) is enclosed for this purpose. Shareholders who hold their Ordinary Shares in certificated form should also return their share certificate(s) in respect of the shares tendered. **Completed Tender Forms must be received by not later than 3.00 p.m. on Thursday 23 April 2009. Further details of the procedures for tendering and settlement are set out in Part 5 and in the accompanying Tender Form.**

(b) *Shares held in uncertificated form*

Shareholders who hold their Ordinary Shares in uncertificated form (that is, in CREST) and who wish to tender all or any of their existing holdings of Ordinary Shares should tender electronically through CREST so that the TTE Instruction settles no later than 3.00 p.m. on Thursday 23 April 2009. Further details of the procedures for tendering and settlement are set out in Part 5.

If you are in any doubt about the completion of the Tender Form or making a TTE Instruction, please contact Computershare Investor Service plc, Corporate Actions Projects, Bristol BS99 6AH.

The CREST manual may also assist you in making a TTE Instruction.

Further information

Shareholders who do NOT wish to sell any Ordinary Shares under the Tender Offer should take no action in relation to the Tender Form and will not be required to make a TTE Instruction.

Part 1 of this document sets out the answers to some questions you might have on the Tender Offer.

Your attention is drawn to the additional information in Part 5 and, in the case of US Shareholders, to the additional information in Part 8.

Recommendation

The Board considers that the Tender Offer, the General Authority and the amendment to the Articles are in the best interests of Shareholders as a whole.

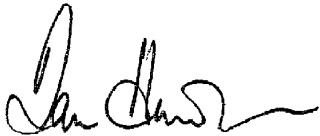
Accordingly, the Board unanimously recommends all Shareholders to vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings of Ordinary Shares amounting in aggregate to 956,657 Ordinary Shares (representing approximately 0.5 per cent. of the current issued ordinary share capital of Ishaan).

The Board is making no recommendation to Shareholders in relation to participation in the Tender Offer itself. Whether or not Shareholders decide to tender all or any of their Ordinary Shares will depend, among other things, on their view of Ishaan's prospects and their own individual circumstances, including their tax position. Shareholders are recommended to consult their duly authorised independent advisers and make their own decision.

Neither the Directors nor the Investment Adviser intend to tender any of his or its Ordinary Shares pursuant to the Tender Offer.

If you are in any doubt as to the action you should take, you are recommended to consult your own professional adviser as soon as possible.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Ian Henderson', with a stylized flourish at the end.

Ian Henderson
Chairman

Part 3– Risk Factors relating to the Tender Offer

Shareholders should carefully consider the risks relating to the Tender Offer described below, together with all other information, contained in this document, before deciding whether or not to participate in the Tender Offer.

1. Risks relating to the Ordinary Shares if a Shareholder chooses to retain all or some of his Ordinary Shares

1.1 The Ordinary Shares are admitted to trading on AIM

The Ordinary Shares have been admitted to trading on AIM, a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to companies on the Official List. An investment in shares quoted on AIM may carry a higher risk than an investment in shares quoted on the Official List. AIM has been in existence since June 1995 but its future success, and liquidity in the market for the Company's securities, cannot be guaranteed.

The market price of the Ordinary Shares may be volatile and may go down as well as up and current and prospective Shareholders may therefore be unable to recover their original investment. The Company's operating results and prospects from time to time may be below the expectations of market analysts and investors.

At the same time, equity investment market conditions may affect the Ordinary Shares regardless of the operating performance of the Company. Share market conditions are affected by many factors, such as general economic and political conditions, terrorist activity, movements in or outlook on interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards particular market sectors and the supply and demand of capital.

Accordingly, the market price of the Ordinary Shares may not reflect the underlying value of the Company's assets, and the price at which investors may dispose of their Ordinary Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Company while others may be outside the Company's control. The Company does not have a fixed winding up date and therefore, unless Shareholders vote to wind up the Company, Shareholders will only be able to realise their investment through the market.

1.2 Limited regulatory control compared with the Official List

The holders of the Ordinary Shares do not enjoy any protection or rights other than those reflected in the Articles of the Company and those rights conferred by law. Although the AIM rules and the City Code apply to the Company, neither the Listing Rules nor the Combined Code apply. It is, however, the intention of the Directors to comply with the Combined Code on corporate governance, to the extent they consider appropriate, taking into account the size of the Company and nature of its business.

1.3 There is no guarantee that dividends will be paid

There can be no assurance that projects in which the Company invests will increase in value or provide increased dividends over time, or that future investments will increase the Company's cash available for distributions. Accordingly, there can be no assurance that the Company will be able to pay or maintain distributions or that distributions will increase over time. If it determines that it will pay dividends, there can be no assurance that it will be able to pay dividends in the future.

2. Risks relating to the Ordinary Shares if a Shareholder chooses to participate in the Tender Offer

2.1 Past performance not necessarily indicative of likely future performance

Shareholders should be aware that past performance is not necessarily indicative of likely future performance. The price of the Ordinary Shares may increase going forward and a Shareholder, to the extent he participates in the Tender Offer, will lose the benefit of such gains.

2.2 Changes in tax laws affecting Shareholders

The levels of, and reliefs from, taxation may change. The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of investors. Investors should have regard to the information in relation to the terms and conditions of the Tender Offer and the information in relation to taxation set out in Part 6 and should seek their own advice on their tax position.

2.3 *Exchange rate fluctuations*

Shareholders who successfully tender their Ordinary Shares pursuant to the Tender Offer will be paid in Sterling. Overseas Shareholders will therefore bear any associated exchange rate risks.

Part 4 – Trading Update

On 9 March 2009 the Company issued the following trading update:

Ishaan Real Estate Plc (“Ishaan” or the “Company”) is today providing an update on

- progress being made on current developments and letting activity;
- revised development schedules for the Company’s projects to reflect a changed economic environment;
- the valuation outlook for the Indian real estate market; and
- the Company’s share repurchase programme

1. Progress on Current Developments

The Ishaan portfolio comprises planned development of approximately 22 million sq. ft. across nine projects, of which approximately 7 million sq. ft. of office and retail space and approximately 1 million sq. ft. of hotel and residential space is currently under construction.

Rent Commencement

Two projects in the portfolio have commenced income generation. Rent has commenced on approximately 659,000 sq. ft. of space at Mindspace, Airoli, Navi Mumbai and Mindspace, Madhapur, Hyderabad (Non-SEZ). The Company also expects rent to commence on a further 1.3 million sq. ft. of the pre-let area in the next financial year.

Update on letting activity

Since 3 December 2008, the previous results announcement, following additional pre-letting has been secured:

- Approximately 24,000 sq. ft. at the Inorbit Mall, Madhapur, Hyderabad with domestic and multinational retailers; and
- Approximately 43,000 sq. ft. at the Inorbit Mall, Pune, primarily with a multiplex cinema chain.

With these lettings, approximately 71% and 27% of the retail space has been pre-let at Inorbit, Madhapur, Hyderabad and Inorbit, Pune respectively.

The global economic slowdown has put pressure on rental values in India, especially in the retail sector. The Company expects rental values for further lettings in the retail sector to remain under pressure in the near to medium term.

Since 3 December 2008, the decision has been made to release potential occupiers from letting options over approximately 412,000 sq. ft. at Mindspace, Madhapur, Hyderabad (SEZ) and Mindspace, Airoli, Navi Mumbai and from approximately 66,000 sq. ft. of precommitted lettings at Mindspace, Airoli, Navi Mumbai.

The let area of the portfolio is now 0.66 million sq. ft., the aggregate pre-let area of the portfolio is now approximately 1.6 million sq. ft., and a further 289,000 sq. ft. is under option. As a result, approximately 39% of the lettable area under construction and 13% of the total lettable area of the portfolio is now either let, pre-let or under option.

Updated levels of letting activity in the Company’s portfolio are provided below:

| Project | Area Let (sq. ft.) | Area pre-let (sq. ft.) | Area under option (sq. ft.) | Aggregate area ⁽¹⁾ (sq. ft.) | % of total lettable area |
|--------------------------------|--------------------|------------------------|-----------------------------|---|--------------------------|
| Mindspace, Airoli, Navi Mumbai | 280,000 | 269,000 | 220,000 | 769,000 | 20% |
| Mindspace Pocharam, Hyderabad | - | 26,000 | 26,000 | 52,000 | 1% |
| Mindspace (SEZ) Madhapur | - | 326,000 | 43,000 | 369,000 | 8% |
| Mindspace (Non-SEZ) Madhapur | 379,000 | 256,000 | - | 635,000 | 38% |
| Inorbit, Cyberabad | - | 541,000 | - | 541,000 | 71%* |
| Inorbit, Pune | - | 132,000 | - | 132,000 | 27%* |

| | | | | | |
|-----------------------|----------------|------------------|----------------|------------------|------|
| Commerzone, Bangalore | | 97,000 | - | 97,000 | 36%* |
| Total | 659,000 | 1,647,000 | 289,000 | 2,595,000 | |

⁽¹⁾ Aggregate area let, pre-let or under option; * % of retail space of the project

2. Development schedule for areas not currently under construction

The Company announced unaudited results for the six months ended 30 September 2008 on 3 December, including an update on the impact of the global economic slowdown on the Indian real estate market and highlighting that a more cautious stance was being adopted on the timing of further developments beyond those already under construction. Since that announcement, the Board has, together with the Company's Investment Adviser, reviewed the status and outlook for each of the projects in the Company's portfolio. The Company is in the process of determining amendments to the programme for completion of the projects and estimates extension of the completion schedules as described below:

| Projects | Area msf | Previously estimated completion | Revised estimated completion |
|--|----------|---------------------------------|------------------------------|
| Mindspace, Madhapur, Hyderabad (SEZ) | 4.65 | Q3 2011 | Q1 2012 – Q3 2012 |
| Mindspace, Madhapur, Hyderabad (non-SEZ) | 1.65 | Q1 2009 | Q1 2009 |
| Mindspace, Airoli, Navi Mumbai | 3.91 | Q4 2011 | Q1 2012 - Q3 2012 |
| Mindspace, Pocharam, Hyderabad | 3.80 | Q3 2012 | Q3 2013 - Q3 2014 |
| Mindspace, Juinagar, Navi Mumbai | 4.50 | Q3 2012 | Q1 2014 - Q1 2015 |
| Vivarea, Mumbai | 0.86 | Q3 2010 | Q1 2011 - Q3 2011 |
| Commerzone, Bangalore | | | |
| Hotel | 0.55 | Q1 2010 | Q1 2010 - Q3 2010 |
| Retail | 0.27 | Q1 2010 | Q3 2010 |
| IT | 0.19 | Q1 2010 | Q3 2012 |
| Inorbit, Pune | | | |
| Mall | 4.89 | Q3 2009 | Q1 2010 - Q3 2010 |
| IT | 1.95 | Q3 2009 | Q1 2012 |
| Inorbit, Cyberabad | | | |
| Mall | 0.76 | Q1 2009 | Q1 2009 |
| IT | 0.32 | Q1 2009 | Q1 2012 |

Development of the IT space and serviced apartments at the Commerzone project in Whitefield, Bangalore and IT space at Inorbit, Pune will not be started until there is evidence of occupier demand and confidence that a satisfactory level of pre-letting can be achieved.

3. Valuation update

The impact of recent turmoil in capital markets on the real estate investment market and the impact of a global economic slowdown on occupier demand in India for new commercial property have led to a decline in Indian real estate valuations. Capitalisation rates for Indian commercial property are currently estimated to have increased by approximately 100-200 basis points in the last few months.

The Company anticipates that this increase in capitalisation rates, the pressure on rental values and the extensions to the Company's project development schedules will result in a fall in value of the projects in the Ishaan portfolio. The impact of this fall in value on reported net asset value is expected to be partially offset by the appreciation of the Indian Rupee against Sterling. The next valuation of the Company's portfolio will be as at 31 March 2009 and will be reported on as part of the Company's final results for the financial year ending 31 March 2009.

4. Share repurchases

With the Company's shares trading at a significant discount to its net asset value, on 5 January 2009, the Board began an on-market share repurchase programme with the intention of maximising long-term returns for shareholders. As a result of the limited liquidity in the Company's shares and technical constraints on share repurchases, the Company has repurchased only 234,000 shares since 5 January 2009. In order to make the share repurchase process more effective the Board is now evaluating alternative methods to repurchase further shares, which may include tender offers.

Ian Henderson, Chairman of Ishaan Real Estate, commented: "We are confident in Ishaan's ability to sustain the progress made on the development of the high quality of assets in its portfolio. While short term pressures on the business are expected to continue, we believe that real estate development is a long-term process of value creation. The SPVs developing the projects remain well placed to finance the cost of developments and the Company will focus on executing its revised development schedule whilst continuing to monitor market conditions closely."

Part 5 – Details of the Tender Offer

1. Introduction

Shareholders on the Register at 5 p.m. on Thursday 23 April 2009 (other than certain Overseas Shareholders – see paragraph 7 “Overseas Shareholders” below) are hereby invited to tender Ordinary Shares for purchase by Deutsche Bank on the terms and subject to the conditions set out in this document and in the accompanying Tender Form. US Shareholders should review section 8 of this document.

The Company will, in turn, repurchase from Deutsche Bank at the Strike Price the Ordinary Shares purchased by Deutsche Bank pursuant to the Tender Offer for cancellation.

The purchase from Shareholders and the sale of the Ordinary Shares concerned to the Company will be effected via normal market trades, in accordance with the AIM rules. This will ensure that the purchase of the Ordinary Shares concerned constitutes a market purchase by the Company of its own shares for the purposes of the Isle of Man Companies Act 1992.

2. Terms and conditions of the Tender Offer

2.1 The Tender Offer is conditional on the following (the “Conditions”):

- (i) the passing, as an ordinary resolution, of the Resolution 1 set out in the notice of the Extraordinary General Meeting at the end of this document;
- (ii) the Tender Offer not having been terminated in accordance with paragraph 2.19 of this Part 5 prior to the fulfilment of the condition referred to in sub-paragraph 2.1 (i) above.

Deutsche Bank will not purchase the Ordinary Shares pursuant to the Tender Offer unless the Conditions have been satisfied. The Conditions may not be waived by Deutsche Bank. If the Conditions are not satisfied by 3.00 p.m. on 23 April 2009, the Tender Offer will lapse.

2.2 Shareholders who wish to tender all or any of their Ordinary Shares under the Tender Offer can choose to tender their Ordinary Shares in different ways. Shareholders have a choice whether to submit:

- (i) an Auction Tender, in which the tendering Shareholders specify a single price or different prices per Ordinary Shares, in increments of two pence only between the Minimum Price and the Maximum Price, within the Price Range; or
- (ii) a Strike Price Tender, in which the tendering Shareholders do not specify a price per Ordinary Share, but agree to have Ordinary Shares purchased at the Strike Price. For the purposes of determining the Strike Price, Ordinary Shares tendered pursuant to a Strike Price Tender will be deemed to have been tendered at the Minimum Price.

Auction Tenders must be expressed in whole pence per Ordinary Share (and must be even numbers, divisible by two).

2.3 The Tender Offer is only available to Shareholders (outside Canada, Australia, South Africa or Japan) on the Register on the Record Date and in respect of the number of Ordinary Shares registered in their names on that date.

2.4 Tenders are irrevocable once submitted and cannot be withdrawn.

2.5 The Tender Offer will close at 3.00 p.m. on the Closing Date and no tenders received after that time will be accepted.

2.6 All or any part of a holding of Ordinary Shares may be tendered. Ordinary Shares successfully tendered will be sold to Deutsche Bank fully paid and free from all liens, charges, equitable interests and encumbrances and with all rights attaching to the same. Successfully tendered Ordinary Shares will then be repurchased from Deutsche Bank by Ishaan and such Ordinary Shares will subsequently be cancelled and will not rank for any future dividends.

2.7

- (i) Tenders in respect of Ordinary Shares held in certificated form must be made on the accompanying Tender Form duly completed in accordance with the instructions set out below and in the Tender

Form (which constitute part of the terms of the Tender Offer). Such tenders will only be valid when the procedures contained in this document and in the Tender Form are complied with.

- (ii) Tenders in respect of Ordinary Shares held in uncertificated form in CREST must be made by the input and settlement of a TTE Instruction in CREST in accordance with the instructions set out in this Part 5 and the relevant procedures in the CREST manual which together constitute part of the terms of the Tender Offer. Such tenders will only be valid when the procedures contained in this document and in the relevant parts of the CREST manual are complied with.
 - (iii) The Tender Offer and all tenders will be governed by and construed in accordance with English law. Delivery of a Tender Form or the input of a TTE Instruction in CREST, as applicable, will constitute submission to the jurisdiction of the English courts.
- 2.8 The results of the Tender Offer and, if applicable, the extent to which tenders will be scaled down, is expected to be announced on Monday 27 April 2009.
- 2.9 All documents and remittances sent by or to Shareholders and all instructions made by or on behalf of a Shareholder in CREST will be sent or made (as the case may be) at the risk of the person entitled thereto. If the Tender Offer does not become unconditional and lapses, in respect of Ordinary Shares held in certificated form, Tender Forms, share certificates and other documents of title will be returned by post not later than ten Business Days after the date of such lapse or, in respect of Ordinary Shares held in uncertificated form (that is, in CREST), the escrow agent will provide instructions to Euroclear to transfer all Ordinary Shares held in escrow balances by TFE Instruction to the original available balances to which those Ordinary Shares relate.
- 2.10 If part only of a holding of Ordinary Shares is successfully tendered pursuant to the Tender Offer, the relevant Shareholder will be entitled to receive the following:
- (i) for Ordinary Shares held in certificated form – a certificate in respect of the unsold Ordinary Shares; or
 - (ii) for Ordinary Shares held in uncertificated form (that is, in CREST) – the transfer by the escrow agent by TFE Instruction to the original available balances of those unsold Ordinary Shares or the credit of the balance of the unsold Ordinary Shares by the escrow agent by an ARAN message.
- 2.11 Further copies of the Tender Form may be obtained on request from Computershare Investor Service plc, Corporate Actions Projects, Bristol BS99 6AH.
- 2.12 The lowest price at which tenders will be accepted is the Minimum Price. The highest price at which tenders will be accepted is the Maximum Price. Only tenders made at the Strike Price or at two pence increments in the Price Range will be accepted.
- 2.13 The Strike Price will be the lowest price per Ordinary Share that will allow Deutsche Bank to purchase the maximum number of Ordinary Shares having a total cost not exceeding £18.6 million or such lesser number of Ordinary Shares as are validly tendered pursuant to the Tender Offer.
- If the aggregate value for all Ordinary Shares tendered is £18.6 million or less, all Ordinary Shares validly tendered will be purchased. If the aggregate value of Ordinary Shares tendered exceeds £18.6 million, then Ordinary Shares will be purchased on a pro-rata basis according to the total number of Ordinary Shares successfully tendered at the Strike Price.
- Should any fractions arise from any scaling down, the number of Ordinary Shares accepted shall be rounded down to the nearest whole Ordinary Share.
- 2.14 All Ordinary Shares successfully tendered will be purchased by Deutsche Bank, as principal, at the Strike Price. All Ordinary Shares tendered at prices above the Strike Price will be rejected and will not be purchased by Deutsche Bank.
- 2.15 All questions as to the number of Ordinary Shares tendered, the price to be paid therefor and the validity, form, eligibility (including the time of receipt) and acceptance for payment of any tender of Ordinary Shares will be determined by Deutsche Bank at its sole discretion, which determination shall be final and binding on all of the parties (except as otherwise required under applicable law). Deutsche Bank reserves the absolute right to reject any or all tenders it determines not to be in proper form or the acceptance or payment for which may, in the opinion of Deutsche Bank, be unlawful. Deutsche Bank also reserves the absolute right to waive any defect or irregularity in the tender of any particular Ordinary Shares or any particular holder thereof. No tender of Ordinary Shares will be deemed to be validly made until all defects or irregularities have been cured

or waived. In the event of a waiver, the consideration under the Tender Offer will not be despatched (in respect of certificated Ordinary Shares) or made by way of a CREST payment (in respect of uncertificated Ordinary Shares), until after (in the case of certificated Ordinary Shares) the Tender Form is complete in all respects and the share certificates and/or other document(s) of title satisfactory to Deutsche Bank have been received or (in the case of uncertificated Ordinary Shares), the relevant TTE Instruction has settled. None of Ishaan, Deutsche Bank, the Registrars, or any other person is or will be obliged to give notice of any defects or irregularities in tenders, and none of them will incur any liability for failure to give any such notice.

- 2.16 Ordinary Shares will be purchased pursuant to the Tender Offer free of commissions and dealing charges.
- 2.17 The failure of any person to receive a copy of this Tender Offer document or the Tender Form shall not invalidate any aspect of the Tender Offer.
- 2.18 The Directors reserve the right to require that Deutsche Bank does not proceed with the Tender Offer if they conclude, at any time prior to the Announcement, that its implementation is no longer in the best interests of Ishaan and/or the Shareholders as a whole.
- 2.19 The Directors reserve the right, with the prior consent of Deutsche Bank, to revise the Price Range or change the aggregate value of the Tender Offer, based on market conditions and/or other factors, subject to compliance with applicable legal and regulatory requirements. Any such revision will require, inter alia, that new tender forms are despatched to Shareholders and may, in certain circumstances, require that the period during which the Tender Offer is capable of being accepted be extended.

3. Procedure for tendering

3.1 Different procedures for Ordinary Shares in certificated and uncertificated form

If you hold Ordinary Shares in certificated form, you may only tender such Ordinary Shares by completing and returning the Tender Form in accordance with the instructions set out in paragraph 3.2 below and the instructions printed thereon.

If you hold Ordinary Shares in certificated form, but under different designations, you should complete a separate Tender Form in respect of each designation. Additional Tender Forms are available from the Registrar or Computershare Investor Service plc, Corporate Actions Projects, Bristol BS99 6AH.

If you hold Ordinary Shares in uncertificated form (that is, in CREST) you may only tender such Ordinary Shares by TTE Instruction in accordance with the procedure set out in paragraph 3.3 below and, if those Ordinary Shares are held under different member account IDs, you should send a separate TTE Instruction for each member account ID.

3.2 Ordinary Shares held in certificated form (that is, not in CREST)

To tender your Ordinary Shares held in certificated form you must complete, sign and have witnessed the Tender Form.

The completed, signed and witnessed Tender Form should be sent either by post in the accompanying pre-paid envelope (for use in the UK only) along with the relevant share certificate to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH or received by hand (during normal business hours) by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, as soon as possible and, in any event, so as to be received not later than 3.00 p.m. on Thursday 23 April 2009.

No tenders received after that time will be accepted. No acknowledgement of receipt of documents will be given. Any Tender Form received in an envelope postmarked in Canada, Australia, South Africa or Japan or otherwise appearing to Deutsche Bank or its agents to have been sent from any of those jurisdictions may be rejected as an invalid tender. For further information on Overseas Shareholders, see paragraph 7 headed "Overseas Shareholders" below.

The completed and signed Tender Form should be accompanied, where possible, by the relevant share certificate(s) and/or other document(s) of title.

If some or all of your share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed, signed and returned as described above so as to be received by Computershare Investor Services plc, Corporate Actions Projects, Bristol BS99 6AH not later than 3.00 p.m. on Thursday 23 April 2009 together with any share certificate(s) and/or document(s) of title that you may have available.

If you have lost or misplaced some or all of your share certificate(s) and/or other document(s) of title, a letter of indemnity (which can take the place of missing share certificate(s) and/or document(s) of title) can be obtained by writing to Computershare Investor Service (CI) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW. If a separate letter of indemnity is completed, this should be returned with the Tender Form as described above so as to be received by Computershare Investor Services plc, Corporate Actions Projects, Bristol BS99 6AH not later than 3.00 p.m. on Thursday 23 April 2009.

Where you have completed a separate letter of indemnity in respect of unavailable share certificates and you subsequently find or obtain the relevant share certificates, you should immediately send the certificate by hand or by post to Computershare Investor Service (CI) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW .

You are reminded that once a tender is made, it is irrevocable.

3.3 Ordinary Shares held in uncertificated form (that is, in CREST)

If your Ordinary Shares are in uncertificated form, to tender such Ordinary Shares you should take (or procure the taking of) the action set out below to transfer (by means of a TTE Instruction) the number of Ordinary Shares which you wish to tender under the Tender Offer to the appropriate escrow account, specifying Computershare Investor Services plc, Corporate Actions Projects, Bristol BS99 6AH (in its capacity as a CREST participant under the relevant participant ID and member account ID(s) referred to below) as the escrow agent, **as soon as possible and in any event so that the TTE Instruction settles by no later than 3.00 p.m. on Thursday 23 April 2009. Please note that settlement cannot take place on weekends or bank holidays (or other times at which the CREST system is non-operational) and you should therefore ensure you time the input of any TTE Instructions accordingly.**

The input and settlement of a TTE Instruction in accordance with this paragraph 3.3 shall constitute an offer to sell the number of Ordinary Shares at the price indicated on the terms of the Tender Offer, by transferring such Ordinary Shares to the relevant escrow account as detailed in subparagraph 3.3.1(v) below (an "Electronic Tender").

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Your CREST sponsor will be able to confirm details of your participant ID and the member account ID under which your Ordinary Shares are held. In addition, only your CREST sponsor will be able to send the TTE Instruction to Euroclear in relation to the Ordinary Shares which you wish to tender.

After settlement of a TTE Instruction, you will not be able to access in CREST for any transaction or charging purposes the Ordinary Shares the subject of such TTE Instruction, notwithstanding that they will be held by Computershare Investor Services plc, Corporate Actions Projects, Bristol BS99 6AH as your agent until completion or lapsing of the Tender Offer.

If the Tender Offer becomes unconditional by 3.00 p.m. on Thursday 23 April 2009, Computershare Investor Services plc, Corporate Actions Projects, Bristol BS99 6AH 8PW will transfer the successfully tendered Ordinary Shares to itself as the agent of Deutsche Bank, returning any Ordinary Shares not successful in the Tender Offer to you.

You are recommended to refer to the CREST manual published by Euroclear for further information on the CREST procedures outlined below.

You should note that Euroclear does not make available special procedures for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE Instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or your CREST sponsor) to enable a TTE Instruction relating to your Ordinary Shares to settle prior to 3.00 p.m. on Thursday 23 April 2009. In this connection you are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

3.3.1 Electronic Tenders

To tender Ordinary Shares in uncertificated form you should send (or if you are a CREST sponsored member, procure that your sponsor sends), to Euroclear a TTE Instruction in relation to such Ordinary Shares.

A TTE Instruction to Euroclear must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and must contain the following additional details:

- (i) the number of Ordinary Shares in respect of which you wish to tender and be transferred to an escrow account;

- (ii) your participant ID;
- (iii) your member account ID;
- (iv) the participant ID of the escrow agent which is 3RA19;
- (v) the member account ID of the escrow agent which is ISREAL01 to ISREAL07 (see below for details);

The following sets out the different escrow accounts by price range and the relevant participant ID and member account ID for each.

| Price range for Participant ID (3RA19) | Member account ID |
|--|-------------------|
| Strike Price Tender..... | ISREAL01 |
| 20 pence..... | ISREAL02 |
| 22 pence | ISREAL03 |
| 24 pence | ISREAL04 |
| 26 pence | ISREAL05 |
| 28 pence | ISREAL06 |
| 30 pence | ISREAL07 |

- (vi) the corporate action ISIN, which is IM00B1FW3316;
- (vii) the intended settlement date. This should be as soon as possible and, in any event, not later than 3.00 p.m. on Thursday 23 April 2009;
- (viii) input with standard delivery instruction of priority 80;
- (ix) the corporate action number for the relevant Tender Offer Price Range. The corporate action number is allocated by Euroclear to the Tender Offer and can be found by viewing the corporate action details on screen in CREST; and
- (x) the contact name and telephone number inserted in the shared note field.

3.3.2 Withdrawal of Electronic Tenders not permitted

In the case of Ordinary Shares held in uncertificated form, withdrawals of Electronic Tenders are not permitted once submitted.

3.4 Deposits of Ordinary Shares into, and withdrawals of Ordinary Shares from, CREST

Normal CREST procedures (including timings) apply in relation to any Ordinary Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Tender Offer (whether such conversion arises as a result of a transfer of Ordinary Shares or otherwise).

Shareholders who are proposing to convert any such Ordinary Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Ordinary Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Tender Offer (in particular, as regards delivery of share certificates and/or other documents of title or transfers to an escrow balance as described above) prior to 3.00 p.m. on Thursday 23 April 2009.

3.5 Validity of tenders

- (i) *Tender Forms*

Notwithstanding the powers in paragraph 2.15 of the section headed "Terms and Conditions of the Tender Offer", Deutsche Bank reserves the right to treat as valid only Tender Forms which are received entirely in order by 3.00 p.m. on the Closing Date and which are accompanied by the relevant share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof in respect of the entire number of Ordinary Shares tendered. The Record Date for the Tender Offer is at 5.00 p.m. on Thursday 23 April 2009.

(ii) *Validity of Electronic Tenders*

A Tender Form which is received in respect of Ordinary Shares held in uncertificated form will not constitute a valid tender and will be disregarded. Holders of Ordinary Shares in uncertificated form who wish to tender such Ordinary Shares should note that a TTE Instruction submitted with a valid Tender Form will only be a valid tender as at the Closing Date, Thursday 23 April 2009, if it has settled on or before 3.00 p.m. on that date.

An appropriate announcement will be made if any of the details contained in this subparagraph 3.5 are altered.

(iii) *General*

Notwithstanding the completion of a valid Tender Form or settlement of a TTE Instruction, as applicable, the Tender Offer may lapse in accordance with the Conditions set out in this Part 5.

The decision of Deutsche Bank as to which Ordinary Shares have been validly tendered shall be conclusive and binding on all Shareholders.

You are reminded that, if you are a CREST sponsored member, you should contact your CREST sponsor before taking any action.

Shareholders should note that once tendered Ordinary Shares may not be sold, transferred charged or otherwise disposed of.

4. **Settlement**

Settlement of the consideration to which any Shareholder is entitled pursuant to valid tenders accepted by Deutsche Bank will be made by Tuesday 28 April 2009, as follows.

4.1 **Ordinary Shares held in certificated form (that is, not in CREST)**

Where an accepted tender relates to Ordinary Shares held in certificated form, cheques for the consideration due will be despatched by the Registrars by first class post to the person or agent whose name and address (outside Canada, Australia, South Africa or Japan) is set out in Box 3 of the Tender Form or, if none is set out, to the registered address of the tendering Shareholder or, in the case of joint holders, the address of the first named. All payments will be made in Sterling by cheque drawn on a branch of a UK clearing bank.

4.2 **Ordinary Shares held in uncertificated form (that is, in CREST)**

Where an accepted tender relates to Ordinary Shares held in uncertificated form, the consideration due will be paid by means of CREST by Computershare Investor Services Limited, Corporate Actions Projects, Bristol BS99 6AH acting on behalf of Deutsche Bank procuring that a CREST payment is made in favour of the tendering Shareholder's payment bank in accordance with the CREST payment arrangements.

5. **Tender Forms**

Each Shareholder by whom, or on whose behalf, a Tender Form is executed irrevocably undertakes, represents, warrants and agrees to and with Deutsche Bank (for itself and as trustee for Ishaan) (so as to bind him, his personal representatives, heirs, successors and assigns) that:

- (i) the execution of the Tender Form shall constitute an offer to sell to Deutsche Bank such number of Ordinary Shares as are inserted in Box 1 of the Tender Form or deemed to be tendered, in each case, on and subject to the terms and conditions set out or referred to in this document and the Tender Form and that, once lodged, such tender shall be irrevocable;
- (ii) such Shareholder has full power and authority to tender, sell, assign or transfer the Ordinary Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by Deutsche Bank, Deutsche Bank will acquire such Ordinary Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, on or after the Closing Date including the right to receive all dividends and other distributions declared, paid or made after that date;

- (iii) the execution of the Tender Form will, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of any director or officer of Deutsche Bank as such Shareholder's attorney and/or agent ("attorney"), and an irrevocable instruction to the attorney to complete and execute all or any instruments of transfer and/or other documents at the attorney's discretion in relation to the Ordinary Shares referred to in paragraph (i) above in favour of Deutsche Bank or such other person or persons as Deutsche Bank may direct and to deliver such instrument(s) of transfer and/or other documents at the discretion of the attorney, together with the share certificate(s) and/or other document(s) relating to such Ordinary Shares, for registration within six months of the Tender Offer becoming unconditional and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest in Deutsche Bank or its nominee(s) or such other person(s) as Deutsche Bank may direct such Ordinary Shares;
- (iv) such Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by Deutsche Bank or any of its directors or any person nominated by Deutsche Bank in the proper exercise of its or his or her powers and/or authorities hereunder;
- (v) such Shareholder holding Ordinary Shares in certificated form will deliver to the Receiving Agent their share certificate(s) and/or other document(s) of title in respect of the Ordinary Shares referred to in paragraph (i) above, or an indemnity acceptable to Deutsche Bank in lieu thereof, or will procure the delivery of such document(s) to such person as soon as possible thereafter and, in any event, no later than the Closing Date;
- (vi) the provisions of the Tender Form shall be deemed to be incorporated into the terms and conditions of the Tender Offer;
- (vii) such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by Deutsche Bank to be desirable, in each case to complete the purchase of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder;
- (viii) such Shareholder, if an Overseas Shareholder, or a US Shareholder, has fully observed any applicable legal requirements and that the invitation under the Tender Offer may be made to, and accepted by, him under the laws of the relevant jurisdiction; and in the case of US Shareholders they have read section 8 of this document and consulted professional advisers as necessary;
- (ix) such Shareholder has not received or sent copies or originals of this document, the Tender Form or any related documents in, into or from Canada, Australia, South Africa or Japan and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of Canada, Australia, South Africa or Japan; that the Tender Form has not been mailed or otherwise sent in, into or from Canada, Australia, South Africa or Japan, and such Shareholder is accepting the Tender Offer from outside Canada, Australia, South Africa or Japan;
- (x) the despatch of a cheque to a Shareholder as referred to in the section headed "Settlement" above, will discharge fully any obligation of Deutsche Bank to pay such Shareholder the consideration to which he is entitled under the Tender Offer;
- (xi) on execution the Tender Form takes effect as a deed; and
- (xii) the execution of the Tender Form constitutes such Shareholder's submission to the jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Tender Offer or the Tender Form.

A reference in this paragraph to a Shareholder includes a reference to the person or persons executing the Tender Form and in the event of more than one person executing a Tender Form, the provisions of this paragraph will apply to them jointly and severally.

6. **Electronic Tenders**

Each Shareholder by whom, or on whose behalf, an Electronic Tender is made irrevocably undertakes, represents, warrants and agrees to and with Deutsche Bank (for itself and as trustee for Ishaan) (so as to bind him, his personal representatives, heirs, successors and assigns) that:

- (i) the input of the TTE Instruction shall constitute an offer to sell to Deutsche Bank such number of Ordinary Shares as are specified in the TTE Instruction or deemed to be tendered, in each case, on and subject to the terms and conditions set out or referred to in this document and that once the TTE Instruction has settled, such tender shall be irrevocable;
- (ii) such Shareholder has full power and authority to tender, sell assign or transfer the Ordinary Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by Deutsche Bank, Deutsche Bank will acquire such Ordinary Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, on or after the Closing Date including the right to receive all dividends and other distributions declared, paid or made after that date;
- (iii) the input of the TTE Instruction will, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of any director or officer of Deutsche Bank as such Shareholder's agent ("agent"), and an irrevocable instruction to the agent to complete and execute all or any instruments of transfer and/or other documents or input any instructions into Euroclear at the agent's discretion in relation to the Ordinary Shares referred to in paragraph (i) above in favour of Deutsche Bank or such other person or persons as Deutsche Bank may direct and to deliver any documents or input any instructions into Euroclear relating to such Ordinary Shares, for registration within six months of the Tender Offer becoming unconditional and to do all such other acts and things as may in the opinion of such agent be necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest in Deutsche Bank or its nominee(s) or such other person(s) as Deutsche Bank may direct such Ordinary Shares;
- (iv) such Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by Deutsche Bank or any of its directors or any person nominated by Deutsche Bank in the proper exercise of its or his or her powers and/or authorities hereunder;
- (v) such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by Deutsche Bank to be desirable, in each case to complete the purchase of the Ordinary Shares and/or to perfect any of the authorities expressed to be given hereunder;
- (vi) such Shareholder, if an Overseas Shareholder, or a US Shareholder, has fully observed any applicable legal requirements and that the invitation under the Tender Offer may be made to, and accepted by, him under the laws of the relevant jurisdiction; and in the case of US Shareholders they have read Part 8 of this document and consulted professional advisers as necessary;
- (vii) such Shareholder has not received or sent copies or originals of this document, the Tender Form or any related documents in, into or from Canada, Australia, South Africa or Japan and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of Canada, Australia, South Africa or Japan at the time of the input of and settlement of the relevant TTE Instruction(s); that the TTE Instruction has not been sent from Canada, Australia, South Africa or Japan, and such Shareholder is accepting the Tender Offer from outside Canada, Australia, South Africa or Japan;
- (viii) the input of a CREST payment in favour of such Shareholder's payment bank in accordance with the CREST payment arrangements as referred to in the section headed "Settlement" above will discharge fully any obligation of Deutsche Bank to pay to such Shareholder the consideration to which he is entitled under the Tender Offer;
- (ix) the input of the TTE Instruction constitutes such Shareholder's submission to the jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Tender Offer;
- (x) if, for any reason, any Ordinary Shares in respect of which a TTE Instruction has been made are, prior to the Closing Date, converted into certificated form, the Electronic Tender in respect of such Ordinary Shares shall cease to be valid and the Shareholder will need to comply with the procedures for tendering Ordinary Shares in certificated form as set out in this Part 5 in respect of the Ordinary Shares so converted, if he wishes to make a valid tender of such Ordinary Shares pursuant to the Tender Offer; and
- (xi) if the appointment of agent provision under sub-paragraph (iii) above shall be unenforceable or invalid or shall not operate so as to afford any director or officer of Deutsche Bank the benefit or authority expressed to be given therein, the Shareholder shall with all practicable speed do all such

acts and things and execute all such documents that may be required to enable Deutsche Bank to secure the full benefits of sub-paragraph (iii) above.

7. Overseas Shareholders

- 7.1 The making of the Tender Offer in, or to persons who are citizens or nationals of, or resident in, jurisdictions outside the United Kingdom or custodians, nominees or trustees for citizens, nationals or residents of jurisdictions outside the United Kingdom may be prohibited or affected by the laws of the relevant overseas jurisdiction. Shareholders who are Overseas Shareholders should inform themselves about and observe any applicable legal requirements.
- 7.2 It is the responsibility of any such Shareholder wishing to tender Ordinary Shares to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes or other requisite payments due in such jurisdiction. Any such Shareholder will be responsible for payment of any such transfer or other taxes or other requisite payments due by whomsoever payable and Deutsche Bank and Ishaan and any person acting on their behalf shall be fully indemnified and held harmless by such Shareholder for any such transfer or other taxes or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of the Tender Form in any territory outside the United Kingdom other than the United States.
- 7.3 In particular, the Tender Offer is not being made directly or indirectly in or into or by use of the mails or by any means or instrumentality (including, without limitation, facsimile transmission, telex, and telephone) or interstate or foreign commerce, or any facility of a national securities exchange of, Canada, Australia, South Africa or Japan and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within Canada, Australia, South Africa or Japan.

Accordingly, copies of this document, the Tender Forms and any related documents are not being and must not be mailed or otherwise distributed or sent in, into or from Canada, Australia, South Africa or Japan, including to Shareholders with registered addresses in Canada, Australia, South Africa or Japan or to persons who are custodians, nominees or trustees holding Ordinary Shares for persons in Canada, Australia, South Africa or Japan.

Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute, send or mail them in, into or from Canada, Australia, South Africa or Japan or use such mails or any such means, instrumentality or facility in connection with the Tender Offer, and so doing will render invalid any related purported acceptance of the Tender Offer.

Persons wishing to accept the Tender Offer should not use such mails or any such means, instrumentality or facility for any purpose directly or indirectly relating to acceptance of the Tender Offer. Envelopes containing Tender Forms should not be postmarked in Canada, Australia, South Africa or Japan or otherwise dispatched from Canada, Australia, South Africa or Japan and all accepting Shareholders must provide addresses outside Canada, Australia, South Africa or Japan for the remittance of cash or return of Tender Forms and share certificates.

- 7.4 If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this document, the Tender Form or any related documents in, into or from Canada, Australia, South Africa or Japan or uses the mails of, or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce of, or any facility of a national securities exchange of Canada, Australia, South Africa or Japan in connection with such forwarding, such persons should (i) inform the recipient of such fact; (ii) explain to the recipient that such action will invalidate any purported acceptance by the recipient; and (iii) draw the attention of the recipient to this paragraph.
- 7.5 The provisions of this paragraph and any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by Deutsche Bank in its absolute discretion but only if Deutsche Bank is satisfied that such waiver, variation or modification will not constitute or give rise to a breach of applicable securities or other law.
- 7.6 The provisions of this section headed "Overseas Shareholders" supersede any terms of the Tender Offer inconsistent herewith.

Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. If you are in any doubt about your position, you should consult your professional adviser in the relevant territory.

Part 6 – Taxation in the United Kingdom

The following comments are intended only as a general guide to certain aspects of current UK law and HMRC practice. They are of a general nature and do not constitute tax advice. They only apply to certain Shareholders who beneficially hold their Ordinary Shares as an investment. This summary is not exhaustive, and in particular, does not address the position of certain categories of Shareholders such as dealers in securities, persons who are regarded as having obtained their Ordinary Shares by reason of their office or employment and Shareholders not resident in the UK or who hold their Ordinary Shares otherwise than as an investment.

Since Deutsche Bank will be acting as principal, a Shareholder who tenders Ordinary Shares to Deutsche Bank pursuant to the Tender Offer should be treated, for the purposes of UK taxation, as though the Shareholder had sold them in the normal way to a third party.

Accordingly, any such Shareholder who is resident or ordinarily resident in the UK for tax purposes (or who is not so resident but who carries on a trade, profession or vocation in the UK through a branch, agency or permanent establishment to which the Ordinary Shares are attributable) may, depending on that Shareholder's personal circumstances and subject to any available exemption or relief, be subject to capital gains tax (or, in the case of a corporate Shareholder, corporation tax on chargeable gains) in respect of any gain arising on such sale. Such an individual will be taxed on gains at the appropriate rate, but this may be reduced by the annual exemption (which, for the 2008-2009 tax year, exempts the first £9,600 of any gains from charge to capital gains tax).

Shareholders within the charge to UK corporation tax may be entitled to an indexation allowance (which, in general terms, increases the tax base cost of an asset in accordance with movements in the retail prices index). For Shareholders not within the charge to UK corporation tax, taper relief (which may reduce the amount of the chargeable gain according to how long, measured in years, the Ordinary Shares have been held) and indexation allowance have been abolished for disposals made on or after 6 April 2008 and have been replaced by a single flat rate of capital gains tax of 18 per cent.

Shareholders who are neither resident nor ordinarily resident in the UK for tax purposes and who do not hold their Ordinary Shares for the purposes of a trade, profession or vocation carried on by them through a branch, agency or permanent establishment in the UK or for the purposes of such a branch, agency or permanent establishment, will not normally be liable to UK taxation on chargeable gains in respect of any disposal of their Ordinary Shares. Individual Shareholders who are temporarily neither resident nor ordinarily resident in the UK for tax purposes may be liable to capital gains tax under anti-avoidance legislation.

Shareholders who hold their Ordinary Shares validly through a personal equity plan or individual savings account and who sell their Ordinary Shares in the Tender Offer will not be subject to an income or capital gains tax as a result of the sale.

Sections 703-709 of the Income and Corporation Taxes Act 1988 (ICTA) and Chapter 1, part 13 of the Income Tax Act 2007, permits HMRC to counteract tax advantages arising from certain transactions in securities. These provisions do not apply where it can be shown that the transactions in question were entered into for bona fide commercial reasons or in the ordinary course of making or managing investments, and that none of them had as their main object, or one of the main objects, the obtaining of a tax advantage.

If HMRC sought to apply the above provisions in respect of the Tender Offer, some individual United Kingdom resident (or ordinarily resident) Shareholders and trustees selling their Ordinary Shares in the Tender Offer might be liable to taxation as if they had received income rather than capital. No application has been made to HMRC for clearance that it will not seek to apply either of the above provisions to tax any sums received under the Tender Offer as a distribution. **Shareholders are advised to take independent advice as to the potential application of the above provisions in light of their own particular motives and circumstances.**

No stamp duty or stamp duty reserve tax will be payable by Shareholders who sell Ordinary Shares in the Tender Offer on the basis that the Company's share register is located in the Isle of Man.

The information relating to taxation set out above is based on the law and practice currently in force in the UK and is subject to changes thereon.

Shareholders who are subject to tax in a jurisdiction other than the UK or who are in any doubt as to the potential tax consequences of selling their Ordinary Shares in the Tender Offer are advised to consult their own independent professional advisers before making any such sales.

Part 7 – Additional Information

1. Registered Office

Ishaan Real Estate plc is a company registered in the Isle of Man (registered number 117470C) and its registered office is Top Floor, 14 Athol Street, Douglas, Isle of Man, IM1 1JA.

2. Major Shareholders

Save as set out below, the Company and the Directors are not aware of any person, who is at 20 March 2009 (being the most practicable date before publication of this document) interested, directly or indirectly, in 3 per cent. or more of the issued share capital of the Company.

| | Investor | No. of Ordinary Shares | % Issued Capital |
|---|-------------------------------------|-------------------------------|-------------------------|
| 1 | Lone Pine Capital, L.L.C. | 56,632,342 | 27.37% |
| 2 | Deutsche (Broker Group) | 31,016,264 | 14.99% |
| 3 | Standard Life Investments Ltd. | 20,616,239 | 9.96% |
| 4 | Royal Bank of Canada Europe Limited | 19,849,142 | 9.59% |
| 5 | Matrix Capital Management, L.L.C. | 13,878,930 | 6.71% |
| 6 | ZA Capital, L.L.P. | 7,971,000 | 3.85% |
| 7 | Threadneedle Asset Management Ltd. | 7,033,397 | 3.40% |

3. Share Option Arrangements

3.1 General

The Company has granted share options to Ian Henderson and Vittorio Radice the exercise of which was conditional upon Admission taking place (the "IPO Options"). In addition, the Company has granted share options to Ian Henderson, Vittorio Radice and Stephen Vernon at the end of each year during which they acted as non-executive directors of the Company (the "Annual Options").

3.2 Directors' Interests

As at 20 March 2009 (being the latest practicable date prior to the date of this document) options over Ordinary Shares of £0.01 each had been granted to the following Directors and not exercised:

| Director | No. of Ordinary Shares under Option | Type of Option |
|-----------------|--|-----------------------|
| Stephen Vernon | 30,364 | Annual Options |
| Ian Henderson | 111,160 | Annual Options |
| Ian Henderson | 300,000 | IPO Options |
| Vittorio Radice | 33,348 | Annual Options |
| Vittorio Radice | 90,000 | IPO Options |

3.3 Adjustment to the IPO Options and Annual Options

In the event of any variation to the Company's share capital, such as a rights or capitalisation issue or reduction of capital or other event affecting the Company's Share Option Agreements, the Directors may make an appropriate adjustment to the number of Ordinary Shares over which an IPO Options and/or Annual Option has been granted, and/or the option price.

Following completion of the Tender Offer, the Board intends to ask the Company's auditors whether in their view any of the IPO Options or the Annual Options need to be adjusted.

4. **Directors' beneficial holding of Ordinary Shares**

As at 20 March 2009 (being the latest practicable date prior to the date of this document) each of Director held beneficial holdings in Ordinary Shares of the Company as follows:

| | |
|----------------------------------|----------------------|
| Vittorio Radice: | 280,392 |
| Ian Henderson: | 351,265 |
| Timothy Walker: | 25,000 |
| Stephen Vernon: | 300,000 |
| Total: | 956,657 |
| Issued Share Capital: | 206,897,644 |
| Percentage held by Board: | 0.5 per cent. |

5. **Consent**

Deutsche Bank has given and has not withdrawn its written consent to the inclusion of its name and references to it in the form and context in which it is included in this document.

6. **Put Option Agreement**

Pursuant to the terms of the Put Option Agreement and conditional on the Tender Offer becoming unconditional in all respects and not lapsing or terminating in accordance with its terms, the Company has granted a put option to Deutsche Bank which, on exercise, obliges the Company to purchase from Deutsche Bank at the Strike Price (plus any income accrued during the period of Deutsche Bank's ownership) the Ordinary Shares purchased by Deutsche Bank pursuant to the Tender Offer.

References in this document to purchases of Ordinary Shares by the Company are made on the basis that Deutsche Bank exercises the put option pursuant to the Put Option Agreement.

7. **US Securities Law Considerations**

The Company, certain affiliated companies, the nominees or brokers (acting as agents), including Deutsche Bank may make certain purchases of, or arrangements to purchase, Ordinary Shares outside the Tender Offer during the period in which the Tender Offer remains open for acceptance. Such purchases or arrangements to purchase will be made outside the United States and will comply with applicable law. Information regarding such purchases will be disclosed in the United States on the Company's website to the extent such information is made public in the United Kingdom.

8. **Combined Code**

The Directors will take measures to ensure that the Company complies with the Combined Code on corporate governance, to the extent they consider appropriate, taking into account the size of the Company and nature of its business.

9. **The City Code on Takeovers and Mergers**

Under Rule 9 of the City Code, any person who acquires an interest in shares which (taken together with shares in which persons acting in concert with him are interested) carry 30% or more of the voting rights of a company to which the City Code applies is normally required by the Panel to extend offers to acquire their shares to the holders of any class of equity share capital whether voting or non-voting and also to the holders of any other class of transferable securities carrying voting rights.

Rule 9 of the City Code also provides that such offers must be extended where any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but not more than 50% of such voting rights and such person, or any person

acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested.

Under Rule 37.1 of the City Code, when a company purchases its own voting shares, any resulting increase in percentage of shares carrying voting rights of a person or group of persons acting in concert will be treated as an acquisition for the purpose of Rule 9. A person who comes to exceed the limits in Rule 9 in consequence of a company's redemption or purchase of its own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or the relationship of the person with any one or more of the directors is such that the person is, or presumed to be, acting in concert with any of the directors.

8.1 Implications of the Tender Offer in relation to the City Code

Lone Pine Capital, LLC ("Lone Pine"), is currently interested in 56,632,342 Ordinary Shares in Ishaan, representing 27.4 per cent. of the issued ordinary capital of the Company.

The Directors are aware that, if Lone Pine does not participate in the proposed Tender Offer, the shareholder may become interested in ordinary shares carrying up to 39.1 per cent. of the voting rights of the Company (assuming the maximum number of Ordinary Shares are bought back by the Company in the Tender Offer).

The Directors however believe that Lone Pine should not incur an obligation under the City Code to make any offer pursuant to the provisions of Rules 9 and 37 as a consequence of the Tender Offer since Lone Pine is not a director of the Company; its relationship with any one or more of the directors is not such that it is, or is presumed to be, acting in concert with any of the directors; it has not appointed a representative to the board of the Company and it is not an investment manager of the Company. The Panel has confirmed that no such obligation should be incurred.

Deutsche Bank will purchase, as principal, Ordinary Shares in the Tender Offer which, when aggregated with its existing holdings in the Company, could result in Deutsche Bank owning 30 per cent. or more of the issued share capital of the Company. Deutsche Bank has undertaken that, immediately subsequent to such purchase, it will sell any shares it acquires in the Tender Offer to the Company for cancellation. Accordingly a waiver has been obtained from the Panel in respect of the application of Rule 9 to the purchase by Deutsche Bank of the Ordinary Shares under the Tender Offer.

Part 8 – Further Information for US Shareholders

Certain US securities law considerations

Ishaan is organised under the laws of the Isle of Man. All of its directors are residents of countries other than the United States. As a result it may not be possible for Shareholders to affect service of process within the United States upon Ishaan or such directors or to enforce against any of them judgements of the United States predicated upon the civil liability provisions of the federal securities laws of the United States.

Certain US tax considerations

To ensure compliance with Treasury Department Circular 230, Shareholders are hereby notified that: (a) any discussion of federal tax issues in this document is not intended or written to be relied upon, and cannot be relied upon, by Shareholders for the purpose of avoiding penalties that may be imposed on Shareholders under the United States Internal Revenue Code; (b) such discussion is included herein by the Company in connection with the promotion or marketing (within the meaning of Circular 230) by the Company of the transactions or matters addressed herein; and (c) shareholders should seek advice based on their particular circumstances from an independent tax adviser.

The following discussion is a summary of certain material US federal income tax consequences to US Holders (as defined below) of the tender of their Ordinary Shares pursuant to the Tender Offer. This discussion applies only to US Holders who hold their Ordinary Shares as “capital assets” within the meaning of the Internal Revenue Code of 1986, as amended (the “Code”). The discussion does not cover all aspects of US federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, particular investors, and does not address state, local, non-US or other tax laws.

This summary also does not address tax considerations applicable to investors that own (directly or indirectly) 10 per cent. or more of the voting stock of the Company, nor does this summary discuss all of the tax considerations that may be relevant to certain types of investors subject to special treatment under the US federal income tax laws (such as partnerships or other entities treated as partnerships for US federal income tax purposes, financial institutions, insurance companies, regulated investment companies, investors liable for the alternative minimum tax, individual retirement accounts and other tax-deferred accounts, tax-exempt organisations, dealers in securities or currencies, stockholders that have acquired Ordinary Shares upon the exercise of an option or otherwise as compensation, investors that hold their Ordinary Shares as part of a straddle, hedging, wash sale or conversion transaction or other integrated investment for US federal income tax purposes, investors whose functional currency is not the US Dollar, or former citizens or long-term residents of the United States).

As used herein the term “US Holder” means a beneficial owner of Ordinary Shares that is, for US federal income tax purposes: (i) an individual citizen or resident of the United States; (ii) a corporation created or organized under the laws of the United States or any State thereof or the District of Columbia; (iii) an estate the income of which is subject to US federal income tax without regard to its source or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more US persons have the authority to control all substantial decisions of the trust, or the trust has validly elected to be treated as a domestic trust for US federal income tax purposes.

The summary is based on the tax laws of the United States, including the Code, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as of the date hereof and all subject to change at any time, possibly with retroactive effect. We have not sought, and will not seek, any ruling from the US Internal Revenue Service (the “IRS”) with respect to the tax consequences discussed herein, and there can be no assurance that the IRS will not take a position contrary to the tax consequences discussed below or that any position taken by the IRS would not be sustained.

The summary of US federal income tax consequences set out below is for general information only. All prospective participants should consult their tax advisers as to the particular tax consequences to them of participating in the Tender Offer, including the applicability and effect of state, local, non-US and other tax laws and possible changes in tax law.

Passive Foreign Investment Company

Special US federal income tax rules apply to US Holders owning shares of a passive foreign investment company (a “PFIC”). A corporation organized outside the United States generally will be classified as a PFIC for US federal income tax purposes in any taxable year in which, after applying certain look-through rules, either: (i) at least 75 per cent. of its gross income is “passive income,” or (ii) on average, at least 50 per cent. of the gross value of its assets is attributable to assets that produce “passive income” or are held for the production of passive income. Passive income for this purpose generally includes dividends, interest, royalties, rents, annuities, the excess of gains over losses from commodities and securities transactions, and the excess of gains over losses from the disposition of assets that produce passive income. For purposes of applying the foregoing tests, the assets and gross income of a company’s 25

per cent. or greater owned direct and indirect subsidiaries are attributed to the company. If a corporation is a PFIC (other than a QEF, as defined below) at any time during a shareholder's holding period, it will continue to be treated as a PFIC with respect to such shareholder in future years unless the shareholder makes an election to purge the PFIC status. The Company believes that it is, and has been since its inception, a PFIC.

A US Holder who owns Ordinary Shares while the Company was a PFIC may be subject to increased tax liability upon the sale, exchange or other disposition of the Common Shares or upon the receipt of certain distributions. However, these adverse tax consequences may not apply, in whole or in part, if the US Holder timely made or makes, as the case may be, a mark-to-market election as described below. These adverse tax consequences include the application of the "excess distribution" regime under the Code and the regulations thereunder. An "excess distribution" generally is the excess of the amount a PFIC distributes to a shareholder during a taxable year over 125 percent of the average amount it distributed to the shareholder during the three preceding taxable years or, if shorter, the part of the shareholder's holding period before the taxable year. Distributions with respect to the Ordinary Shares made by the Company during the taxable year to a US Holder that are excess distributions must be allocated ratably to each day of the US Holder's holding period. The amount allocated to the current taxable year and to taxable years prior to the first year in which the Company was classified as a PFIC are included as ordinary income in a US Holder's gross income for the current year. The amount allocated to each prior taxable year is taxed as ordinary income at the highest tax rate in effect for the US Holder in that prior taxable year (without offset by any net operating loss for such year) and the tax is subject to an interest charge at the rate applicable to deficiencies in income taxes (the "special interest charge"). The entire amount of any gain realized upon the sale or other disposition of the Ordinary Shares will be treated as an excess distribution made in the year of sale or other disposition and as a consequence will be treated as ordinary income and, to the extent allocable to years prior to the year of sale or disposition, will be subject to the special interest charge described above.

A US Holder of "marketable stock" (as defined below) may make a mark-to-market election for such stock to elect out of the adverse PFIC tax treatment discussed above. If a US Holder makes a mark-to-market election for the shares of a PFIC, the holder will include in income each year an amount equal to the excess, if any, of the fair market value of the shares as of the close of the holder's taxable year over the holder's adjusted tax basis in such shares. A US Holder is allowed a deduction for the excess, if any, of the adjusted tax basis of the shares over their fair market value as of the close of the taxable year, but only to the extent of any net mark-to-market gains on the shares included in the holder's income for prior taxable years. Amounts included in a US Holder's income under a mark-to-market election, as well as gain on the actual sale or other disposition of the Ordinary Shares, are treated as ordinary income. Ordinary loss treatment also applies to the deductible portion of any mark-to-market loss on the shares, as well as to any loss realized on the actual sale or disposition of the shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such shares. A US Holder's basis in the shares will be adjusted to reflect any such income or loss amounts. However, the special interest charge and other adverse tax consequences described above for non-electing holders may continue to apply on a limited basis if the US Holder makes the mark-to-market election after such holder's holding period for the Ordinary Shares has begun.

The mark-to-market election is available only for "marketable stock," which is defined as stock that is traded in other than *de minimis* quantities on at least 15 days during each calendar quarter ("regularly traded") on a qualified exchange or other market, as defined in applicable US Treasury regulations. The Ordinary Shares are listed on the AIM market of the London Stock Exchange, which should constitute a "qualified exchange" under applicable US Treasury regulations, and the Company believes that the Ordinary Shares have been regularly traded. US Holders of Ordinary Shares are urged to consult their tax advisors as to whether the Ordinary Shares would qualify for the mark-to-market election.

The adverse PFIC tax treatment discussed above may also generally be avoided if a US Holder is able to make a Qualified Electing Fund ("QEF") election with respect to shares owned in a PFIC. The effect of a QEF election is that a US Holder generally will be currently taxable on its pro-rata share of a company's ordinary earnings and net capital gains (at ordinary income and capital gains rates, respectively) for each taxable year of such company in which it is classified as a PFIC, even if no dividend distributions are received by such US Holder, unless such US Holder makes an election to defer such taxes. A QEF election may only be made by a US Holders of Ordinary Shares if the Company provides such holders with certain information that allows such holders to report and pay any current or deferred taxes due with respect to their pro rata shares of the Company's net ordinary earnings and net capital gains for such taxable year. The Company does not make such information available. Therefore, the Company does not anticipate that US Holders will be able to make a QEF Election with respect to their Ordinary Shares.

The remainder of this discussion assumes, except as otherwise noted, that the Company is a PFIC and that the QEF election is not available. The applicability and consequences of the PFIC rules are very complex and, in some respects, unclear. US Holders are strongly advised to consult their tax advisors regarding the application of the PFIC rules to the Tender Offer.

US Holders Whose Ordinary Shares are Purchased in the Tender Offer. US Holder's accepted tender of Ordinary Shares pursuant to the Tender Offer will be treated for US federal income tax purposes, as either: (i) a "sale or exchange" of such shares; or (ii) a distribution by the Company in respect of Ordinary Shares held by such holder.

Under Section 302 of the Code, a US Holder whose Ordinary Shares are purchased under the Tender Offer will be treated as having sold those Ordinary Shares if the purchase:

- is “not essentially equivalent to a dividend” with respect to the US Holder;
- results in a “complete termination” of the US Holder’s equity interest in the Company; or
- results in a “substantially disproportionate” redemption with respect to the US Holder.

Each of these tests (collectively referred to as the “Section 302 tests”), and the consequences of satisfying any of them, is explained in more detail below.

Tax Treatment of a “Sale or Exchange” of Ordinary Shares

If a US Holder satisfies any of the Section 302 tests explained below, the US Holder will be treated as having engaged in a “sale or exchange” of its Ordinary Shares and will recognize US source capital gain or loss equal to the difference between the amount of cash received under the Tender Offer and the US Holder’s adjusted tax basis in the Ordinary Shares surrendered in exchange therefor. Assuming that the Company is a PFIC, any gain will be treated as an “excess distribution,” which is treated as ordinary income and subject to the special interest charge and the other PFIC rules discussed above, unless the US Holder has made a mark-to-market election. In the unlikely event that the Company is not a PFIC, with respect to a US Holder any gain or loss will be capital gain or loss and will be long-term capital gain or loss if the US Holder’s holding period for the Ordinary Shares that were sold exceeds one year as of the date of purchase under the Tender Offer. Any recognized gain generally will be treated as US source gain for US foreign tax credit limitation purposes. Specified limitations apply to the deductibility of capital losses by US Holders.

Gain or loss must be determined separately for each block of Ordinary Shares (i.e. Ordinary Shares acquired at the same cost in a single transaction) that is purchased from a US Holder under the Tender Offer. A US Holder may be able to designate, generally through its broker, which blocks of Ordinary Shares it wishes to tender under the Tender Offer if fewer than all of its Ordinary Shares are tendered under the Tender Offer, and the order in which different blocks will be purchased in the event of a pro-ration under the Tender Offer. US Holders should consult their own tax advisors concerning the mechanics and desirability of that designation. Proceeds paid pursuant to the Tender Offer in Sterling will likely be included in a cash-basis US Holder’s income in a US Dollar amount calculated by reference to the exchange rate in effect on the payment date, regardless of whether the payment is in fact converted into US Dollars on such date. An accrual-method US Holder may elect to have this rule apply to it. Any such election by an accrual basis US Holder will apply for the taxable year in which it is made and all subsequent taxable years, unless revoked with the consent of the IRS.

An accrual-method US Holder who does not so elect likely will realize for US federal income tax purposes an amount equal to the US Dollar value of the Sterling to which such US Holder becomes entitled on the date its Ordinary Shares are accepted for purchase by the Company. A cash-basis US Holder may have foreign currency gain or loss if the sales proceeds are not converted into US Dollars on the payment date. Any gain or loss recognised on a sale or other disposition of a foreign currency (including upon exchange for US dollars) will be US source ordinary income or loss.

Tax Treatment of Distribution in Respect of Ordinary Shares

If a US Holder does not satisfy any of the Section 302 tests explained below, the purchase of a US Holder’s Ordinary Shares under the Tender Offer will not be treated as a sale or exchange. Instead, the entire amount received by a US Holder with respect to the purchase of its Ordinary Shares under the Tender Offer will be treated as a dividend distribution to the extent of the US Holder’s share of the available current and accumulated earnings and profits (within the meaning of the Code) of the Company. In general, to the extent that the amount of the distribution exceeds the Company’s current and accumulated earnings and profits, the excess first will be treated as a tax-free return of capital that will reduce the holder’s tax basis in the holder’s Ordinary Shares, and to the extent of any remaining portion in excess of such tax basis, the excess will be taxable as capital gain. Any such capital gain will be long-term capital gain if the US Holder has held the Shares for more than one year at the time of the exchange. However, under proposed US Treasury regulations regarding the treatment of PFICs, a purchase of Ordinary Shares by the Company pursuant to the Tender Offer that does not satisfy any of the Section 302 tests and hence is treated as a distribution will be treated as a distribution in full for PFIC purposes (and will be subject to the excess distribution rules) regardless of whether there are any earnings and profits unless the US Holder has made a mark-to-market election. A dividend received by a corporate US Holder generally will not be eligible for a dividends-received deduction. In addition, a dividend received by a non-corporate US Holder will not qualify for the 15 percent. reduced maximum rate.

To the extent that a purchase of a US Holder’s Ordinary Shares under the Tender Offer is treated as the receipt by the US Holder of a dividend, the US Holder’s remaining adjusted tax basis in the purchased Ordinary Shares will be added to the basis of any Ordinary Shares retained by the US Holder. Amounts treated as dividends paid pursuant to the Tender Offer in Sterling will be included in a US Holder’s income in a US Dollar amount calculated by reference to the exchange rate in effect on the date the amounts are received by such US Holder, regardless of whether the payment is in fact converted into US Dollars. If the amounts treated as dividends are converted into US Dollars on the date of receipt, a US Holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend income.

Section 302 Tests

One of the following tests must be satisfied in order for the purchase of Ordinary Shares under the Tender Offer to be treated as a sale or exchange for US federal income tax purposes:

- *Not Essentially Equivalent to a Dividend Test.*

The purchase of a US Holder's Ordinary Shares under the Tender Offer will be treated as "not essentially equivalent to a dividend" if the purchase in the Tender Offer results in a "meaningful reduction" of the shareholder's proportionate interest in the corporation. Whether the receipt of cash by a US Holder who sells Ordinary Shares under the Tender Offer will be "not essentially equivalent to a dividend" will depend upon the US Holder's particular facts and circumstances.

The IRS has indicated in a published revenue ruling that even a small reduction in the percentage interest of a stockholder whose relative stock interest in a publicly held corporation is minimal (for example, an interest that represents a small fraction of one percent.) and who exercises no control over corporate affairs should constitute a "meaningful reduction." US Holders should consult their own tax advisors as to the application of this test in their particular circumstances.

- *Complete Termination Test.*

The purchase of a US Holder's Ordinary Shares under the Tender Offer will result in a "complete termination" of the US Holder's equity interest in the Company if all of the Ordinary Shares that are actually owned by the US Holder are sold under the Tender Offer and all of the Ordinary Shares that are constructively owned by the US Holder, if any, are sold under the Tender Offer or, with respect to Ordinary Shares owned by certain related individuals, the US Holder is entitled to and effectively waives attribution of the Ordinary Shares which otherwise would be considered as constructively owned by the US Holder. US Holders wishing to satisfy the "complete termination" test through waiver of the constructive ownership rules should consult their own tax advisors.

- *Substantially Disproportionate Test.*

Generally, the purchase of a US Holder's Ordinary Shares under the Tender Offer will result in a "substantially disproportionate" redemption with respect to the US Holder if the percentage of the then outstanding Ordinary Shares actually and constructively owned by the US Holder immediately after the purchase is less than 80 percent. of the percentage of the Ordinary Shares actually and constructively owned by the US Holder immediately before the purchase (treating as outstanding before the purchase all Ordinary Shares purchased under the Tender Offer).

The Company cannot predict whether or the extent to which the Tender Offer will be oversubscribed. If the Tender Offer is oversubscribed, pro-ration of tenders under the Tender Offer will cause the acceptance of fewer Ordinary Shares than are tendered. Therefore, no assurance can be given that a sufficient number of a US Holder's Ordinary Shares will be purchased under the Tender Offer to ensure that the US Holder receives sale or exchange treatment, rather than dividend treatment, for US federal income tax purposes under the rules discussed above.

In applying each of the Section 302 tests explained above, US Holders must take into account not only Ordinary Shares that they actually own but also Ordinary Shares they are treated as owning under the constructive ownership rules of the Code. Under the constructive ownership rules, a US Holder is treated as owning any Ordinary Shares that are owned (actually and in some cases constructively) by certain related individuals and entities as well as Ordinary Shares that the US Holder has the right to acquire by exercise of an option or by conversion or exchange of a security. In connection with options or warrants to acquire additional shares from the Company (including as a result of securities convertible into shares), the IRS takes the position that only options of the stockholders being tested under Section 302 of the Code are taken into account. However, there is both contrary and supporting case law with respect to this issue. In addition, other contemporaneous acquisitions or dispositions of Ordinary Shares by the US Holder may be taken into account. Due to the factual nature of the Section 302 tests explained below, US Holders should consult their own tax advisors to determine whether the purchase of their Ordinary Shares under the Tender Offer qualifies for sale or exchange treatment in their particular circumstances.

Information Reporting and Backup Withholding

Payments made with respect to the Tender Offer by a US paying agent or other US intermediary will be reported to the IRS and to the US Holder as may be required under applicable regulations. Backup withholding (at a rate currently equal to 28 percent.) may apply to these payments if the US Holder fails to provide an accurate taxpayer identification number or certification of exempt status or fails to report all interest and dividends required to be shown on its US federal income tax returns. Certain US Holders (including, among others, corporations) are not subject to backup withholding. If back-up withholding applies, the amount withheld is not an additional tax, but is credited against the US

Holder's US federal income tax liability. US Holders should consult their tax advisers as to their qualification for exemption from backup withholding and the procedure for obtaining an exemption.

The discussion set forth above is included for general information only. US Holders are urged to consult their own tax advisers to determine the particular tax consequences to them of the Tender Offer, including the applicability and effect of US state, local and non-US tax laws.

Part 9 – Definitions

The following definitions apply throughout this document, Form of Proxy and the accompanying Tender Form unless the context requires otherwise:

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| “Act” | Companies Act 1931-2004 (as amended) of the Isle of Man |
| "AIM" | the Alternative Investment Market, a market operated by the London Stock Exchange |
| “AGM” | an Annual General Meeting of the Company |
| “Announcement” | the announcement of the results of the Tender Offer |
| “Annual Options” | options granted to Ian Henderson, Vittorio Radice and Stephen Vernon pursuant to their letters of appointment |
| “ARAN message” | a registrar’s adjustment message (as defined in the CREST manual issued by Euroclear) |
| "Articles" | the articles of association of the Company, adopted by written resolution on 11 th day of August 2006 and as further amended by special resolutions passed on the 3 rd September 2008 |
| “Auction Tender” | Ordinary Shares that are tendered specifying a single price or different prices per Ordinary Shares, in increments of two pence only between the Minimum Price and the Maximum Price, within the Price Range |
| “Board” | the board of directors of the Company |
| “Business Day” | any day other than a Saturday, Sunday or public holiday in England and Wales |
| “Circular” | this document |
| “City Code” | The City Code on Takeovers and Mergers |
| “Closing Date” | 3 p.m. Thursday 23 April 2009 |
| “Combined Code” | the revised combined code on the principles of good governance and code of best practice published in June 2003 by the Financial Reporting Council (2008 update) |
| “Company” or “Ishaan” | Ishaan Real Estate plc, incorporated and registered in the Isle of Man with registered number 117470C |
| “CREST” | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations) |
| “CREST member” | a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations) |
| “CREST participant” | a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations) |
| “CREST Regulations” | the Uncertificated Securities Regulations 2001 (SI 2001/3755) |
| “CREST sponsor” | a CREST participant admitted to CREST as a CREST sponsor being a sponsoring system-participant (as defined in the CREST Regulations) |

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| “CREST sponsored member” | a CREST member admitted to CREST as a sponsored member |
| “Deutsche Bank” | Deutsche Bank AG, London Branch |
| “Directors” | the Directors of the Company |
| “Electronic Tender” | the inputting and settlement of a TTE Instruction in accordance with the procedures set out in Part 5 which constitutes or is deemed to constitute a tender of Ordinary Shares pursuant to and on the terms of the Tender Offer as set out in this document, together with a valid Tender Form |
| “Euroclear” | Euroclear UK & Ireland Limited |
| “Exchange Act” | United States Securities Exchange Act of 1934, as amended |
| “Extraordinary General Meeting” or “EGM” | the Extraordinary General Meeting of the Company convened for 10 a.m. on Friday 17 April 2009 (and any adjournment thereof), notice of which is set out at the end of this document |
| “Form of Proxy” | the form of proxy accompanying this document, for use at the Extraordinary General Meeting |
| “General Authority” | the general authority to make market purchases being sought in Resolution 2 as set out in the notice of the EGM |
| “Group” | means the Company and its subsidiary undertakings from time to time |
| “HMRC” | Her Majesty’s Revenue and Customs |
| “ICTA” | Income and Corporation Taxes Act 1988 |
| “IPO Options” | share options granted to Ian Henderson and Vittorio Radice by the Company the exercise of which was conditional upon Admission taking place |
| “Investment Adviser” | Neerav Investment Advisory Services (Dubai) Private Limited |
| “Ishaan” or the “Company” | Ishaan Real Estate plc, incorporated and registered in the Isle of Man with registered number 117470C |
| “Listing Rules” | the listing rules of the Financial Services Authority acting in its capacity as the competent authority for listing under Part VI of the Financial Services and Markets Act 2000 |
| “London Stock Exchange” | London Stock Exchange plc |
| “Maximum Price” | 30 pence per Ordinary Share |
| “member account ID” | the identification code or number attached to any member account in CREST |
| “Minimum Price” | 20 pence per Ordinary Share |
| “Official List” | the Official List of the UK Listing Authority, a division of the Financial Services Authority, acting as competent authority for the purpose of Part VI of the Financial Services and Markets Act 2000 |
| “Ordinary Shares” | ordinary shares of £0.01 each in the capital of the Company |
| “Overseas Shareholder” | a Shareholder who is a resident in, or a citizen of, a jurisdiction outside the United Kingdom |

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| “Panel” | The Panel on Takeovers and Mergers |
| “participant ID” | the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant |
| “Price Range” | the range of prices in which Ordinary Shares will be purchased by Deutsche Bank pursuant to the terms of the Tender Offer, being 20 pence to 30 pence per Ordinary Share inclusive, in two pence increments only |
| “Put Option Agreement” | the agreement dated 25 March 2009 between Ishaan and Deutsche Bank granting Deutsche Bank the right, on exercise of a put option, to require the repurchase by Ishaan on AIM of the Ordinary Shares purchased by Deutsche Bank pursuant to the Tender Offer as described in paragraph 6 of Part 7 of this document |
| “Receiving Agent” | Computershare Investor Services plc, Corporate Actions Projects, Bristol BS99 6AH. |
| “Record Date” | 5 p.m. on Thursday 23 April 2009 |
| “Register” | the Register of Members of the Company |
| “Registrars” | Computershare Investor Service (CI) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW. |
| “Resolutions” | the special resolutions to be proposed at the EGM to authorise the purchase of Ordinary Shares pursuant to the Tender Offer and to authorise the making by the Company of market purchases of Ordinary Shares |
| “SEC” | the United States Securities and Exchange Commission |
| “Shareholders” | holders of Ordinary Shares |
| “Share Option Agreements” | means the Annual Options and the IPO Options |
| “Sterling” or “£” | the legal currency of England and Wales |
| “Strike Price” | the price at which Deutsche Bank will purchase Ordinary Shares pursuant to the Tender Offer and which will be determined in accordance with the provisions set out in Part 5 |
| “Strike Price Tenders” | Ordinary Shares that are tendered at the Strike Price rather than at a specific numerical price in the Price Range |
| “Tender Form” | the tender form accompanying this document for use in connection with the Tender Offer by Shareholders who hold Ordinary Shares in certificated form and uncertificated form |
| “Tender Offer” | the invitation by Deutsche Bank to Shareholders (other than certain Overseas Shareholders) to tender Ordinary Shares on the terms and subject to the conditions set out in this document and also, in the case of certificated Ordinary Shares only, the Tender Form |
| “TFE Instruction” | a transfer from escrow instruction (as defined by the CREST Manual issued by Euroclear) |
| “Trading Update” | the trading update issued by the Company on 9 March 2009 |
| “TTE Instruction” | a transfer to escrow instruction (as defined by the CREST Manual issued by Euroclear) |

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| “uncertificated” or “in uncertificated form” | recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST |
| “United Kingdom” or “UK” | the United Kingdom of Great Britain and Northern Ireland |
| “United States” or “US” | the United States of America, its territories and possessions, any State of the United States and the District of Columbia |
| “US Shareholders” | Shareholders who are located in, or citizens of, the United States |

References to time in this document are to London time, unless otherwise stated.

Notice of Extraordinary General Meeting

Ishaan Real Estate plc (the "Company")

*(Incorporated under the Companies Acts 1931-2004 (as amended) of the Isle of Man
and registered in the Isle of Man under number 117470C)*

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at the registered office of the Company at 10 a.m. on Friday 17 April 2009 for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions, which will be proposed as ordinary resolutions:

1. THAT the Company be and is hereby generally authorised to make market purchases (within the meaning of Section 13 of the Isle of Man Companies Act 1992) of ordinary shares of £0.01 (the "Ordinary Shares") each in the issued ordinary share capital of the Company, pursuant to the Tender Offer for Ordinary Shares on the terms set out or referred to in the circular to Shareholders dated Wednesday 25 March 2009 (the "Circular"), a copy of which document is produced to the Extraordinary General Meeting and signed for identification purposes by the Chairman of the Extraordinary General Meeting, provided that:
 - (A) the maximum number of Ordinary Shares hereby authorised to be purchased is 62,000,000 Ordinary Shares;
 - (B) the maximum price which may be paid for any Ordinary Share is the Maximum Price (as defined in the Circular) and the minimum price which may be paid for any Ordinary Share is the Minimum Price (as defined in the Circular); and
 - (C) this authority shall expire at the conclusion of the next annual general meeting of the Company or 18 months after the passing of this resolution (whichever is earlier), but the Company may make a purchase after the expiry of such time limit where the contract of purchase was concluded before the authority expired and will or may be executed wholly or partly thereafter.

2. THAT, conditional upon the passing of Resolution 1, the Company be generally authorised, in substitution for any authority (save for the authority conferred by Resolution 1 above, which shall be in addition to the authority hereby conferred) to make market purchases (within the meaning of Section 13 of the Isle of Man Companies Act 1992), subject to the conditions set out in the Circular of its Ordinary Shares of £0.01 pence each provided that:
 - (A) the Company does not purchase under this authority more than 14,489,764 Ordinary Shares;
 - (B) the Company does not pay less than £0.01 for each Ordinary Share;
 - (C) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share shall be an amount equal to 105 per cent. of the average of the middle market quotations for the share as derived from the AIM appendix to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased;
 - (D) this authority shall continue in force until the conclusion of the next annual general meeting of the Company or 18 months after the passing of the resolution (whichever is earlier); and
 - (E) the Company may agree before the authority terminates under (D) above to purchase Ordinary Shares where the purchase will or may be executed after the authority terminates (either wholly or in part). The Company may complete such a purchase even though the authority has terminated.

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution, which will be proposed as special resolution:

3. THAT, the articles of association of the Company be amended so as to delete the present Article 127 in its entirety and to substitute therefor a new Article 127 as follows:

127 Voting

Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman of that meeting shall have a second or casting vote but only if the effect of the exercise of such a vote is not to render the decision or vote in question one which is reached or passed by a majority of Directors who are resident in the United Kingdom. A Director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote and an alternate director who is appointed by two or more Directors shall be entitled to a separate vote on behalf of each of his appointors, in their absence.

By order of the Board

Anne Couper Woods
Company Secretary
25 March 2009

Registered Office:

Top Floor
14 Athol Street
Douglas
Isle of Man
IM1 1JA

Notes

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. A form of proxy is provided, which to be valid, must be completed and delivered, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to Computershare Investor Service (CI) Limited, PO Box 83, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW so as to arrive no later than 10 a.m. on Wednesday 15 April 2009, 48 hours before the time appointed for the holding of the meeting).
3. Completion and return of a form of proxy does not preclude a member of the Company from attending and voting in person at the Extraordinary General Meeting.
4. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2005 (Isle of Man), specifies that only those members registered in the register of members as at 10 a.m. on 15 April 2009 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjournment meeting) shall be entitled to attend or vote at the meeting in respect of the Ordinary Shares registered in their name at that time. Changes to entries on the register of members after 10 p.m. on 15 April 2009 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Inspection of documents

From the date of this notice until the conclusion of the Extraordinary General Meeting convened hereunder, a copy of the Circular will be available for inspection during normal business hours at the Registered Office of the Company and at the offices of the Company's lawyers, Simmons & Simmons, at CityPoint, One Ropemaker Street, London EC2Y 9SS, United Kingdom on any weekday (Saturdays, Sundays and UK public holidays excluded). A copy of the Circular will also be available at the venue of the Extraordinary General Meeting for at least 15 minutes before the Extraordinary General Meeting commences and for the duration of the Extraordinary General Meeting.