LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a shareholder(s)/ beneficial owner(s) of Apollo Finvest (India) Limited (the Company) in accordance with SEBI (Buy-back of Securities) Regulations, 1998, as amended. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Buy-back namely Keynote Corporate Services Limited or Registrar to the Buy-back namely Intime Spectrum Registry Limited. In case you have recently sold your shares in the Company, please hand over this Letter of Offer and the accompanying Tender / Offer Form to the Member of Stock Exchange through whom the said sale was effected.

APOLLO FINVEST (INDIA) LIMITED

Registered Office: Jewel Arcade, Plot No. 123, 1st Floor, Waterfield Road, Bandra (West), Mumbai – 400 050.
Tel: (022) 2645 9796/99; Fax: (022) 2642 8300; E-mail: afil@mtnl.net.in
Name of Contact Person and Compliance Officer: Mr. Lalsing Kshirsagar

Offer to the shareholder(s)/ beneficial owner(s) of Apollo Finvest (India) Limited (the Company) on the specified date (i.e. 05/02/2005) for Buy-back upto 11,50,000 equity shares of the face value Rs. 10/- each representing 23.35% of the issued, subscribed and paid-up equity share capital of Apollo Finvest (India) Limited at a price of Rs. 10/-per share payable in cash aggregating to Rs. 115 Lacs being 11.10% of the paid-up equity share capital and free Reserves of the Company. The said Buy-back will be conducted through a Tender Offer on a proportionate basis in accordance with section 77A, 77AA and 77B of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 as amended.

The procedure for tender/offer is set out on page no. 12 of this Letter of Offer. A tender/offer form is enclosed with this Letter of Offer. The form with relevant enclosures should be despatched/ delivered so as to reach the Registrar to the Buy-back on or before 30/03/2005.

The Buy-back offer is being made pursuant to SEBI (Buy-back of Securities) Regulations, 1998 and subsequent amendments thereof. A copy of the public announcement dated 07/01/2005 and this Letter of Offer (alongwith Tender / Offer Form) is also available on SEBI's website at www.sebi.gov.in.

MANAGER TO THE OFFER	**REGISTRAR TO THE OFFER**
KEYNOTE CORPORATE SERVICES LTD 307, Regent Chambers, Nariman Point, Mumbai -400 021. Tel.: (022) 2202 5230 Fax: (022) 2283 5467 Email: mbd@keynoteindia.net SEBI Registration No.: INM 000003606 Validity Period: 15/12/2005 AMBI No.: AMBI/040 Contact Person: Ms. Kavita Nachnani	INTIME SPECTRUM REGISTRY LIMITED C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078. Tel.: (022) 5556 5454 Fax : (022) 5555 5353 E-mail: isrl@vsnl.com SEBI Registration No.: INR 00003761 Validity Period: 15/05/2005 Contact Person: Mr. Vishwas Attawar

OFFER OPENS ON	:	March 01, 2005 (Tuesday)
OFFER CLOSES ON	:	March 30, 2005 (Wednesday)

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1. OFFER TIME TABLE

Activity	Day	Date
Date of Annual General Meeting approving the Buy-back	Friday	17/12/2004
Public announcement	Friday	07/01/2005
Specified Date	Saturday	05/02/2005
Opening of the Buy-back Offer	Tuesday	01/03/2005
Closure of the Buy-back Offer	Wednesday	30/03/2005
Last date for verification and communication of rejection	Wednesday	13/04/2005
Last date for despatch of Consideration Warrant/ share certificate/credit to demat account in case of rejection	Wednesday	13/04/2005
Last date for extinguishment of Shares	Wednesday	20/04/2005

2. DEFINITIONS/ABBREVIATIONS

AGM	Annual General Meeting
Buy-back Offer/Buy-back/ Offer	The offer by Apollo Finvest (India) Limited to Buy-back upto 11,50,000 fully paid equity shares of face value of Rs.10/- each at a price of Rs.10/- per equity share through Tender Offer on a proportionate basis
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Keynote / Manager to the Buy-back	Keynote Corporate Services Limited
AFIL / the Company	Apollo Finvest (India) Limited
NSDL	National Securities Depository Limited
Offer Price / Buy-back Price	Rs.10/- per fully paid up equity share, payable in cash
Shares	Fully paid up equity shares of face value Rs.10/- each of Apollo Finvest (India) Limited
SEBI	The Securities & Exchange Board of India
The Regulations	The Securities & Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended
The Act	The Companies Act, 1956, as amended

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to Securities and Exchange Board of India. It is to be distinctly understood that submission of Letter of Offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buy-back commitments or for the correctness of the statements made or opinions expressed in the Letter of Offer. The Merchant Banker, Keynote Corporate Services Ltd, has certified that the disclosures made in the Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act, 1956 and SEBI (Buy-back of Securities) Regulations, 1998. This requirement is to facilitate investors to take an informed decision as to the acceptance of the Offer.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Letter of Offer, the Merchant Banker is expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the Merchant Banker, Keynote Corporate Services Ltd., has furnished to SEBI a Due Diligence Certificate dated 14/01/2005 in accordance with SEBI (Buy-back of Securities) Regulations, 1998 which reads as follows:

We have examined various documents and other materials more particularly referred to in the Annexure to this letter, as part of the due diligence carried by us in connection with the finalisation of the Letter of Offer pertaining to the said Buy-back:

On the basis of such examination and the discussions with the Company, its directors and other officers, other agencies, independent verification of the statements concerning the objects of the Buy-

back Offer, the contents of the documents mentioned in the annexure and other papers furnished by the Company, we confirm that:

- **The Letter of Offer forwarded to SEBI is in conformity with the documents, materials and papers relevant to the Buy-back Offer;**
- **All the legal requirements connected with the said Buy-back Offer as also the regulations, instructions, etc. issued by the Government, SEBI and any other competent authority in this behalf have been duly complied with; and**
- **The disclosures in the public announcement and the Letter of Offer are true, fair and adequate to enable the members of the Company to make a well informed decision in respect of the captioned Buy-back Offer.**
- **Funds used for Buy-back shall be as per the provisions of the Companies Act.**

The filing of the Letter of Offer does not, however absolve the Company from any liabilities under Section 77A, 77AA and 77B of the Companies Act, 1956 and Companies (Amendment) Ordinance, 2001 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue.

Promoters / Directors declare and confirm that no information / material likely to have a bearing on the decision of investors has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement / mis-representation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a mis-statement / mis-representation, the Promoters / Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 1956 and the SEBI (Buy-back of Securities) Regulations, 1998.

Promoters/Directors also declare and confirm that funds borrowed from Banks and Financial Institutions will not be used for the Buy-back.

4. EXTRACTS FROM THE EXPLANATORY STATEMENT ANNEXED TO THE NOTICE DATED 21/09/2004 TO THE SHAREHOLDERS IN TERMS OF SECTION 173 OF COMPANIES ACT, 1956.

i. Date of the Board meeting at which the proposal for Buy-back was approved by the Board of Directors of the Company:

The Board of Directors at their Meeting held on 21st September 2004 have approved the proposed Buy-back of shares.

ii. Necessity for Buy-back:

The main objective of Buy-back is to utilise a portion of the surplus cash to Buy-back equity shares. It has been noticed that the shares of the Company are infrequently traded on the Stock Exchange, Mumbai. This offer of Buy-back, when completed, will enable an exit opportunity to the existing shareholders who would so desire and in a manner that does not adversely impact the shareholders continuing with the Company. The Buy-back programme is expected to lead to a reduction in the number of equity shares outstanding, which can lead to improvement in earnings per share and an overall enhancement of value for shareholders continuing with the Company.

iii. Method to be adopted for the Buy-back:

Buy-back shall be effected from the existing shareholders on a proportionate basis through tender offer.

iv. Maximum amount required under the Buy-back and the sources of funds from which the Buy-back would be financed :

Rs. 1,15,00,000/-approx. It is proposed to finance the Buy-back from the accumulated free reserves.

v. Basis of arriving at the Buy-back price :

While fixing the price of Rs.10/- per share for Buy-back, the Board of Directors have taken into account various factors such as the book value per share, current and future earning per share, return on equity, net worth and other relevant factors.

vi. Number of shares that the Company proposes to Buy-back :

The number of shares proposed to be bought-back is 11,50,000 fully paid up equity shares of Rs.10/- each.

vii. (a) The aggregate share holding of the promoters and of the directors of the promoters, where the promoter is the Company and of persons who are in control of the Company as on the date of the notice convening the general meeting:

28,93,329 Equity shares representing 58.75% of the paid up equity capital is held by the promoter group.

(b) Aggregate number of equity shares purchased or sold by persons mentioned in (a) above during the period of six months preceding the date of the board meeting at which the Buy-back was approved till date of notice convening the general meeting:

The Promoters have not purchased or sold any shares in the Company during the period of six months preceding the date of the Board Meeting at which the Buy-back has been approved.

(c) The maximum and minimum price at which purchases and sales referred to in (b) above were made along with the relevant dates:

As the Promoters have not purchased/sold any shares in the Company during the period of six months preceding the date of the Board Meeting at which the Buy-back has been approved, the same is not applicable.

viii. The promoters and persons in control of the Company intend to tender shares for Buy-back. The promoters and persons in control propose to tender equity shares under the Buy-back to such an extent that their shareholding post Buy-back remains equal to their present shareholding i.e. 58.75% of the post Buy-back equity share capital of the Company

ix. A confirmation that there are no defaults subsisting in repayment of debentures or preference shares or repayment of term loans to any financial institutions or banks:

There have been no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.

x. A confirmation that the board of directors has made a full enquiry into the affairs and prospects of the Company and that they have formed the opinion to the effect that the Company, after Buy-back will continue to be able to meet its liabilities and will not be rendered insolvent:

The Board of Directors has made a full enquiry into the affairs and prospects of the Company and it has formed the opinion –

a. that immediately following the date on which the general meeting is convened, there will be no grounds on which the Company could be found unable to pay its debts;
b. as regards its prospects for the year immediately following that date, that having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

c. in forming their opinion for the above purposes, the directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).

xi. A Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The Company has obtained a report from M/s. Shankarlal Jain & Associates, Chartered Accountants, auditors of the Company addressed to the Board of Directors to the effect that:

a. they have enquired into the Company's state of affairs;
b. the amount of the permissible capital payment for the securities in question is, in their view, properly determined; and
c. the Board of Directors have formed the opinion as specified above on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of completion of Buy-back offer.

xi. The maximum price at which the Buy-back of shares shall be made:

It is proposed the price at which Buy-back shall be made shall not exceed Rs.10/- per share.

xii. As per the provisions of the Act, the special resolution passed by the shareholders approving the Buy-back will be valid for a maximum period of twelve months from the date of passing of the said special resolution (or such extended period as may be permitted under the Act or the Regulations or by the appropriate authorities). The exact time table for the Buy-back shall be decided by the Board within the above time limits.

xiii. As per the provisions of Section 77 A (8) of the Act, the Company will not be allowed to issue fresh equity shares for a period of 6 months after the completion of the Buy-back. This restriction would not apply to bonus shares or shares issued towards discharge of subsisting obligations such as arising from convertible preference shares, debentures, employee stock options, etc. issued before the Buy-back. Currently the Company has no subsisting obligations arising from convertible preference shares, debentures, employee stock option.

xiv. As per provisions of the Act, the shares bought back by the Company will compulsorily be cancelled and will not be held for re-issuance.

5. DETAILS OF PUBLIC ANNOUNCEMENT OF BUY-BACK

As per Regulation 8(1) of the Regulations, the Company has made a Public Announcement for Buy-back of equity shares in the Financial Express (English National Daily), Jansatta (Hindi National Daily) and Tarun Bharat (Marathi Daily) on 07/01/2005.

6. DETAILS OF THE OFFER

6.1 Apollo Finvest (India) Limited **(“AFIL”/“the Company”)** has announced the Buy-back (‘**Buy-back’**) of upto 11,50,000 fully paid up equity shares of Rs.10/- each of the Company, from the existing owners/ beneficial owners of the equity shares of the Company through “tender offer route” in accordance with section 77A, 77AA and 77B of the Companies Act, 1956 and the SEBI (Buy-back Of Securities) Regulations, 1998 ("**The Regulations**") at a price of Rs. 10/- per share (“**Buy-back price**”) payable in cash for an aggregate amount not exceeding Rs. 115.00 Lacs (Rupees One Hundred and Fifteen Lacs Only) (“**Buy-back size**”).The Buy-back size represents 11.10% of the paid-up equity share capital and free reserves of the Company as on 31/03/2004. Total number of equity shares proposed to be bought back is 11,50,000 equity shares of Rs.10/- each being 23.35% of the total paid-up capital of the Company.

6.2 As on 31/03/2004 there are calls in arrears to the extent of Rs. 0.53 lacs in the Company. Holders of the partly paid shares will not be eligible to participate in the Buy-back offer in terms of section 77(A)(2)(e) of the Companies Act, 1956.

6.3 The Promoters currently hold 28,93,329 equity shares, representing 58.75 % of the paid-up equity share capital of the Company. The Promoters propose to tender the equity shares of AFIL held by them in the Buy-back Offer to such an extent that their shareholding post Buy-back remains equal to their present shareholding i.e. 58.75%. Considering Buy-back of equity shares to the fullest extent, promoters will have to tender 6,75,575 equity shares of Rs. 10/- each to maintain their shareholding at 58.75%. Thus Buy-back from other shareholders will be to an extent of 4,74,425 equity shares.

7. AUTHORITY FOR THE BUY-BACK

Pursuant to Article No. 12 (a) of the Memorandum and Articles of Association of the Company, Section 77A, 77AA and 77B and other applicable provisions of the Companies Act, 1956, and the Regulations, the present Offer for Buy-back of Equity Shares of the Company through tender offer route has been duly authorised by:

i. A special resolution passed by members of the Company in terms of provisions of Section 192A of the Companies Act, 1956, read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2001. The notice dated 21/09/2004 alongwith explanatory statement for special resolution in respect of Buy-back of equity shares as per Schedule I of the Regulations was sent to all the members of the Company. The results of the postal ballot were declared at the AGM of AFIL held on 17/12/2004

ii. A resolution passed by the Board of Directors of the Company at their meeting held on 31/12/2004.

8. NECESSITY FOR BUY-BACK

8.1 The Company has accumulated Free Reserves and satisfactory liquidity. At present there is no immediate need for these funds. Further the Company is debt free. Therefore, it is proposed to Buy-back a part of the equity shares, which will provide an opportunity to the Company to return the surplus funds to the shareholders and improve Return on Equity.

8.2 The shares of the Company are listed on the stock exchanges at Mumbai, Jaipur and Ahmedabad. The Buy-back will provide an exit opportunity to those shareholders who so desire, in a manner that does not substantially impact the market price of the Company's shares to the detriment of the continuing shareholders.

8.3 The Buy-Back is expected to enhance the Earnings Per Share of the Company in future and create long-term shareholder value.

9. MANAGEMENT DISCUSSION AND ANALYSIS ON LIKELY IMPACT OF BUY-BACK ON THE COMPANY

9.1 The Promoters currently hold 28,93,329 equity shares, representing 58.75 % of the paid-up equity share capital of the Company. The Promoters propose to tender the equity shares of AFIL held by them in the Buy-back Offer to such an extent that their shareholding post buyback remains equal to their present shareholding i.e. 58.75%. Considering Buy-back of equity shares to the fullest extent, promoters will have to tender 6,75,575 equity shares of Rs. 10/- each to maintain their shareholding at 58.75%. Thus Buy-back from other shareholders will be to an extent of 4,74,425. In such a case the public shareholding post Buy-back will remain the same at 41.25% of the post Buy-back capital of the Company.

9.2 Presently the non-resident holding in the Company is 1,24,600 equity shares of Rs. 10/- each constituting 2.53% of the equity share capital. In case the non-residents do not offer their shares in response to this Buy-back Offer and assuming full response to the Offer the holding of non-resident shareholders would increase to 3.30%.

9.3 The Buy-back is not likely to cause any material impact on the income/profits of the Company except to the extent of interest / dividend loss on the amount of funds used for the Buy-back. The Company would continue to be debt free post Buy-back.

9.4 There will be no change in the management structure of the Company consequent to the Buy-back. The Buy-back is expected to enhance the Earnings Per Share of the Company in future and create long-term shareholder value.

9.5 Key Financial ratios consequent to the Buy-back based on the audited results for the Financial Year ended on 31/03/2004 are as follows:

Parameter	Pre-Buy-back	Post Buy-back
Networth (Rs. In Lacs)	1035.77	920.77
Return on Networth (RONW)	Negative	Negative
Earnings per Share (Rs.) (EPS)	Negative	Negative
Book Value per Share (Rs.)	21.03	24.39
P/E (Price as on 31/12/2004)	Negative	Negative
Debt/Equity Ratio	Nil	Nil

Note:

- Based on Buy-back price of Rs. 10/- per share & financial data as on 31/03/2004 (last audited accounts) assuming full response to the Buy-back.
- **Networth** = Paid-up equity capital + Reserves (excluding the revaluation reserves) - Miscellaneous Expenditure to the extent not written off.
- **RONW** = (Profit After Tax / Networth) x 100
- **EPS** = Profit After Tax / Total No. of outstanding equity shares.
- **Book Value =** Networth /Total No. of outstanding equity shares.

10. BASIS OF OFFER PRICE

- The equity shares of the Company are listed on the stock exchanges at Mumbai (BSE), Jaipur and Ahmedabad. The equity shares are infrequently traded on these exchanges.

- The Board of Directors of the Company proposed the Buy-back subject to approval of members of the Company in their meeting held on 21/09/2004. The closing market price of the equity shares of the Company on BSE was Rs. 8.50 on 21/09/2004. The Book Value of the shares as on 31/03/2004 is Rs. 21.03. The Company has been consistently incurring a loss for the past 8 years. The networth of the Company has reduced over this period by 17%. The Company has also reported a loss of Rs. 4.74 Lacs for the six months period ended on 30/09/2004.

- The equity shares are infrequently traded on the stock exchanges where they are listed. The value of the equity shares as per the books does not take into consideration other qualitative factors, which have a bearing on the market price of the scrip. The average market price of the equity shares of AFIL during the 26 weeks period prior to the date of the Board Resolution (31/12/2004) is Rs. 6.55 per share. In view of this the shareholders have approved the maximum price for Buy-back as Rs. 10/- per share. The promoters propose to tender their equity shares under the Buy-back at the same price.

- The maximum price upto which the Company may Buy-back its equity shares is Rs. 10/- per share as per the Special Resolution passed by the members of the Company. Taking this into account the Board of Directors at their meeting held on 31/12/2004 have fixed the Buy-back price at Rs. 10/- per share. The Buy-back price is 52.67% more than the average of the high and low of closing prices of the shares on BSE during the 26-weeks period prior to 31/12/2004, being the date of the board resolution authorising the Buy-back.

11. SOURCES OF FUNDS

The Company proposes to Buy-back a maximum of 11,50,000 fully paid up equity shares at a price of Rs. 10/- per equity share. The total amount of funds required for the Buy-back is Rs. 115.00 Lacs, assuming full response to the Buy-back Offer. The Company proposes to meet the requirement of funds for the Buy-back from internally generated cash surplus available in the reserves.

12. DETAILS OF ESCROW ACCOUNT

- The Company will open the Escrow Account and deposit therein an amount equivalent to 25% of the consideration before opening of the Offer, in terms of Regulation 10 of the SEBI (Buy-back of Securities) Regulations 1998.
- M/s Shankarlal Jain & Associates, Chartered Accountant and Statutory Auditors of the Company, having their registered office at 12, Engineer Building, 265, Princess Street, Mumbai – 400 002. (Tel: (022) 2203 6623; Fax: (022) 2208 6269; Membership No. 78310) have certified vide their certificate dated 21/09/2004 that the opinion formed by the Board of Directors at their meeting held on 21/09/2004 was on reasonable grounds and the Company will not be rendered insolvent within a period of 1 year from the date of the AGM held on 17/12/2004.
- The Merchant Banker has satisfied himself about the ability of the Company to implement the offer in accordance with the Buy-back.

13. CAPITAL STRUCTURE & SHAREHOLDING

13.1 The Authorised Equity Share Capital of the Company is Rs. 800.00 lacs comprising of 80,00,000 equity shares of Rs. 10/- each. As on date the paid up equity share capital of the Company comprises of 49,24,900 equity shares of Rs. 10/- each, aggregating to Rs. 492.49 lacs. There are calls in arrears to the extent of Rs. 0.53 Lacs. There are no locked-in or non-transferable shares or outstanding convertible instruments. There is no pending scheme of amalgamation or compromise or arrangement pursuant to the provisions of Companies Act, 1956. The Company has not bought back equity shares during the past three years.

13.2 The shareholding pattern of the Company as on the date of the Public Announcement (07/01/2005) and post Buy-back presuming completion of the Buy-back to the fullest extent is as follows:

Particulars	No. of shares held	% of existing equity capital	No. of shares post Buy-back	% holding post Buy-back
A. Promoter Holding				
Indian Promoters	15,62,939	31.74	22,17,754	58.75
Persons acting in Concert	13,30,390	27.01		
Sub Total	**28,93,329**	**58.75**	**22,17,754**	**58.75**
B. Non- Promoter Holding				
Financial Institutions/Banks/ Insurance companies	21,400	0.43	15,57,146	41.25
Private Corporate Bodies	72,690	1.48		
NRIs/OCBs	1,24,600	2.53		
Public	18,08,054	36.71		
Others	4,827	0.10		
Sub Total	**20,31,571**	**41.25**		
Total	**49,24,900**	**100.00**	**37,74,900**	**100.00**

13.3 Information about the shareholding of the Promoter Group

a. The aggregate shareholding of the Promoter on the date of the public announcement is 28,93,329 equity shares of Rs.10 each constituting 58.75 % of the issued, subscribed and paid-up capital of the Company.

b. Aggregate number of equity shares purchased or sold by promoters during a period of 12 months preceding the date of the Public Announcement are as follows:

No. of Equity Shares	Nature of transaction
12,545	Purchase

c. The maximum and minimum price at which purchases and sales referred to in 13.3 (b) above were made along with the relevant dates are as follows:

Nature of transaction	Maximum price per share	Date	Minimum price per share	Date
Purchase	Rs. 7.42	12/05/2004	Rs.4.61	12/03/2004

14. BRIEF INFORMATION ABOUT THE COMPANY

14.1 Apollo Finvest (India) Limited was originally incorporated as Appollo Mercantiles Limited on July 29, 1985 under the Indian Companies Act, 1956. The name of the Company was changed to Apollo Finvest (India) Limited w.e.f. 12/05/1992 and a fresh certificate of incorporation was issued.

14.2 The Company was originally engaged in the trading of telecom products and pipes. The Company then diversified its business by entering in the Financial Services. The Company is presently engaged in a comprehensive range of activities like providing leasing and hire purchase finance, investment in debt and equity mutual funds, investment in equities through portfolio management schemes and investment and trading in shares.

14.3 Change in the capital structure of the Company over the years is given below

Sr. No	Date of Allotment/ Date when fully paid-up	Face Value (Rs.)	No. of Shares	Type of Issue	Consideration
1.	31/07/1985	10	70	Subscription to Memorandum	Cash
2.	24/09/1986	10	2,44,930	Initial Public Issue	Cash
3.	24/12/1990	10	2,45,000	Rights Issue	Cash
4.	01/09/1992	10	9,72,550	Rights Issue	Cash
5.	28/12/1994	10	20,00,000	Public Issue	Cash
6.	06/01/1995	10	14,62,350	Rights Issue	Cash
TOTAL			**49,24,900**		

14.4 Board of Directors of the Company

Name, Age, Qualification & Occupation	Designation	Date of first Appointment	Other Directorships
Smt. Anju R. Innani (42 yrs) B.A. Company Director	Managing Director	19/11/1996	▪ AFL Securities India Ltd. ▪ Suraj Spinner Pvt. Ltd.
Shri Umanath R. Agarwal (49 yrs) B.Com, FCA Company Director	Executive Director	21/10/1996	▪ AFL Securities India Ltd. ▪ Subway Investment & Finance Ltd. ▪ Suraj Spinner Pvt. Ltd.
Shri Narayan T. Rathi (51 yrs) M.Com, FCS Practicing Company Secretary	Director	16/07/1997	▪ Essen Consultants Pvt Ltd. ▪ Rathi Research Securities and Services Pvt Ltd. ▪ Madhumilan Credit Capital Pvt Ltd.
Shri Dinesh R. Innani (55 yrs) B.E. Business	Director	01/07/1997	Nil
Shri Anil M. Raika (34 yrs) B.Com, FCA Practicing Chartered Accountant	Director	29/07/2004	▪ Sanja Trading Pvt. Ltd. ▪ Alankar Tech Pvt Ltd. ▪ Alisha Realties Pvt. Ltd.

14.5 Changes in the board of directors in the past 3 years are as follows:

Name	Nature of Change	Effective Date	Reasons
Shri Pravin Jain	Appointed	28/12/2002	To broadbase
Shri Pravin Jain	Resigned	29/07/2004	Due to pre-occupation
Shri Anil M. Raika	Appointed	29/07/2004	To broadbase

14.6 Apart from the consideration that will be received in respect of the equity shares tendered, if any, under the present Buy-back offer there are no benefits to directors/promoters/people in control of the Company on account of present Buy-back by the Company.

14.7 The financial information of the Company as per the audited results for the last three years and certified financials of the Company for the six months ended 30th September, 2004 are as follows:

(Rs. in Lacs)

Particulars	31/03/2002	31/03/2003	31/03/2004	Six months period ended 30/09/2004 (certified)
Total Income	209.38	153.84	277.12	82.15
Total Expenses	150.26	82.25	256.31	68.08
Depreciation	85.54	71.78	52.93	18.81
Loss before tax	**(26.42)**	**(0.20)**	**(32.12)**	**(4.74)**
Less: Provision for tax	-	-	-	-
Income tax for earlier years	-	-	(9.27)	-
Loss after tax	**(26.42)**	**(0.20)**	**(41.39)**	**(4.74)**
Equity share capital	491.97	491.97	491.97	491.97
Reserves & Surplus	585.40	585.20	543.80	-
Networth	1077.37	1077.17	1035.77	N.A.

Financial Ratios

Particulars	31/03/2002	31/03/2003	31/03/2004	Six months period ended 30/09/2004
Earnings Per Share (Rs.)	Negative	Negative	Negative	Negative
Return on Networth (%)	Negative	Negative	Negative	N.A.
Book Value per share (Rs.)	21.88	21.87	21.03	N.A.
Debt/Equity	-	-	-	-

14.8 The Company has complied with Section 77A, 77AA, 77B of the Companies Act, 1956. The Company will comply with the SEBI (SAST) Regulations, 1997, if applicable. The Company will comply with Clause 23 of the Regulations as and when applicable.

15. LISTING DETAILS AND STOCK MARKET DATA

The equity shares of the Company are listed on The Stock Exchange, Mumbai (BSE), Jaipur Stock Exchange and Ahmedabad Stock Exchange. Based on the information collected from BSE the stock market data is as follows:

Particulars (Year / Month)	High			Low			Average Price (Rs.)	Volume (No. of shares)
	High (Rs)	Date	Volume on date of high (No. of shares)	Low (Rs)	Date	Volume on date of low (No. of shares)		
2002	6.90	10/07/2002	1,810	1.80	11/02/2002	1,100	3.47	95,896
2003	4.00	15/12/2003	502	1.30	12/06/2003	1,400	2.33	70,240
2004	9.59	29/12/2004	8,627	2.24	09/02/2004	300	5.49	3,12,768
Aug 2004	7.50	13/08/2004	2,702	3.75	03/08/2004	200	5.31	13,212
Sept 2004	9.36	16/09/2004	6,501	5.00	10/09/2004	1,000	6.93	43,922
Oct2004	8.15	08/10/2004	100	6.30	27/10/2004	800	7.60	24,960
Nov 2004	9.00	12/11/2004	300	7.00	02/11/2004	558	7.74	18,936
Dec 2004	9.59	29/12/2004	8,627	6.50	13/12/2004	650	7.63	88,474
Jan 2005	9.29	03/01/2005	14,050	6.15	04/01/2005	42,402	8.02	1,15,905

Source: www.bseindia.com

The equity shares of AFIL have been infrequently traded on the BSE, Jaipur Stock Exchange and Ahmedabad Stock Exchange for the last three years. The shareholders have approved delisting of the securities from the Jaipur Stock Exchange and Ahmedabad Stock Exchange vide a resolution passed at the Annual General Meeting held on 17/12/2004.

The Board of Directors of the Company proposed the Buy-back subject to approval of members of the Company in their meeting held on 21/09/2004. The closing market price of the equity shares of the Company on BSE was Rs. 8.50 on 21/09/2004. The closing market price of the equity shares of the Company on BSE was Rs. 7.50 on 20/09/2004.

The average of high and low of closing prices of equity shares of the Company on BSE during the 26-weeks period prior to the date of the Board Resolution dated 31/12/2004 was Rs. 6.55 per share.

The closing price of the equity shares of the Company on 21/09/2004, the date of the notice for passing special resolution, by postal ballot was Rs. 8.50 per share.

The closing market price of the shares of the Company on BSE on the date of the resolution of the Board of Directors (31/12/2004) approving the Buy-back was Rs. 9.30 per share. (Source: www.bseindia.com)

16. STATUTORY APPROVALS

Since allotment to NRI shareholders has been made on a non-repatriation basis, approval of RBI will not be required for payment of consideration pursuant to Buy-back. The Buy-back is subject to approvals, if any required, under the provisions of the Act, the Regulations and/or such other Acts in force for the time being.

17. COLLECTION CENTRE

All applications and documents in respect of this Buy-back offer should be submitted to the Registrar to the Buy-back at the following address by hand delivery/registered post only on any working day (from Monday to Friday) between 10.30 a.m. to 4.30 p.m.

INTIME SPECTRUM REGISTRY LIMITED
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078.
Tel.: (022) 5556 5454
Fax : (022) 5555 5353
E-mail: isrl@vsnl.com

The documents should be submitted to the Registrar to the Buy-back so as to reach before the close of business hours on or before 30/03/2005.

RESPONSES SHOULD NOT BE SENT TO THE MANAGER TO THE BUY-BACK OFFER.

18. PROCESS AND METHODOLOGY FOR BUY-BACK PROGRAMME

a) The Company proposes to Buy-back 11,50,000 fully paid up equity shares of Rs.10/- each of the Company, from the existing owners/ beneficial owners of the equity shares of the Company through "tender offer route" in accordance with section 77A, 77AA and 77B of the Companies Act, 1956 and the SEBI (Buy-back of Securities) Regulations, 1998 at a price of Rs. 10/- per share payable in cash for an aggregate amount not exceeding Rs. 115.00 Lacs (Rupees One Hundred and Fifteen Lacs Only). The Buy-back size represents 11.10% of the paid-up equity share capital and free reserves of the Company as on 31/03/2004. Total number of equity shares proposed to be bought back is 11,50,000 equity shares of Rs.10/- each being 23.35% of the total paid-up capital of the Company.

b) As on 31/03/2004 there are calls in arrears to the extent of Rs. 0.53 lacs in the Company. Holders of the partly paid shares will not be eligible to participate in the Buy-back offer in terms of section 77(A)(2)(e) of the Companies Act, 1956.

c) The Promoters currently hold 28,93,329 equity shares, representing 58.75 % of the paid-up equity share capital of the Company. The Promoters propose to tender the equity shares of AFIL held by them in the Buy-back Offer to such an extent that their shareholding post Buy-back remains equal to their present shareholding i.e. 58.75%. Considering Buy-back of equity shares to the fullest extent, promoters will have to tender 6,75,575 equity shares

18.1 GENERAL INSTRUCTIONS

a) The Offer is open to all shareholders of the Company. The Letter of Offer and Tender/Offer Form will be mailed to all the shareholders of the Company whose names appear on the Register of Members of the Company and who are beneficial owner/s of shares as per the records made available to the Company by NSDL/CDSL as on 05/02/2005 (Specified Date).

b) The Company will not accept any shares for Buy-back, in case of court restraints on transfer/ sale of shares or any caveat noted on the shares.

c) The Company will consider all the shares tendered for Buy-back by shareholders, for acceptance under the Buy-back Offer, irrespective of whether the shareholder is registered with the Company as on the Specified Date or has obtained delivery after the Specified Date or he holds the shares in street name. In case the tenderer is an unregistered shareholder, he should submit the transfer deed complete in all respects, along with the share certificate(s).

d) In case the number of shares offered by the shareholders is more than the total number of shares to be bought back by the Company, the acceptances per shareholder will be on proportionate basis, in accordance with the Regulations and subject to clause 18(c) of this Letter of Offer i.e. acceptances per shareholder will be equal to the acceptances tendered by the shareholders divided by the total acceptances received from shareholders and multiplied by the total number of shares to be bought back.

e) The Company shall comply with Regulation 19 (5) of the Regulations.

f) No single offeror can tender shares more than the shares proposed to be bought back and any Tender/Offer Form wherein the number of shares offered by a shareholder exceeds the total number of shares to be bought back will be rejected.

g) The shareholder should tender only one form for each folio he holds. Multiple applications tendered by any shareholder shall be liable to be rejected. Also, multiple tenders from the same depository account or same registered folio shall also be liable to be rejected.

18.2 FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

a) Shareholders to whom this Offer is made are free to tender / offer their shareholding to the Company in whole or in part

b) Shareholders of the Company who wish to tender / offer their shares in response to this Buy-back offer should deliver the following documents:
   - The relevant Tender / Offer Form duly signed (by all shareholders in case the shares are in joint names) in the same order in which they hold the shares.
   - Original share certificate(s).

c) The unregistered shareholders who wish to tender/offer their shares in response to the Buy-back offer should send the application in plain paper signed by all shareholder, stating folio number, name, address, number of shares held, share certificate number, distinctive numbers, number of shares tendered for Buy-back, bank account details together with the original share certificates and duly executed transfer deed and other relevant documents.

d) Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
   - Duly attested Power of Attorney if any person other than the shareholder has signed the relevant Tender / Offer Form.
   - Duly attested death certificate in case of death of any of the joint holders and succession certificate/probate of will / letter of administration certificate in case of death of sole shareholder.

- Necessary corporate authorizations, such as Board Resolutions, etc., in case of companies.

e) The documents should be submitted to the Registrar to the Buy-back- Intime Spectrum Registry Limited before the close of business hours on 30/03/2005.

f) Consideration will be paid by crossed account payee demand draft /pay order to those shareholders whose offer has been accepted by the Company. The demand draft/pay order will be drawn in the name of the first named person in case of joint shareholders.

g) The intimation regarding acceptance or non-acceptance of the shares and the corresponding payment for the accepted shares and/or share certificates for the rejected shares will be dispatched to shareholders by Registered Post by 13/04/2005.

h) The payment shall be made by default to the sole/first shareholder in the bank account, the details of which are recorded with the Company/depository, where such facility is available.

i) It is mandatory for the shareholders to indicate the bank account details to which the consideration would be payable at the appropriate place in the Tender/Offer Form.

j) The non receipt of this Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive this Offer, shall not invalidate the Offer in any way.

k) In case of non receipt of this Letter of Offer, shareholders may send their application in plain paper signed by all shareholders, stating folio number, name, address, number of shares held, share certificate number, distinctive numbers, number of shares tendered for Buy-back, bank account details together with the original share certificates and other relevant documents (as mentioned earlier) to the Registrar to the Buy-back Offer-Intime Spectrum Registry Limited.

l) All documents/remittances sent by or to shareholders will be at their own risk. Shareholders of the Company are advised to adequately safeguard their interest in this regard.

18.3 FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM (BENEFICIAL OWNERS)

a) Shareholders to whom this Offer is made are free to tender / offer their shareholding to the Company in whole or in part.

b) The Company has opened two (2) separate Special Depository Accounts for the benefit of the shareholders / beneficial owners who wish to participate in the said Buy-back. The shareholders / beneficial owners maintaining account with DP of CDSL shall use the information contained in the Table A and those shareholders / beneficial owners maintaining account with DP of NSDL shall use the information contained in the Table B. Details of the accounts are given below:

Table A

Depository	CDSL – Central Depository Service (India) Limited
DP ID	12024300
DP NAME	Keynote Capitals Limited
Beneficiary Client ID	00005305
Client Account Name	AFIL – Buyback of equity shares

Table B

Depository	NSDL – National Securities Depository Limited
DP ID	300239
DP NAME	Geojit Financial Services Limited
Beneficiary Client ID	11128334
Client Account Name	AFIL – Buyback of equity shares

c) Shareholders of the Company who wish to tender / offer their shares in response to this Buy-back offer should deliver the following documents:
   - The relevant Tender / Offer Form duly signed (by all shareholders in case the shares are in joint names) in the same order in which they hold the shares.
   - Copy of the delivery instruction issued by shareholders to their DP for transferring the shares tendered for Buy-back to the Company’s DP account with CDSL / NSDL. Copy of the delivery instruction should be duly endorsed by the DP of shareholder, to whom the original Delivery instruction should be handed over.

d) **For shareholders maintaining account with DP of CDSL:-** In the delivery instruction please use the “For Off-Market Trades (Receiver Details)” box. Fill in “Keynote Capitals Limited” against DP Name, “12024300” against the DP ID and 00005305” against Client ID. The date of execution entered in the delivery instruction should be after the date of opening of the Offer and on or before the last date of submission of the Tender / offer Form to the Collection Centres or on or before the date of mailing of the Tender / Offer Form to the Registrar to the Offer, as the case may be, but not in any case later than the date of Closure of the Offer.

e) **For shareholders maintaining account with DP of NSDL:-** In the delivery instruction please use the "For Off-Market Trades (Receiver Details)" box. Fill in "Geojit Financial Services Limited" against DP Name, "300239" against the DP ID and "11128334" against Client ID. The date of execution entered in the delivery instruction should be after the date of opening of the Offer and on or before the last date of submission of the Tender / offer Form to the Collection Centres or on or before the date of mailing of the Tender / Offer Form to the Registrar to the Offer, as the case may be, but not in any case later than the date of Closure of the Offer.

f) Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):

  - Duly attested Power of Attorney if any person other than the shareholder has signed the relevant Tender / Offer Form.
  - Duly attested death certificate in case of death of any of the joint holders and succession certificate/probate of will/letter of administration certificate in case of death of sole shareholder.
  - Necessary corporate authorizations, such as Board Resolutions, etc., in case of companies

g) The documents should be submitted to the Registrar to the Buy-back- Intime Spectrum Registry Limited before the close of business hours on 30/03/2005.

h) Shareholders should ensure the receipt of credit of the tendered shares in escrow depository account on or before the last date of offer.

i) Consideration will be paid by crossed account payee demand draft /pay order/warrant to those shareholders whose offer has been accepted by the Company. The demand draft/pay order/warrant will be drawn in the name of the first named person in case of joint shareholders.

j) The intimation regarding acceptance or non-acceptance of the shares and the corresponding payment for the accepted shares and/or share certificates for the rejected shares will be dispatched to shareholders by Registered Post by 13/04/2005.

k) The payment shall be made by default to the sole/first shareholder in the bank account, the details of which are recorded with the Company/depository, where such facility is available.

l) It is mandatory for the shareholders to indicate the bank account details to which the consideration would be payable at the appropriate place in the Tender/Offer Form.

m) In case all the shares tendered for Buy-back are accepted by the Company then the delivery instruction given by shareholders to their DPs will be acted upon and the consideration will be paid directly to the concerned shareholders as specified above.

n) In case shares tendered for Buy-back are not accepted by the Company or accepted partly, the Company will instruct its DP, to transfer back the balance shares not accepted by way of off-market transfer to the concerned DP account of shareholder by 13/04/2005, under intimation to the first named beneficial owner by Registered Post. Consideration in respect of shares accepted would be paid directly to the concerned shareholder as specified above.

o) The non receipt of this Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive this Offer, shall not invalidate the Offer in any way.

p) In case of non receipt of this Letter of Offer, shareholders may send their application in plain paper in writing signed by all shareholders, stating name, address, number of shares held, Client Id number, DP name, DP Id Number, bank account details, number of shares tendered for Buy-back together with the copy of the delivery instruction issued to the DP (duly endorsed by the DP) and other relevant documents (as mentioned earlier) to the Registrar to the Buy-back Offer-Intime Spectrum Registry Limited.

q) All documents/remittances sent by or to shareholders will be at their own risk. Shareholders of the Company are advised to adequately safeguard their interest in this regard.

18.4 FOR NON RESIDENT SHAREHOLDERS

Allotment to Non-Resident shareholders has been made on a non-repatriation basis. The Non resident shareholders (excluding FIIs) are required to enclose a copy of the permission received by them from RBI to acquire the shares held by them in the Company.

19. NOTE ON TAXATION

19.1 *For Shareholders*: As per Section 46A of the Income Tax Act, 1961 the difference between the cost of acquisition and the value of Buy-back consideration received by shareholders shall be chargeable to tax as “capital gains”. Shareholders are advised to consult their tax consultants for treatment that may be given by the Income Tax Authorities.

19.2 *Company*: There are no specific tax benefits to the Company on account of Buy-back.

20. DECLARATION BY BOARD OF DIRECTORS

The Board of Directors confirm that there have been no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.

The Board of Directors confirm that on the basis of a full enquiry into the affairs and prospects of the Company, it has formed the opinion –

- that immediately following the date on which the general meeting is convened, there will be no grounds on which the Company could be found unable to pay its debts;

- as regards its prospects for the year immediately following that date, that having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

- in forming their opinion for the above purposes, the directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).

This declaration is made and issued under the authority of the Board in terms of the resolution passed at the meeting held on 21/09/2004.

For and on behalf of the Board of Directors of Apollo Finvest (India) Limited

Sd/-	Sd/-
Anju Innani	Umanath Agarwal
Managing Director	Executive Director

21. AUDITORS REPORT

The text of the Report dated 21/09/2004 received from M/s Shankarlal Jain and Associates, Chartered Accountants and Statutory Auditors (having their registered office at 12, Engineer Building, 265, Princess Street, Mumbai – 400 002. (Tel: (022) 2203 6623; Fax: (022) 2208 6269; Membership No. 78310) of the Company is reproduced below:

> “In connection with the proposal of Apollo Finvest (India) Ltd. (the “Company”) to Buy-back its equity shares and in pursuance of the provisions of section 77A and 77B of the Companies Act, 1956 and the SEBI (Buy-back of Securities) Regulations 1998, we have examined the audited financial statements of the Company as at March 31, 2004 and the relevant records, ratios, analysis and reports and according to the information and explanations given to us and on the basis of such verification of records as we considered appropriate, we report that :
>
> (i) We have inquired into the state of affairs of the Company.
>
> (ii) We are informed the Company proposes to Buy-back maximum upto 25% of its equity share capital.

In our opinion, the amount of maximum permissible capital payment, being 25% of the total paid up capital and free reserves of the Company, for the shares to be bought back, is properly determined in accordance with section 77A(2)(c) of the Companies Act, 1956 and the details of said amount is as below:

Particulars	**:**	**Amount (Rs. in lacs)**
Paid up Equity Shares Capital as on March 31, 2004	:	491.96
Add: Free Reserves as on March 31, 2004		
- General Reserve	:	121.84
- Share Premium Account	:	421.97
Total: Capital and free reserves (A)	:	**1035.77**
Maximum permissible amount of capital payment of Buy-back (25% of (A) above)	:	258.94
Maximum outlay required for Buy-back	:	115.00

(iii) The Board of Directors in their meeting held on 21st September 2004, have formed their opinion, as specified in clause (X) of Schedule 1 to SEBI (Buy-back of Securities) Regulations, 1998, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Annual General Meeting of the members proposed to be held on 17th December 2004.

Yours faithfully
M/s Shankarlal Jain & Associates
Chartered Accountants

Sd/-
(Rajesh Agarwal)
Partner
Membership Number: 78310

Place: Mumbai
Date: 21/09/2004

22. MATERIAL DOCUMENTS

Copies of the following documents will be available for inspection at the registered office of the Company at Jewel Arcade, Plot No. 123, 1st Floor, Waterfield Road, Bandra (West), Mumbai – 400 050 between 10.00 a.m. and 4.30 p.m. on all working days (Monday to Friday) during the offer period:

1. Copy of offer letter dated 22/09/2004 issued by Keynote Corporate Services Limited, Manager to the Offer duly accepted by the Company.

2. MOU dated 20/12/2004 between the Company and Intime Spectrum Registry Ltd, Registrar to the Offer.

3. Memorandum and Articles of Association of Apollo Finvest (India) Limited.

4. Annual report of Apollo Finvest (India) Limited for the years 2001-02, 2002-03, 2003-04 and certified results for the six months period ended on 30/09/2004.

5. Copy of report dated 21/09/2004 received from M/s Shankarlal Jain and Associates, Chartered Accountants and Statutory Auditors of the Company, in terms of schedule I and schedule III of the Regulations

6. Copy of notice dated 21/09/2004 issued to the shareholders regarding resolution for Buy-back of equity shares.

7. Copy of Special Resolution passed by the members of the Company in terms of provisions of Section 192A of the Companies Act 1956 read with Companies (passing of Resolutions by Postal Ballot) Rules, 2001 results of which were declared on 17/12/2004.

8. Copy of resolution passed by the Board of Directors at the meeting held on 31/12/2004.

9. Declaration of solvency and an affidavit verifying the same as per form 4A of the Companies (Central Governments) General Rules and Forms, 1956.

10. Copy of Public Announcement dated 07/01/2005 published in the newspapers regarding Buy-back of equity shares.

11. Copy of letter no. CFD/DCR/AK/BB/32907/2005 dated 04/02/2005 received from SEBI Mumbai conveying their observations on the Letter of Offer.

23. COMPLIANCE OFFICER AND INVESTOR SERVICE CENTRE

23.1 **Compliance Officer**
Mr. Lalsing Kshirsagar
Compliance Officer
Jewel Arcade, Plot No. 123,
1st Floor, Waterfield Road,
Bandra (West), Mumbai – 400 050
Tel: (022) 2645 9796/99
Fax: (022) 2642 8300
E-mail: lalsingk@hotmail.com

23.2 Investor Service Centre is at the aforementioned address.

In case of any queries the Shareholders may contact the compliance officer of the Company at the above address on any working day (except Saturday, Sunday and Public Holidays) between 11 a.m. and 4.30 p.m.

24. REMEDIES AVAILABLE TO THE INVESTORS

- In case of any grievance relating to the Buy-back (i.e. non-receipt of Buy-back consideration, share certificate, demat credit, etc.) the investor can approach the Compliance Officer for redressal.

- If the Company makes any default in complying with the provisions of Section 77A of the Act or any rules made thereunder, or any regulation made under clause (f) of sub-section (2) of Section 77A, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to two years or with a fine which may extend to Rs. 50,000 or both.

- The address of the concerned office of the Registrar of Companies is the Registrar of Companies, Maharashtra, Hakoba Mills Compound, Dattaram Lad Marg, Kalachowki, Mumbai – 400 033.

25. DECLARATION BY THE BOARD OF DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

The Board of Directors of AFIL accept full responsibility for the information contained in this offer document. This offer document is issued under the authority of the Board of Directors in terms of the resolution passed by the Board on 31/12/2004.

For **APOLLO FINVEST (INDIA) LIMITED**
Sd/-
Anju R. Innani
Managing Director

Place: Mumbai

Date : 17/02/2005

TENDER / OFFER FORM

(FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)

DATE : __________

For Collection Centre use			
Centre Code	Inward No.	Date	Stamp

To,
The Board of Directors
Apollo Finvest (India) Limited
Jewel Arcade, Plot No. 123, 1st Floor, Waterfield Road,
Bandra (W), Mumbai – 400 050.
Tel: (022)2645 9796 Fax: (022)2642 8300

Dear Sirs,

Ref: Letter of Offer dated 17/02/2005 to Buy-back shares of Apollo Finvest (India) Limited

1. I/We (having read and understood the Letter of Offer dated 17/02/2005 hereby tender / offer my/our shares in response to the Buy-back offer on the terms and conditions set out below and in the Letter of Offer.
2. I/We authorize the Company to Buy-back the shares offered (as mentioned below) and to issue instruction to Intime Spectrum Registry Limited to extinguish the shares.
3. I/We hereby warrant that the shares comprised in this tender / offer are offered for Buy-back by me / us free from all liens, equitable interest, charges and encumbrance.
4. I/We declare that there are no restraints / injunctions or other order of any nature which limits / restricts in any manner my /our right to tender shares for Buy-back and that I /we am/are legally entitled to tender the shares for Buy-back.
5. I/We agree that the Company will pay the offer price only after due verification of the validity of the documents and that the consideration be paid to the first named shareholder.
6. I /We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me/us.
7. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender /offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Act and the Regulations.
8. Details of shares held and offered for Buy-back:

	In figures	**In Words**
a) Number of Shares held		
b) Number of shares offered for Buy-back		

9. Details of account with Depository Participant

Name of the Depository (tick whichever is applicable)	**NSDL**	**CDSL**
Name of the Depository Participant		
DP ID		
Client ID with the DP		

10. I/We hereby declare that we have instructed the above mentioned DP, with whom, I/we hold an account to transfer the number of shares as mentioned under serial number 8(b) above to AFIL Buy-back of equity shares". **A copy of delivery instruction issued to the DP, duly endorsed by the DP is enclosed**.
11. Details of other documents (please tick appropriately), if any, enclosed:

Corporate Authorisation	Death Certificate	Succession Certificate	Power Attorney	Any Other, please specify ________________

12. Details of Bank Account of the Sole /First shareholder to be incorporated in the consideration warrant (to be mandatorily filled)

Name of the Bank	**Branch and City**	**Account Number (Indicate type of account)**

13. Shareholder(s) details (Signature (s) as per specimen recorded with the Company)

	Sole / First Shareholder	**Second holder (if any)**	**Third holder (if any)**
Name in Full			
Signature			

Address of the Sole / First Shareholder	
Telephone No. / E Mail	

APOLLO FINVEST (INDIA) LIMITED – BUY-BACK OFFER – ACKNOWLEDGEMENT

(to be filled by the shareholder) Received from Mr./ Ms.	DP Id No.		
	Client Id No.		
	Number of shares offered for buy-back	**In Figures**	**In Words**
Please quote Client Id & DP No. for future correspondence	Collection Centre Stamp & date		

INSTRUCTIONS

1. This Offer will open on 01/03/2005 and close on 30/03/2005 (the last date for tendering the shares).
2. This Tender / Offer Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer.
3. The Company has opened two (2) separate Special Depository Accounts for the benefit of the shareholders / beneficial owners who wish to participate in the said Buy-back. One account is with NSDL DP and other with CDSL DP. The shareholders / beneficial owners maintaining account with DP of CDSL shall use the information contained in the Table A and those shareholders / beneficial owners maintaining account with DP of NSDL shall use the information contained in the Table B. Details of the account opened with Depository Participants (DP) are given below:

Table A

Depository	CDSL – Central Depository Service (India) Limited
DP ID	12024300
DP NAME	Keynote Capitals Limited
Beneficiary Client ID	00005305
Client Account Name	AFIL – Buy-back of equity shares

Table B

Depository	NSDL – National Securities Depository Limited
DP ID	300239
DP NAME	Geojit Financial Services Limited
Beneficiary Client ID	11128334
Client Account Name	AFIL – Buy-back of equity shares

4. Shareholders of the Company who wish to tender / offer their shares in response to this Buy-back Offer should deliver the following documents so as to reach before the close of business hours on or before 30/03/2005 to the Registrar to the Offer – Intime Spectrum Registry Ltd by registered post or courier or by hand at the address mentioned in the Letter of Offer.
   - The relevant Tender / Offer Form duly signed (by all shareholders in case shares are in joint names) in the same order in which they hold the shares.
   - Copy of delivery instruction issued by shareholders to their DP for transferring the shares tendered for Buy-back, to the Company's DP account with the aforementioned DPs. **Copy of the delivery instruction should be duly endorsed by the DP of shareholder**, to whom the original delivery instruction should be handed over.
5. **For shareholders maintaining account with DP of CDSL:-** In the delivery instruction please use the "For Off-Market Trades (Receiver Details)" box. Fill in "Keynote Capitals Limited" against DP Name, "12024300" against the DP ID and 00005305" against Client ID. The date of execution entered in the delivery instruction should be after the date of opening of the Offer and on or before the last date of submission of the Tender / offer Form to the Collection Centres or on or before the date of mailing of the Tender / Offer Form to the Registrar to the Offer, as the case may be, but not in any case later than the date of Closure of the Offer.
6. **For shareholders maintaining account with DP of NSDL:-** In the delivery instruction please use the "For Off-Market Trades (Receiver Details)" box. Fill in "Geojit Financial Services Limited" against DP Name, "300239" against the DP ID and "11128334" against Client ID. The date of execution entered in the delivery instruction should be after the date of opening of the Offer and on or before the last date of submission of the Tender / offer Form to the Collection Centres or on or before the date of mailing of the Tender / Offer Form to the Registrar to the Offer, as the case may be, but not in any case later than the date of Closure of the Offer.
7. In case of non-receipt of this Letter of Offer, shareholders may send their application in plain paper in writing signed by all shareholders, stating name, address, number of shares held, Client ID, DP Name, DP ID, number of shares tendered for Buy-back, Bank account details together with a copy of the delivery instruction issued to the DP (duly endorsed by the DP) and other relevant documents to the Registrar to the Buy-back offer, Intime Spectrum Registry Ltd
8. Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
   - Duly attested Power of Attorney if any person other than the shareholder has signed the relevant Tender / Offer Form.
   - Duly attested death certificate in case of death of any of the joint holders / succession certificate/ probate of will/letter of administration in case of death of sole shareholder.
   - Necessary corporate authorizations, such as Board Resolutions, etc. in case of companies.
9. Shareholders to whom this Offer is made are free to tender / offer their shareholding to the Company in whole or in part.
10. It is mandatory for shareholders to indicate the bank account details to which the consideration would be payable at the appropriate place in the Tender / Offer Form.
11. All documents / remittances sent by or to shareholders will be at their own risk. Shareholders of the Company are advised to safeguard adequately their interests in this regard.
12. **Note: Shareholder should tender only one form for each folio he holds. Multiple applications tendered by any shareholder shall be liable to be rejected. Also, multiple tenders from the same depository account or same registered folio shall be liable to be rejected.**

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUY-BACK OFFER, INTIME SPECTRUM REGISTRY LIMITED QUOTING YOUR CLIENT ID & DP ID.

TENDER / OFFER FORM

(FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

DATE: __________

For Collection Centre use			
Centre Code	Inward No.	Date	Stamp

To,
The Board of Directors
Apollo Finvest (India) Limited
Jewel Arcade, Plot No. 123, 1st Floor, Waterfield Road,
Bandra (W), Mumbai – 400 050.
Tel: (022)2645 9796 Fax: (022)2642 8300

Dear Sirs,

Ref: Letter of Offer dated 17/02/2005 to Buy-back shares of Apollo Finvest (India) Limited

1. I/We (having read and understood the Letter of Offer dated 17/02/2005) hereby tender / offer my/our shares in response to the Buy-back offer on the terms and conditions set out below and in the Letter of Offer.
2. I/We authorize the Company to Buy-back the shares offered and as a consequence to extinguish the share certificates.
3. I/We hereby warrant that the shares comprised in this tender / offer are offered for Buy-back by me / us free from all liens, equitable interest, charges and encumbrance.
4. I/We declare that there are no restraints / injunctions or other order of any nature which limits / restricts in any manner my /our right to tender shares for Buy-back and that I /we am/are legally entitled to tender the shares for Buy-back.
5. I/We agree that the Company is not obliged to accept any shares offered for Buy-back where loss of share certificates has been notified to the Company.
6. I/We agree that the Company will pay the offer price only after due verification of the validity of the documents and signatures and that the consideration be paid to the first named shareholder.
7. I /We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me/us.
8. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender /offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Act and the Regulations.
9. I/We authorize the Company to split the share certificate and issue new consolidated certificate for the unaccepted shares in case the shares accepted by the Company are less than the shares tendered in the Buy-back due to over subscription.
10. Details of shares held and offered for Buy-back:

	In figures	In Words	
Number of Shares held			
Number of shares offered for Buy-back			
		Total No. of Certificates submitted	

11. Details of Share Certificate(s) enclosed:

SR.	FOLIO NO.	SHARE CERTIFICATE	DISTINCTIVE NO(S)		NO. OF SHARES
NO.		NO.	FROM	TO	
1					
2					
3					
4					
5					
TOTAL					

In case of insufficient space, please attach a separate sheet giving details in the same format as above.

12. Details of other documents (please tick appropriately), if any, enclosed:

Corporate Authorisation   Death Certificate   Succession Certificate   Power Attorney   Any Other, please specify ________________

13. Details of Bank Account of the Sole /First shareholder to be incorporated in the consideration warrant **(to be mandatorily filled)**

Name of the Bank	Branch and City	Account Number (Indicate type of account)

14. Shareholder(s) details (Signature (s) as per specimen recorded with the Company)

	Sole / First Shareholder	Second holder (if any)	Third holder (if any)
Name in Full			
Signature			

Address of the Sole / First Shareholder	
Telephone No. / E Mail	

APOLLO FINVEST (INDIA) LIMITED – BUY-BACK OFFER – ACKNOWLEDGEMENT

(to be filled by the shareholder) Received from Mr./ Ms	**Folio No.**		**In Figures**	**In Words**
	Number of shares tendered			
	Number of share certificates submitted			
Please quote folio no. for future correspondence	Collection Centre Stamp & date			

INSTRUCTIONS

1. This Offer will open on 01/03/2005 and close on 30/03/2005, the last date for tendering the shares.

2. This Tender / Offer Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender / Offer Form.

3. Shareholders who wish to tender / offer their shares in response to this Buy-back Offer should deliver the following documents so as to reach before the close of business hours to the Registrar to the Buy-back Offer, Intime Spectrum Registry Ltd. by registered post or by hand delivery at the address mentioned in the Letter of Offer.

   - The relevant Tender / Offer Form duly signed (by all shareholders in case shares are in joint names) in the same order in which they hold the shares.
   - Original Share certificate(s).

4. Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):

   - Duly attested Power of Attorney if any person other than the shareholder has signed the relevant Tender / Offer Form.

   - Duly attested death certificate in case of death of any of the joint holders / succession certificate/ probate of will/letter of administration in case of death of sole shareholder.

   - Necessary corporate authorizations, such as Board Resolutions, etc. in case of companies.

5. Shareholders to whom this Offer is made are free to tender / offer their shareholding to the Company in whole or in part.

6. In case on non-receipt of this Letter of Offer, shareholders may send their application in plain paper in writing signed by all shareholders, stating folio number, name, address, number of shares held, share certificate number, distinctive numbers, number of shares tendered for Buy-back, Bank account details together with the original share certificates and other relevant documents to the Registrar to the Buy-back offer.

7. It is mandatory for shareholders to indicate the bank account details to which the consideration would be payable at the appropriate place in the Tender / Offer Form.

8. All documents / remittances sent by or to shareholders will be at their own risk. Shareholders of the Company are advised to safeguard adequately their interests in this regard.

9. **Note: Shareholder should tender only one form for each folio he holds. Multiple applications tendered by any shareholder shall be liable to be rejected. Also, multiple tenders from the same depository account or same registered folio shall be liable to be rejected.**

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUY-BACK OFFER, INTIME SPECTRUM REGISTRY LIMITED QUOTING YOUR FOLIO NUMBER.

BOOK – POST

If undelivered, please return to:

INTIME SPECTRUM REGISTRY LIMITED
UNIT: APOLLO FINVEST (INDIA) LIMITED
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West)
Mumbai - 400 078.
Tel.: (022) 5556 5454
Fax : (022) 5555 5353