LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of offer is sent to you as a shareholder(s) of Electra Financial Services Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or MB / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this Letter Of Offer and the accompanying Form of Acceptance cum acknowledgement, Form of Withdrawal and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.

CASH OFFER

Pursuant to Regulations 10 and 12 and applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereto **("the Regulations").**

BY

Mr. Anil B. Vedmehta and Mrs. Priyanka A. Vedmehta (hereinafter referred as "Acquirers")

(both residing at 3, Udhadhi Tarang Cottages, Juhu, Mumbai 400 049. Telefax No.: 022-55718420

TO THE EXISTING SHAREHOLDERS OF ELECTRA FINANCIAL SERVICES LIMITED (hereinafter referred as "EFSL" or "the Company" or "Target Company")

(Registered Office: 20, Sant Niwas, 265 Shahid Bhagat Singh Road, Fort, Mumbai - 400 001. **Telefax No.:** 022 –5633 3761**)**

TO ACQUIRE

Upto 6,00,080 Fully Paid-up Equity Shares of Rs. 10/- each, representing in aggregate upto 20% of the Issued, Subscribed, Paid up and Voting Equity Share Capital for cash, at a price of Rs. 4.00 per Fully Paid-up Equity Share.

1. The acceptance of shares from Non-Resident shareholders is subject to the approval of the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("FEMA"). The application to the RBI will be made at the appropriate time. Besides the said approval, to the best of knowledge and belief of the Acquirers as on the date of the Public Announcement, no other statutory approvals are required to acquire shares tendered pursuant to this Offer.
2. **Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the Offer i.e. can withdraw on or before Monday, 10th April, 2006.**
3. Should the Acquirers decide to revise the Offer Price upward, such upward revision, will be made in accordance with Regulation 26 of the Regulations not later than Monday, 3rd April, 2006 i.e. 7 (seven) working days prior to the offer closing date. If the Offer Price is revised upward, such revised price will be payable to all the shareholders who have accepted this Offer and submitted their shares at any time during the period between the offer opening date and the offer closing date to the extent their shares have been verified and accepted by the Acquirers. Any such upward revision will be announced in the same newspapers in which the Public Announcement has appeared.
4. **There was no competitive bid.**
   As the offer price cannot be revised during seven working days prior to the closing date of the Offer, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.
5. This Offer is not conditional upon any minimum level of acceptance.
6. The Acquirers reserve the right to withdraw the Offer in terms of Regulation 27 of the Regulations. In the event of such withdrawal, the same would be notified by way of a Public Announcement in the same newspapers where the Public Announcement appeared.
7. **A copy of the Public Announcement, Corrigendum PA's and the Letter of Offer (including Form of Acceptance-cum-Acknowledgement and Form of Withdrawal) are also available on SEBI's website: www.sebi.gov.in**

OFFER OPENS ON : WEDNESDAY, 29TH MARCH, 2006	OFFER CLOSES ON : MONDAY, 17TH APRIL, 2006

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
LKP SHARES AND SECURITIES LIMITED 112-A, Embassy Centre, Nariman Point, Mumbai 400 021. Tel: (022) 4002 4785/86 Fax: (91-22) 22874787 Contact Person: Mrs. Bhairavi S. Nachane e-mail: bhairavi_nachane@lkpsec.com	**SHAREX DYNAMIC (INDIA) PRIVATE LIMITED** 17/B Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai 400 001 Tel No.: 022-2270 2485/ 2264 1376 Fax: 022- 2264 1349 Contact Person: Mr. K. C. Ajitkumar e-mail: sharexindia@vsnl.com

THE SCHEDULE OF ACTIVITIES IS AS PER THE FOLLOWING TABLE:

	ORIGINAL		REVISED	
ACTIVITY	**Day**	**Date**	**Day**	**Date**
Public Announcement (PA)	Thursday	1st December, 2005	Thursday	1st December, 2005
Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer (LOF) will be sent).	Thursday	1st December, 2005	Thursday	1st December, 2005
Last date for announcement of competitive bid	Thursday	22nd December, 2005	Thursday	22nd December, 2005
Date by which LOF will be despatched to shareholders	Thursday	12th January, 2006	Friday	24th March, 2006
Date of opening of the Offer	Saturday	21st January, 2006	Wednesday	29th March, 2006
Last date for revising the Offer Price /Number of Shares	Monday	30th January, 2006	Monday	3rd April, 2006
Last date for withdrawal of acceptance by the shareholders	Friday	3rd February, 2006	Monday	10th April, 2006
Offer Closing date	Thursday	9th February, 2006	Monday	17th April, 2006
Date by which rejection/acceptance would be intimated and date of payment of consideration for applications accepted.	Thursday	23rd February, 2006	Saturday	29th April, 2006

Risk Factors:

Relating to the transaction:

1. As per Regulation 22(16) of the Regulations, in case of non-compliance of any provision of the Regulations by the Acquirers and the Sellers, the SPA shall not be acted upon by the parties.

Relating to the proposed Offer:

1. Acquirers require approval from RBI for acquisition / transfer of equity shares that are tendered in the Open Offer by Non-Residents.
2. If the aggregate of valid responses exceeds the offer size, then the Acquirers will accept the valid applications on a proportionate basis in accordance with Regulation 21(6) of the Regulations.

Probable risk involved in associating with the Acquirers:

1. The Acquirers cannot give any assurance regarding any improvement in the financial performance of the Company, consequent to their taking over the management control of the Company.
2. SEBI has initiated prosecution proceedings in the 47th Chief Metropolitan Magistrate, Mumbai in October, 2004 under SEBI Act, 1992 against Mr. Anil B. Vedmehta, one of the Acquirers, Mobile Telecommunications Ltd. ("MTL") and others. Mr. Anil B. Vedmehta is the Chairman and Managing Director of MTL, a Company listed on the Ahmedabad Stock Exchange Ltd. and Bombay Stock Exchange Ltd.
3. Mr. Anil B. Vedmehta, one of the Acquirers, is the Chairman and Managing Director of MTL, a listed Company and which has faced the following legal actions besides the action mentioned in 2 above.
   a. The name of MTL was appearing in the list of "Vanishing Companies" but the same has been deleted by DCA upon compliances by MTL.
   b. MTL and its Directors including Mr. Anil B. Vedmehta, were prosecuted under section 162 & 220 (3) of the Companies Act for defaults in filing Annual Returns and Balance Sheets with Registrar of Companies under section 159 & 220 respectively and penalty of Rs. 16,114 was imposed.
   c. Due to non-compliances of the listing agreement, shares of MTL were suspended from trading on BSE in February, 2003. Subsequently, upon compliances, suspension was revoked".

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Disclosure by Manager to the Offer with respect to the following Regulations:

1. **Regulation 24(1)(e):** LKP Shares and Securities Ltd., the Manager to the Offer does not hold any shares in EFSL.
2. **Regulation 24(5A):** They declare and undertake that they shall not deal in shares of EFSL during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of the offer.

ABBREVIATIONS /DEFINITIONS

Acquirers	Mr. Anil B. Vedmehta & Mrs. Priyanka A. Vedmehta
EFSL/ Target Company/ the Company	Electra Financial Services Limited
ASE	The Stock Exchange Ahmedabad
BSE	Bombay Stock Exchange Limited
Corrigendum PA's	The Corrigendum Public Announcements relating to the Offer as published in newspapers on 29th December, 2005 and on 23rd March, 2006
Eligible Persons	All owners of shares of EFSL, registered or unregistered (other than Acquirers and Sellers) who own shares at any time prior to the closure of the Offer.
Form of Acceptance	Form of Acceptance-cum-acknowledgement.
LOF	Letter of Offer
Manager/Manager to the Offer/ LKPSS	LKP Shares and Securities Limited
NRI	Non-resident Indian
OCB	Overseas Corporate Body
Offer	Cash Open Offer made by the Acquirers on 1st December, 2005
Offer Price	Rs. 4.00 per equity share of EFSL.
Public Announcement /PA	Public Announcement of the Offer made by the Acquirers to shareholders of EFSL on 1st December, 2005.
RBI	Reserve Bank of India
Registrar to the Offer	Sharex Dynamic (India) Pvt. Ltd.
RSE	Saurashtra Kutch Stock Exchange Limited, Rajkot
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations, 1997 or "the Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 1997 and amendments thereof.
Sellers	Louis Finance and Leasing Pvt. Ltd., Mr. A. Ganesan, Mrs. Rajarajeswari
SPA	Share Purchase Agreement dated 28th November, 2005 between the Acquirers and Sellers
Specified Date	1st December, 2005.

Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of fully paid equity shares of the Target Company (except the Acquirers and Sellers) are eligible to participate in the Offer anytime before the closure of the Offer.

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF **ELECTRA FINANCIAL SERVICES LIMITED** TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER LKP SHARES AND SECURITIES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 12th DECEMBER, 2005 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THE OFFER

2.1 Background of the Offer

2.1.1 The Offer is being made in compliance with Regulations 10 and 12 of the Regulations for substantial acquisition of shares and change in control of EFSL.

2.1.2 The Acquirers are Mr. Anil B. Vedmehta and Mrs. Priyanka A. Vedmehta residing at 3, Udhadhi Tarang Cottages, Juhu, Mumbai 400 049. Telefax. No. 022 - 5571 8420.

2.1.3 The Acquirers have entered into a Share Purchase Agreement ("SPA") on 28th November, 2005 whereby Mr. Anil B. Vedmehta will acquire 10,00,000 equity shares and Mrs. Priyanka A. Vedmehta will acquire 5,22,670 equity shares aggregating 15,22,670 (Fifteen lac twenty two thousand six hundred seventy) fully paid up equity shares of Rs. 10 each, representing 50.75% of the issued, subscribed, paid up and voting share capital of Electra Financial Services Ltd. (hereinafter referred to as "the Target Company" or "the Company" or "EFSL"), a Company incorporated under the Companies Act, 1956 and having its Registered Office at 20, Sant Niwas, 265 Shahid Bhagat Singh Road, Fort, Mumbai - 400 001 (Telefax No. 022 - 5633 3761) for cash at a price of Rs. 3.00 per share, aggregating Rs. 45,68,010 from the Promoters of EFSL, hereinafter called "Sellers", viz;

(i) 7,30,670 equity shares from Louis Finance and Leasing Pvt. Ltd., having its Registered Office at F-126, E2 Highway Park, Thakur Complex, Kandivali (East), Mumbai - 400 101, Tel. No.: 022 - 2854 9348. Louis Finance and Leasing Pvt. Ltd. is an Investment Company whose equity share capital is held by Mr. Anwar Saheb Gundmi (45.85%), Mrs. Parveen Anwar (wife of Mr. Anwar Saheb Gundmi, 4.15%), Mr. Sundar Rangan (45.85%) and Mrs. Usha Sundar (wife of Mr. Sundar Rangan, 4.15%). Mr. Anwar Saheb Gundmi and Mr. Sundar Rangan are two of the promoters of EFSL.

(ii) 4,17,000 equity shares from Mr. A. Ganesan, resident of 3-201, Srinivas, Gaothan Road No. 1, Chembur, Mumbai - 400 071, Tel. No.: 022 - 2528 8240.

(iii) 3,75,000 equity shares from Mrs. Rajarajeswari, wife of Mr. A. Ganesan, resident of 3-201, Srinivas, Gaothan Road No. 1, Chembur, Mumbai - 400 071, Tel. No.: 022 - 2528 8240.

2.1.4 The salient features of the SPA are:

(i) Upon the execution of the SPA, the parties have agreed that:

(a) The Acquirers shall deposit with each of the Sellers an amount computed at the rate of Rs. 2.25 per share (being 75% of the purchase consideration), aggregating Rs. 34.26 lacs as interest-free earnest money or deposit, which would be finally adjusted against the purchase consideration.

(b) The Sellers shall deliver to the Acquirers

- the original share certificates and duly executed transfer deeds for the same, to be retained by the Acquirers as security for the deposit placed with the Sellers;
- certified true copy of the Board Resolution of Louis Finance and Leasing Pvt. Ltd., one of the Sellers, authorising the sale of shares held by them and authorising the signatories to sign the transfer forms; and
- undated letters of resignation of all the Directors of the Company, containing a confirmation that the retiring directors have no claim whatsoever against the Company.

(ii) The purchase and sale of shares as contemplated hereinabove shall be completed within 5 working days of the completion of the Open Offer. The completion of the Open Offer is defined as the act of submission of the 45-day final report by the Merchant Banker to the Offer, in terms of Regulation 24(7) of the Regulations.

(iii) The balance payment of money for purchase of the shares shall be effected by the Acquirers to the Sellers by Bankers Cheques within 5 working days of the completion of the public offer.

(iv) The Acquirers shall also have a right to reconstitute the Board of Directors of the Target Company and appoint their own nominee Directors as Directors/Chairman of the Target Company, only after completion of acts mentioned in (ii) and (iii) above.

(v) In case of non compliance of any provision of the Regulations pertaining to the Open Offer being triggered by this SPA, this agreement shall not be acted upon by the Sellers or the Acquirers.

2.1.5 The Acquirers have not entered into any inter-se agreement for the purpose of allocation of shares received in this offer.

2.1.6 The Acquirers do not hold any shares in EFSL and neither have they acquired any shares of EFSL in the period of 12 months prior to the date of the PA.

2.1.7 Neither the Target Company, nor the Sellers nor the Acquirers or any company in which the Acquirers are Directors or hold controlling interest, have been prohibited by SEBI from dealing in securities, in terms of directions issued pursuant to Section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act.

2.1.8 In compliance with the terms of the SPA, a meeting of the Board of Directors of the Company will be held after completion of all formalities pertaining to this Offer, at which, persons as the Acquirers may nominate shall be appointed as Directors and the resignation of present Directors of EFSL will take effect. The Proposed Board of Directors will include Mr. Anil B. Vedmehta and Mrs. Priyanka A. Vedmehta.

2.1.9 No approval is required from any lenders of funds to EFSL with respect to the Open Offer.

2.1.10 The offer is not as a result of global acquisition resulting in indirect acquisition of EFSL.

2.2 Details of the proposed offer

2.2.1 The Public Announcement in accordance with Regulation 15(1) of the Regulations was made in the following newspapers on Thursday, 1st December, 2005, followed by Corrigendum Public Announcements published on 29th December, 2005 and 23rd March, 2006 in the same newspapers:

Newspaper	Language	Editions
The Financial Express	English	All editions
Jansatta	Hindi	All editions
Navshakti	Marathi	Mumbai

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

2.2.2 The Acquirers are making the Offer in terms of Regulations 10 & 12 of the Regulations.

2.2.3 The present offer is being made to all the shareholders of the Target Company (except the Acquirers and Sellers) to acquire by tender upto 6,00,080 (six lac eighty) fully paid equity shares of Rs. 10 each of EFSL, representing 20% of the paid up and voting equity share capital in terms of Regulation 21(1) of the Regulations on the terms and subject to conditions set out below at a price of Rs. 4.00 per fully paid up equity share (the "offer price") payable in cash in terms of Regulation 20 of the Regulations ("the Offer").

2.2.4 The offer is not subject to any minimum level of acceptance. The Acquirers will acquire all the fully paid up equity shares of EFSL that are validly tendered and accepted in terms of this offer upto 6,00,080 fully paid equity shares representing 20% of the paid up and voting capital of the Company.

2.2.5 All shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.

2.2.6 There are no partly paid shares in EFSL.

2.2.7 The Acquirers have not acquired any shares of EFSL after the date of PA till the date of this Letter of Offer.

2.2.8 Competitive Bid: There was no competitive bid to acquire shares of EFSL consequent to the PA published on 1st December, 2005.

2.3 Object of the Offer

2.3.1 The Acquirers visualise that on acquiring substantial shares and taking over control of EFSL, they will be in a position to grow the financial services business of the Company after infusing fresh funds in EFSL.

2.3.2 The Acquirers are individuals and are not in similar line of business as EFSL. However, even though they are not in similar line of business, one of the Acquirers has sufficient experience in the area of finance. The Acquirers aspire to take control of the management of EFSL and intend to continue with the existing business of EFSL and contribute their experience and business acumen to improve the business of EFSL. There is no change envisaged in the position of the Acquirers in terms of market position etc.

3. BACKGROUND OF THE ACQUIRERS

3.1 Mr. Anil B. Vedmehta:

3.1.1 Mr. Anil B. Vedmehta, aged 36 years, son of Mr. Babulal Mehta resides at 3, Udhadhi Tarang Cottages, Juhu, Mumbai 400 049. Telefax. No. 022 - 5571 8420.

3.1.2 He is the husband of Mrs. Priyanka A. Vedmehta.

3.1.3 The Acquirers have not entered into any Inter-se agreement for the purpose of allocation between themselves of the shares received in this offer.

3.1.4 Mr. Anil Vedmehta is a Commerce graduate and has completed Chartered Accountancy upto the intermediary level. He has business experience of about 16 years in finance, telecommunications, software and animation industries.

3.1.5 Mr. Mahesh Inani, Chartered Accountant (Membership No. 100889), Partner of M/s. M. Inani & Co., Chartered Accountants, having office at 16, Raja House, 3rd Floor, 18, M.K.Amin Marg, Behind Handloom House, Fort, Mumbai - 400 001. (Telefax. No.: 022- 2270 5065), has certified vide Certificate dated 28th November, 2005 that the networth of Mr. Anil B. Vedmehta as on 28th November, 2005 is over Rs. 188 lacs.

3.1.6 Chapter II of the Regulations are not applicable to Mr. Anil B. Vedmehta as he does not hold any shares in EFSL.

3.1.7 He is the Chairman & Managing Director of a Public Limited Company Mobile Telecommunications Limited, having its registered office at 46, Empire Tower, Near Associated Petrol Pump, C. G. Road, Ahmedabad, 380 009, Gujarat, which is listed on ASE and BSE. The name of MTL was appearing in the list of "Vanishing Companies" but the same has been deleted by DCA upon compliances by MTL (Source:http://www.dca.nic.in/deleted_vanishing_companies.htm#WESTERN.)

3.1.8 He is a whole-time Director in Mobile Telecommunications Limited. He is not a whole-time director of any other listed or unlisted company.

3.1.9 Mr. Anil B. Vedmehta does not hold any shares in EFSL neither has he made any acquisitions in EFSL through open offers or in any other manner.

3.1.10 SEBI has initiated prosecution proceedings in the 47th Chief Metropolitan Magistrate, Mumbai in October, 2004 under SEBI Act 1992 against Mr. Anil B. Vedmehta, one of the Acquirers, Mobile Telecommunications Ltd. ("MTL") and others (Source: www.sebi.gov.in). Mr. Anil B.Vedmehta is the Chairman and Managing Director of MTL, a Company listed on Ahmedabad Stock Exchange Ltd. and Bombay Stock Exchange Ltd.

3.2 Mrs. Priyanka A. Vedmehta:

3.2.1 Mrs. Priyanka Anil Vedmehta, aged 27 years, resides at 3, Udhadhi Tarang Cottages, Juhu, Mumbai 400 049. Telefax. No.: 022 - 5571 8420.

3.2.2 She is the wife of Mr. Anil B. Vedmehta.

3.2.3 The Acquirers have not entered into any Inter-se Agreement for the purpose of allocation between themselves of the shares received in this offer.

3.2.4 She is an MBA and a Bachelor of Science in Microbiology. She has an experience of about 6 years in the media industry.

3.2.5 Mr. Mahesh Inani, Chartered Accountant (Membership No. 100889), Partner of M/s. M. Inani & Co., Chartered Accountants, having office at 16, Raja House, 3rd Floor, 18, M.K.Amin Marg, Behind Handloom House, Fort, Mumbai - 400 001. (Telefax No.:022-2270 5065), has certified vide Certificate dated 28th November, 2005 that the networth of Mrs. Priyanka Vedmehta as on 28th November, 2005 is over Rs. 149 lacs.

3.2.6 Chapter II of the Regulations are not applicable to Mrs. Priyanka Anil Vedmehta as she does not hold any shares in EFSL.

3.2.7 She is the Managing Director of a Public Limited Company, Media Matrix Worldwide Limited, having its registered office at 'Media House' 1056, Adarsh Nagar, Off New Link Road, Andheri (West), Mumbai: 400 102. Tel No.: 022-2674 1807 Fax No.: 022-26742117, which is listed on BSE.

3.2.8 She is a whole-time Director of Media Matrix Worldwide Limited. She is not a whole-time director of any other listed or unlisted company.

3.2.9 She does not hold any shares in EFSL neither has she made any acquisitions in EFSL through open offers or in any other manner.

3.3 None of the Acquirers nor any company in which the Acquirers are Directors, have been prohibited by SEBI from dealing in securities, under directions issued pursuant to Section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act, 1992.

3.4 Brief particulars of entities promoted by Acquirers:

3.4.1 Name of the Company: Mobile Telecommunications Limited

Date and place of Incorporation: 28th February, 1995 at Ahmedabad.

Name of the Acquirers who are Promoters: Mr. Anil B. Vedmehta, Mrs. Priyanka A. Vedmehta

Nature of Business: Manufacturing, distribution and servicing of electronic and telecom systems. The Company has recently amended it objects Clause to enable it carry out business in the nature of process outsourcing including operating call centers and I.T. enabled services.

MTL and its Directors including Mr. Anil B. Vedmehta were prosecuted u/s 162 & 220(3) of the Companies Act, 1956 for defaults in filing Annual Returns and Balance Sheets with Registrar of Companies u/s 159 & 220 respectively and penalty of Rs. 16,114 was imposed (Source: www.watchoutinvestors.com).

Due to non compliances of the listing agreement, shares of MTL were suspended from trading on BSE in February, 2003 (Source: www.watchoutinvestors.com). Subsequently upon compliances the suspension was revoked.

Financial Information as per Audited Accounts for the years ended 31st March, 2003, 2004 and 2005 and certified financial results for nine months ended 31st December, 2005:

For the		9 months Ended 31-12-2005	Y.E. 31-03-2005	Y.E. 31-03-2004	Y.E. 31-03-2003
Equity Share Capital*	Rs. in Lacs	1190.00	1190.00	1190.00	1190.00
Reserves (excluding revaluation reserves)	Rs. in Lacs	612.29	124.07	29.33	109.74
Total	Rs. in Lacs	1190.00	1314.07	1219.33	1299.74
Total Income	Rs. in Lacs	2000.45	2126.84	3841.45	3178.57
Profit/(Loss) After Tax	Rs. in lacs	488.22	94.73	(80.41)	42.63
Earning Per Share*	Rs.	4.10 @	0.80	(0.68)	0.36
Book Value per share*	Rs.	15.00	10.90	9.57	9.72

* Face Value of Rs. 10 each
@ for nine months

3.4.2 Name of the Company: Media Matrix Worldwide Limited

Date and place of Incorporation: 16th February, 2001 at Mumbai

Name of the Acquirers who are Promoters: Mrs. Priyanka Anil Vedmehta, Mr. Anil B. Vedmehta

Nature of Business: Media and entertainment industry.

Financial Information as per Audited Accounts for the years ended 31st March, 2003, 2004 and 2005 and certified financial results for nine months ended 31st December, 2005:

For the		9 months Ended 31-12-2005	Y.E. 31-03-2005	Y.E. 31-03-2004	Y.E. 31-03-2003
Equity Share Capital #	Rs. in lacs	808.65	808.65	808.65	808.65
Reserves (excluding revaluation reserves)	Rs. in Lacs	290.81	145.02	136.11	153.99
Total	Rs. in Lacs	808.65	953.67	944.76	962.64
Total Income	Rs. in lacs	1780.84	2059.04	2206.24	1245.28
Profit/(Loss) After Tax	Rs. in lacs	145.79	8.91	(17.88)	16.24
Earning Per Share #	Rs.	0.18 @	0.01	(0.02)	0.02
Book Value per share #	Rs.	1.36	1.18	1.07	1.12

Face Value Re. 1 per share
@ for nine months

3.5 Disclosure in terms of Regulation 16(ix)

3.5.1 The Acquirers have entered into an SPA to acquire 15,22,670 equity shares of Rs. 10 each of EFSL, representing 50.75% of the issued, subscribed and paid up share capital of EFSL. This acquisition is thus a substantial acquisition of shares along with the voting rights in EFSL which will enable the Acquirers to gain control of the Company. As a result of this acquisition, provisions of Regulations 10 & 12 of the Regulations have been attracted. The Acquirers are making an offer to acquire 6,00,080 fully paid equity shares of Rs. 10 each being 20% of the paid up and voting equity share capital of EFSL in order to comply with the provisions of the Regulations.

3.5.2 The Acquirers visualise that on acquiring substantial shares and taking over control of EFSL, they will be in a position to grow the investment and financial services business of the Company after infusing fresh funds into EFSL.

3.5.3 The Acquirers currently do not plan to dispose off or otherwise encumber any asset of EFSL in the next 2 years except in the ordinary course of business of the Company. The Acquirers undertake not to sell / dispose off or otherwise encumber any substantial asset of EFSL except with the prior approval of the shareholders of the Company.

3.6 Future plans/strategies of the Acquirers with regard to the Target Company

The Acquirers shall endeavor to make best efforts to rehabilitate EFSL by infusing fresh funds in the business and make efforts to grow the financial services business of the Company.

4. BACKGROUND OF THE TARGET COMPANY

4.1 EFSL was incorporated as Electra Financial Services Pvt. Ltd. on 24th November, 1993 under the Companies Act, 1956. Its name was changed to Electra Financial Services Ltd. on 22nd December, 1994. Its Registered Office is at 20, Sant Niwas, 265 Shahid Bhagat Singh Road, Fort, Mumbai - 400 001. Telefax No. 022 - 5633 3761.

4.2 EFSL was promoted by 4 professional first generation entrepreneurs Mr. A. Ganesan, Mr. Anwar Saheb Gundmi, Mr. Sundar Rangan and Mr. D.R. Narsingha Rao. The shareholding of Mr. Anwar Saheb Gundmi and Mr. Sundar Rangan in EFSL was held through their investment company, Louis Finance and Leasing Pvt. Ltd., which is one of the Sellers. Mr D.R. Narsingha Rao does not hold any shares in EFSL. The Board of Directors of EFSL as on 1st November 2005 comprises of Mr. Anwar

Saheb Gundmi, Managing Director, Mr. Sundar Rangan, Executive Director and Mr. A. Ganesan. In order to comply with the requirements of Clause 49 of the Listing Agreement, the Company has appointed Mr. Soman Thomas and Mr. A.C. Nair as Directors with effect from 31st December, 2005. The Company is engaged in the business of financial services and investment/ trading in shares and securities of listed companies. EFSL is registered as a Non Banking Financial Company ("NBFC") with the Reserve Bank of India, vide Certificate of Registration bearing number 13.00642 dated 7th April, 1998. EFSL has not raised or accepted any public deposits. The Company and the Acquirers have jointly published a public notice in The Financial Express [English Language- all editions] and Navshakti (Marathi-Mumbai edition] on 22nd March, 2006 in compliance with the requirements of RBI Circular No. DNBS(PD)/CC No.11/02.01/99-2000, dated 15th November, 1999.

4.3 The Company operates from leased premises. Its office area is approx. 150 sq. feet. The office is well connected by road and all civic amenities are available.

4.4 EFSL has issued, subscribed compliance with the requirements paid up and voting equity share capital of Rs. 300.04 lacs comprising of 30,00,400 equity shares of Rs. 10 each, fully paid. There are no partly paid shares.

4.5 The Share Capital structure of EFSL is mentioned below:

Paid up Equity Shares of EFSL	No. of Shares / Voting Rights	% of Shares w.r.t. total equity capital	% of Shares w.r.t voting capital
Fully paid equity shares	30,00,400	100%	100%
Partly paid equity shares	NIL	N.A.	N.A.
Total equity shares	30,00,400	100%	100%
Total voting shares in EFSL	30,00,400	100%.	100%

4.6 Details of share capital history of EFSL are as follows:

Date of allotment	No and % of shares issued		Cumulative paid up capital (Rs.)	Mode of allotment	Identity of allottees (promoters / ex-promoters/ others)	Status of compliance
12-11-1993	30	0.00	300	Allotment to Subscribers to the Memorandum.	Allotted to Promoters: 20 shares Allotted to Associates: 10 shares	Capital issued prior to the IPO
24-01-1994	11,00,080	36.66	1,10,01,100	Pre IPO allotment	Allotted to Promoters	Capital issued prior to the IPO
28-02-1995	3,75,000	12.50	1,47,51,100	Pre IPO allotment	Allotted to Promoters	Capital issued prior to the IPO
07-08-1995	15,25,290	50.84	3,00,04,000	IPO Allotment	Promoters : 7,74,890 Public : 7,50,400	Complied with SEBI (DIP) Guidelines
Total	**30,00,400**	**100**				

4.7 EFSL is listed on The Stock Exchange, Ahmedabad, ("ASE"), Bombay Stock Exchange Limited ("BSE") and Saurashtra Kutch Stock Exchange Limited, Rajkot ("RSE"). EFSL had certified vide its letter dated 8th December, 2005 that the equity shares have been suspended for trading by ASE and RSE on account of non-payment of listing fees. EFSL has vide its letter dated 18th March, 2006 clarified that it has settled the arrears of fees payable to the RSE and hence RSE has lifted its suspension. EFSL has further clarified that it has initiated the process of settling the arrears payable to ASE. However as on date the trading in shares of EFSL on ASE remains suspended due to non-payment of fees. The trading in the shares of the Company was suspended by BSE for a period of 14 days commencing from 21-06-1999 due to inadequate notice period of the record date for the AGM. (Non-compliance of Clause 15/16 of the Listing Agreement). The reasons for the inadequate notice period were later explained to BSE which condoned the delay and the trading in the shares of the Company recommenced from 05-07-1999. BSE collected Rs. 1500/- from the Company towards penalty for this delay. There is no other punitive action taken against the Company by any of these Stock Exchanges where the shares are listed.

4.8 All the issued and subscribed equity shares of EFSL have been listed on ASE, BSE and RSE. The marketable lot for trading of the shares of EFSL in physical mode is 100. The Company's application for dematerialisation of shares has not been admitted by National Securities Depository Limited ("NSDL') and Central Depository Services (India) Limited ("CDSL") due to non-fulfillment of certain financial parameters set out by the depositories. The Company has vide its letter dated 18th March, 2006 clarified that the present Promoters are not in a position to recapitalize the Company to meet the financial parameters stipulated by CDSL / NSDL. Hence the Company's shares are not yet dematerialised and are traded in physical form. The equity shares are traded in the `Z' category. The acquired shares are not traded on the ASE and RSE and are thinly traded on BSE.

4.9 There is no outstanding instrument in the nature of warrants / fully convertible debentures / partly convertible debentures, etc. convertible into equity shares on any later date. The Company also does not have any partly paid equity shares.

4.10 The Promoters of EFSL who are also Sellers and who are also the major shareholders have generally complied with the provisions of Chapter II of the Regulations. There has been a delay in compliance of the provisions of Chapter II of the Regulations by EFSL as follows:

There was a delay in compliance of Regulations 6(2) and 6(4) of Chapter II of the Regulations by 1910 days and a delay in compliance with Regulation 8(3) of Chapter II of the Regulations by 1565 days, 1201 days, 835 days, 470 days, 105 days, 124 days and 128 days for the years ended 31st March, 1998, 1999, 2000, 2001, 2002, 2004 and 2005 respectively. There was no delay in compliance with Regulation 8(3) for the year ended 31st March, 2003. The above delay in compliance of the said Regulations will attract appropriate action by SEBI.

4.11 EFSL has been complying with the listing requirements of ASE, BSE and RSE except that it has not paid listing fees to ASE for the period from 01-04-1997 till date. EFSL had received from BSE, letters dated February 12, 2005 and June 29, 2005 for non-submission of "Secretarial Audit Report" as per Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, for the quarters ended 31/12/2003, 31/03/2004, 30/06/2004, 30/09/2004, 31/12/2004 and 31/03/2005. EFSL had replied vide its letter dated 11/03/2005 conveying that the requirement of Secretarial Audit is not applicable to it as the shares are not in dematerialized form. Further, by way of abundant precaution it has also submitted the required information vide its letters dated 14th July, 2005 and 5th December, 2005.

4.12 EFSL has confirmed to LKPSS vide its letter dated 8th December, 2005 that other than the suspension by the respective stock exchanges as mentioned at para 4.7 above, no other punitive action has been taken against EFSL by either ASE, BSE or RSE.

4.13 As on the date of the PA the composition of the Board of Directors of EFSL is as follows:

Name & Address of Directors	Qualification	Experience	Date of appointment	Designation
Mr. A. Ganesan 3-201, Srinivas, Gaothan Road No 1, Chembur, Mumbai: 400 071	D.E.E. (Diploma in Electrical Engineering)	Over 25 years as Electrical Engineer & contractors. For the past 5 years has been engaged in consultancy services in engineering field and computer software.	24-11-1993	Director
Mr. Anwar Saheb Gundmi 405-B, Blue Heaven, Thakur Complex, Kandivali-East Mumbai 400 101.	B.Com., ACA	Over 20 years working experience in financial services.	24-11-1993	Managing Director
Mr. Sundar Rangan F-126, E2 Highway Park, Thakur Complex, Kandivali-East, Mumbai: 400 101	M. Com, LLB, ACS, CAIIB	Over 20 years of experience in merchant banking, project finance and corporate advisory services.	24-01-1994	Executive Director

In compliance with the requirements of Clause 49 of the Listing Agreement, the Company has appointed two independent non-executive Directors with effect from 31st December, 2005. These non-executive Directors are not related to either of the two Acquirers or to any of the companies on which the Acquirers are holding a position of Managing Director or Director. Hence the appointment of these two non-executive Directors is not in violation of the requirements of Regulations 22(7) and 23(3)(a) of the Regulations. The particulars of the two Independent Directors appointed w.e.f. 31st December, 2005 are as follows:

Name & Address of Directors	Qualification	Experience	Date of appointment	Designation
Mr. Soman Thomas, No. 12, Gautam Darshan, Seven Bunglows, Andheri (West), Mumbai: 400 053	M.Sc., M.F.M	Over 30 years experience in Banking/Merchant Banking/ Financial Services	31-12-2005	Director
Mr. A.C. Ravi, 3C-106, Dheeraj Enclave, Western Express Highway, Borivali (West), Mumbai 400 066	ACS, FCA	Over 20 years experience in handling finance, audit and taxation matters.	31-12-2005	Director

4.14 There has been no merger/de-merger or spin off during the last three years involving EFSL. The Company's name has not been changed since inception as well as since listing of the shares.

4.15 The brief audited financial details of EFSL for the preceding three financial years ended 31st March 2003, 2004 & 2005 and audited accounts for the 3 month period from 1st April, 2005 upto 30th June, 2005 are mentioned below:

(Rupees in lacs)

Profit & Loss Statement for	**Period Ended 30-06-2005**	**Y.E. 31-03-2005**	**Y.E. 31-03-2004**	**Y.E. 31-03-2003**
Income from Operations	3.61	1.52	5.26	9.04
Other Income	0.30	0.04	0.04	0.79
Increase/(Decrease) in Stock	(0.38)	0.48	(0.29)	(0.09)
Total Income	3.53	2.04	5.01	9.74
Total Expenditure	5.10	27.11	15.82	17.88
Profit /(Loss) Before Depreciation Interest and Tax	**(1.57)**	**(25.07)**	**(10.81)**	**(8.14)**
Depreciation	0.01	0.06	0.10	0.17
Interest	0.00	0.00	0.00	0.00
Profit / (Loss) Before Tax	**(1.58)**	**(25.13)**	**(10.91)**	**(8.31)**
Less: Provision for Tax	0.00	0.00	0.00	0.00
Profit/(Loss) After Tax	**(1.58)**	**(25.13)**	**(10.91)**	**(8.31)**

(Rupees in lacs)

Balance Sheet Statement as at	**30-06-2005**	**31-03-2005**	**31-03-2004**	**31-03-2003**
Sources of funds				
Issued, Subscribed & Paid up share capital	300.04	300.04	300.04	300.04
Networth	77.36	78.84	101.43	108.89
Secured loans	43.36	43.36	46.71	49.60
Unsecured loans	-	-	-	-
Total	**343.40**	**343.40**	**346.75**	**349.64**
Uses of funds				
Net fixed assets	0.18	0.19	0.26	0.36
Investments	81.71	83.74	96.81	105.88
Net current assets	38.83	38.27	51.07	52.25
Miscellaneous Expenditure	0.00	0.10	2.65	6.10
Profit & Loss Account	222.68	221.10	195.96	185.05
Total	**343.40**	**343.40**	**346.75**	**349.64**

Other Financial Data for period ended		**30-06-2005**	**31-03-2005**	**31-03-2004**	**31-03-2003**
Dividend	%	0.00	0.00	0.00	0.00
Earning Per Share	Rs.	(-) 0.05*	(-) 0.84	(-) 0.36	(-) 0.28
Return on Networth	%	(-) 2.05	(-) 31.88	(-) 10.76	(-) 7.63
Book Value Per Share	Rs.	2.58	2.63	3.38	3.63

* for three months

Reason for the fall in income of the Company from the year 31st March 2003 onwards:

The Company has been in the business of financial services and investment/trading in shares and securities of listed companies, the performance of which is directly related to the capital market. The Company had made investments in the earlier periods and has suffered heavy losses. Due to losses suffered, even though the capital markets have been looking up, the Company is crippled by liquidity strain caused by losses of the past several years and has not been able to make any improvement, thereby causing further losses.

4.16 **Pre and Post-Offer share holding pattern of EFSL on the basis of issued, subscribed, paid-up and voting equity share capital as on the date of LOF is as follows:**

Shareholders' Category	Shareholding & voting rights prior to the agreement acquisition and offer (A)		Shares/voting rights agreed to be acquired which triggered off the Regulations (B)		Shares/voting rights to be acquired in Open Offer (Assuming Full Acceptance) (C)		Shareholding / voting rights after the acquisition and Offer i.e. (A) +(B) + (C) = (D)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group								
a. Parties to agreements:								
Sellers:								
1] Louis Finance and Leasing Pvt. Ltd.	7,30,670	24.35	-	-	-	-	-	-
2] Mr. A. Ganesan	4,17,000	13.90	-	-	-	-	-	-
3] Mrs. Rajarajeswari	3,75,000	12.50	-	-	-	-	-	-
b. Promoters other than (a) above: None	-	-	-	-	-	-	-	-
Total 1(a+b)	**15,22,670**	**50.75**	-	-	-	-	-	-
(2) Acquirers								
a. Main Acquirers								
1] Mr. Anil B. Vedmehta	-	-	15,22,670	50.75	6,00,080	20.00	21,22,750	70.75
2] Mrs. P.A. Vedmehta	-	-						
Total 2(a)	-	-	**15,22,670**	**50.75**	**6,00,080**	**20.00**	**21,22,750**	**70.75**
(3) Parties to agreement other than 1(a) and 2	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
(4) Public (other than parties to agreement, acquirers)								
a. FIs/ MFs/ FIIs /Banks:	Nil	Nil						
b. Others:								
1. Private & Corporate Bodies	2,06,500	6.88	-	-	-	-		
2. NRIs/OCBs	400	0.01	-	-	-	-	**8,77,650**	**29.25**
3. Indian Public **(No. of shareholders = 2,243)**	12,70,830	42.36	-	-	-	-	**Refer Note**	**Refer Note**
Total (4)(a+b)	**14,77,730**	**49.25**	-	-	-	-	**8,77,650**	**29.25**
GRAND TOTAL (1+2+3+4)	**30,00,400**	**100**	**15,22,670**	**50.75**	**6,00,080**	**20.00**	**30,00,400**	**100**

Note: The actual Post-Offer Shareholding of Public would depend on the response and acceptance of the present public in this Open Offer.

4.17 The details of the change in shareholding of the Promoters in EFSL is as under:

Details of Shareholding of Promoters	No. of Shares	Cumulative	Status of Compliances
Shareholding of Promoters as on the date of listing of shares through Initial Public Offering in 1995	15,29,990	15,29,990	Complied with SEBI (DIP) Guidelines
Net Purchase of Shares in the Financial Year 1995-96	36,580	15,66,570	Provisions of Chap II of the Regulations were not applicable
Net Sale of Shares in the Financial Year 1996-97	43,900	15,22,670	Provisions of Chap II of the Regulations were not applicable
Shareholding of the Promoters as on date of Letter of Offer		15,22,670	

4.18 The Company has complied with the various requirements of Clause 49 of the Listing Agreement regarding Corporate Governance, except the following:

Particulars of Clause of Listing Agreement	Particulars of Non-Compliance
49 I, Board of Directors	The required number of Independent Directors is not complied with.
49 II, Audit Committee	The required number of Independent Directors is not complied with.

In compliance with the requirements of Clause 49 of the Listing Agreement, the Company has appointed two independent non-executive Directors with effect from 31st December, 2005. The Company has confirmed vide its letter dated 21st March, 2006 that it has now complied with requirements of Clause 49 I and II of the Listing Agreement.

4.19 EFSL has certified vide its certificate dated 28th November, 2005 that there are no outstanding litigations against the Company.

4.20 The Compliance Officer of EFSL is Mr. Sundar Rangan, Executive Director, Electra Financial Services Limited, 20, Sant Niwas, 265, Shahid Bhagat Singh Road, Fort, Mumbai : 400 001. Tel No.: 022-56333760 e-mail: sundar411@yahoo.com. His qualifications are M.Com, CAIIB & LLB. He is also an Associate Member of The Institute of Company Secretaries of India (ACS).

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 Justification of Offer price

5.1.1 The equity shares of EFSL are listed on the BSE, ASE and RSE. As explained in para 4.8 above, EFSL has not issued shares in electronic/dematerialised form. The equity shares are held and traded in physical mode in the 'Z category.

5.1.2 Based on the available information, the shares of EFSL are infrequently traded on the BSE in terms of explanation (i) to Regulation 20(5) of the Regulations. The acquired shares of EFSL are not traded on the ASE and RSE. The equity shares of EFSL are infrequently traded on BSE within the meaning of Regulation 20(5) of the Regulations during the six calendar months prior to the month in which the PA is made. (Source: www.bseindia.com). The details are mentioned herebelow:

Names of Stock Exchanges	Total no. of shares traded during the 6 calendar months prior to the month in which PA was made.	Total No. of listed Shares	Annualized Trading turnover (in terms of % to total listed shares)
ASE	No Trade	30,00,400	No Trade
BSE	2,500	30,00,400	0.17%
RSE	No Trade	30,00,400	No Trade

(Source: Website of BSE viz: www.bseindia.com)

5.1.3 The Offer Price of Rs. 4.00 is determined in terms of Regulation 20(5) of the Regulations, applicable to "infrequently traded" shares taking into account the following factors:

(a)	Negotiated price under the SPA	Rs. 3.00	
(b)	Highest price paid by the Acquirers for acquisitions if any, including by way of allotment in a Public or Rights or Preferential Issue, if any during the 26 week period prior to the date of the Public Announcement.	Nil	
(c)	Other parameters as at:	30th June 2005	31st March 2005
	(i) Return on networth	(-) 2.05% *	(-) 31.88%
	(ii) Book Value (Rs.)	2.58	2.63
	(iii) Earnings per share (Rs.)	(-) 0.05 *	(-) 0.84

* For 3 months from 1st April to 30th June, 2005

The price Earning Multiple is not considered since the EPS is negative.

The Equity Shares of EFSL are thinly traded on the BSE and are not traded on the ASE and RSE. In view of the parameters considered and presented in paragraphs 5.1.1 and 5.1.2 above, in the opinion of the Acquirers and the Managers to the Offer, the Offer Price of Rs. 4.00 per fully paid equity share, being the highest of the prices mentioned above is justified in terms of Regulation 20(5) of the Regulations.

5.1.4 Non-compete Fee:

The Acquirers have not entered into any agreement for payment of non-compete fee and have not made payment of any non-compete fees.

5.1.5 The Acquirers shall not acquire any shares in EFSL during the Offer Period except in compliance with the Regulations and the details of such acquisitions shall be disclosed to the Stock Exchanges and to the Manager within 24 hours thereof in terms of Regulation 22(17) of the Regulations.

5.1.6 If the Acquirers acquire shares after the original PA & upto seven working days prior to closure of the offer at a price higher than the Offer Price, then the highest price paid for such acquisitions shall be payable for all the acceptances received under the Offer. Any such revision in the Offer Price shall be notified by advertisement in the same newspapers in which the PA has appeared.

5.2 Financial arrangements:

5.2.1 The maximum fund requirement for the Offer assuming full acceptance will be Rs. 24,00,320.

In accordance with Regulation 28 of the Regulations, the Acquirers have deposited Rs. 6.10 lakhs (Rs. Six lakhs ten thousand only), being over 25% of the entire amount of the consideration (assuming full acceptance by the shareholders) in an Escrow Account with Oriental Bank of Commerce, Jash Chambers, Ground Floor, Sir P. M Road, Fort, Mumbai - 400 001, in the form of a fixed deposit days maturing for repayment or renewal on 20th April, 2006, and a lien has been marked on the said fixed deposit in favour of the Manager to the Offer.

5.2.2 The Acquirers have empowered the Manager to the Offer to realise the value of the Escrow Account in terms of Regulation 28(5) of the Regulations. Oriental Bank of Commerce, Fort, Mumbai has confirmed that a lien has been marked on the said fixed deposit of Rs. 6.10 lakhs in favour of the Manager to the Offer vide its confirmation on the Fixed Deposit Receipt.

5.2.3 In terms of Regulation 16(xiv) of the Regulations it is confirmed that the Acquirers have made firm financial arrangements to meet their Offer obligations in full. The financial obligations of the Acquirers under the Offer will be fulfilled through internal resources of the Acquirers and no further borrowings from Banks or FI's or NRIs or otherwise is envisaged.

5.2.4 Mr. Mahesh Inani, Chartered Accountant (Membership No. 100889), Partner of M/s. M. Inani & Co., Chartered Accountants, having office at 16, Raja House, 3rd Floor, 18, M. K. Amin Marg, Behind Handloom House, Fort, Mumbai - 400 001. (Telefax No.:022-2270 5065), has certified vide Certificate dated 28th November, 2005 that on the basis of necessary information and explanation given by the Acquirers and on the verification of assets, liabilities, and the requirement of the funds, the Acquirers have adequate resources and immediate access to liquid assets to meet the financial requirements of the Open Offer.

5.2.5 The Acquirers, in compliance of Regulation 22(11) of the Regulations have made firm financial arrangements to fulfil the obligations under the Offer.

5.2.6 The Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the Regulations and confirms that firm arrangements for funds and money for payment through verifiable means are already in place to fulfil the Offer obligations.

6. TERMS AND CONDITIONS OF THE OFFER

6.1 Operational terms and conditions:

6.1.1 The Offer is being made in compliance with the provisions of Regulations 10 and 12 and other applicable provisions of the Regulations for the purpose of substantial acquisition of equity shares accompanied with change in control and Management of EFSL.

6.1.2 The acceptance of the Offer is entirely at the discretion of the equity shareholders of EFSL and each shareholder (except Acquirers and Sellers) of EFSL holding fully paid-up equity shares to whom this Offer is being made is free to offer his shareholding in EFSL, in whole or in part while accepting the Offer.

6.1.3 Accidental omission to despatch this Letter of Offer or any further communication to any person to whom this Offer is made or the non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.

6.1.4 The instructions, authorisations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of this Offer.

6.1.5 The acceptance of the Offer must be unconditional and should be sent in the attached Form of Acceptance alongwith the other documents duly filled in and signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at any of the collection centres mentioned in para 7.1 under "Procedure for Acceptance and Settlement" on or before Monday, 17th April, 2006. If any change or modification is made in the Form of Acceptance, the same is liable to be rejected.

6.1.6 The Offer is not subject to any minimum level of acceptance. The Acquirers will acquire all the fully paid up equity shares of EFSL that are validly tendered and accepted in terms of this Offer upto 6,00,080 fully paid-up equity shares of Rs. 10 each representing 20% of the paid up and voting capital of the Company. Thus, the Acquirers will proceed with the Offer even if they are unable to obtain acceptance to the full extent of the equity shares of EFSL for which this Offer is made.

6.1.7 All shares tendered under this Offer should be free from any charge, lien or encumbrances of any kind whatsoever.

6.1.8 The Acquirers will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The equity shareholders of EFSL are advised to adequately safeguard their interest in this regard.

6.1.9 Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement/ Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the Offer i.e. upto Monday, 10th April, 2006.

6.1.10 If the aggregate of the valid responses to the Offer exceeds 6,00,080 fully paid up equity shares, then the Acquirers shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations in such a way that acquisition from a shareholder shall not be less than the market lot or the entire holding, if it is less than the market lot. The equity shares of EFSL are currently traded only in physical mode and the market lot of the shares is 100. In view of acceptance of minimum marketable lots, the total number of shares accepted may marginally exceed the offer size.

6.1.11 The Acquirers reserve the right to withdraw the Offer pursuant to Regulation 27 of the Regulations. Any such withdrawal will be notified in the form of an Announcement in the same newspapers in which the Public Announcement had appeared.

6.2 Locked in shares: There are no shares of EFSL that are "locked-in" as per SEBI guidelines.

6.3 Eligibility for accepting the Offer: The Offer is made to all the equity shareholders (except Acquirers and Sellers) of EFSL whether registered or not who own the fully paid shares anytime prior to the closure of the offer. However, the Letter of Offer is being mailed to those shareholders whose names appear on the Register of Members of EFSL at the close of business hours on the Specified Date i.e. Thursday, 1st December, 2005. Shareholders (except Acquirers and Sellers) holding fully paid shares of EFSL any time prior to the closure of the Offer are eligible to tender their shares in terms of this Offer.

6.4 Statutory Approvals:

6.4.1 The Offer is subject to the Acquirers obtaining the approval of RBI under the FEMA, for acquiring and transferring the equity shares of non-resident shareholders tendered in this Offer. The application to RBI would be made after closure of the Offer.

6.4.2 In case the RBI's approval for acquisition of shares from non-resident shareholders is unduly delayed, the Acquirers reserve the right to proceed with payment to the resident shareholders whose shares have been accepted by the Acquirers in terms of this Offer, pending payment to the non-resident shareholders, subject to entire amount payable to non-resident shareholders being deposited in an Escrow Account whose value can be realised by the Manager as per the Regulations.

6.4.3 To the best of knowledge and belief of the Acquirers, as of the date of this Letter of Offer, there are no further statutory approvals required to implement the Offer other than those indicated above.

6.4.4 In case of delay in receipt of any statutory approval, SEBI has the power to grant an extension of the time required for payment under the Offer provided that the Acquirers agree to pay interest in accordance with Regulation 22(12) of the Regulations. Further, if the delay occurs due to the wilful default or neglect or inaction of Acquirers in obtaining the requisite approvals, the amount lying in the Escrow Account shall be liable to be forfeited and dealt in the manner provided in Regulation 28(12)(e) of the Regulations, apart from the Acquirers being liable for penalty as provided in the Regulations.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

7.1 Shareholders who are holding fully paid equity shares and wish to tender their equity shares will be required to send their Form of Acceptance-cum-Acknowledgement, original Share Certificate(s) and blank transfer deed(s) duly signed to **Sharex Dynamic (India) Private Limited,** the Registrar to the Offer by Registered Post at the applicants sole risk so that the same are received on or before the Offer closing date, at either of the addresses given below, in accordance with the procedures as specified in this Letter of Offer and the Form of Acceptance cum Acknowledgement. **The relevant documents should NOT be sent to the Sellers, Acquirers, EFSL or the Managers to the Offer.**

All eligible owners of fully paid equity shares of EFSL, registered or unregistered who wish to avail and accept the Offer can hand deliver the Form of Acceptance-cum-Acknowledgement alongwith all the relevant documents on all working days i.e. from Monday to Friday between 11.00 am and 4.00 p.m. and on Saturday from 11.00 am to 2.00 p.m. at:

Name & Address of Collection Centres	Contact Person & Contact Numbers	Mode of Delivery
Sharex Dynamic (India) Pvt. Ltd. 17/B Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai - 400 001.	Tel No.: 022-2270 2485/ 2264 1376 Fax No.: 022-2264 1349 Contact Person: Mr. K.C. Ajitkumar e-mail: sharexindia@vsnl.com	Hand Delivery / Registered Post
Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai 400 072	Tel No.: 022-2851 5606/ 2851 5644 Fax No.: 022-2851 2885 Contact Person: Mr. B.S. Baliga e-mail: sharexindia@vsnl.com	Hand Delivery

Delivery made by Registered Post would be received on all days except Sundays and Public Holidays.

7.2 Shareholders should send all the relevant documents mentioned below:

7.2.1 Form of acceptance duly completed (in English) and signed (by all the shareholders in the same order in which shares are held as per the Register of Members of EFSL in case the shares are in joint names) as per the specimen signature(s) lodged with EFSL and witnessed.

7.2.2 Original Share Certificate(s)

7.2.3 Valid Share Transfer Deed(s) duly signed as transferors (by all shareholders in the same order in which shares are held as per the Register of Members of EFSL in case the shares are in joint names) as per the specimen signature(s) lodged with EFSL and duly witnessed at the appropriate place. The Transfer Deed should be left blank, excepting the signature as mentioned above. Attestation, where required (thumb impression, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public office and authorised to use the seal of his office or a member of a recognised Stock Exchange under their seal of office and membership number or manager of the transferor's bank.

7.2.4 Incase the shares stand in the name of a sole shareholder, who is deceased, then the Form of Acceptance must be signed by the legal representative(s) of the deceased and submitted alongwith the probate /letter of administration/ succession certificate in original or a certified or attested true copy, while accepting this Offer. The original will be returned on scrutiny.

7.2.5 Incase of registered shareholder, non-receipt of the aforesaid documents, but receipt of the share certificates and the duly completed transfer deed, the Offer shall be deemed to be accepted. Notwithstanding that the signature(s) of the transferor(s) has /have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with EFSL or are not in the same order, such shares are liable to be rejected under this Offer even if the Offer has been accepted by a bona fide owner of such shares.

7.2.6 Duly attested power of attorney, if any person other than the shareholder has signed the acceptance form and transfer deed(s).

7.2.7 In case of companies, the necessary corporate authorisations including the following:

a. Board resolution authorising such acceptance/power to sell the shares.

b. Board resolution authorising execution of transfer documents.

c. Signature(s) of the Authorised Signatories duly attested.

7.3 Unregistered shareholders should enclose:

7.3.1 Their application in writing on a plain paper stating their name, address, number of shares held, number of shares tendered, distinctive nos., folio number together with:

- Original share certificate(s)
- Valid transfer deed(s). The details of buyer should be left blank failing which the same will be considered invalid under the Offer.
- Original contract note issued by the broker of a recognised stock exchange, through whom the shares were acquired.

7.3.2 No indemnity is required from unregistered owners.

7.4 Unregistered owners who have tendered their Shares for registration should enclose:

7.4.1 Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by the person accepting the Offer.

7.4.2 Share transfer deed(s) duly executed by the unregistered shareholder.

7.4.3 Shareholders who have lodged their shares for transfer with EFSL must also send the acknowledgement, if any, received from EFSL towards such lodging of shares.

7.5 Unregistered owners, if they so desire, may also apply on the Form of Acceptance downloaded from SEBI's website (www.sebi.gov.in).

7.6 The Company's application for dematerialisation of shares has not been admitted by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") due to non-fulfilment of certain financial parameters set out by the depositories. Hence the Company's shares are not yet dematerialised and are held and traded in physical form. The equity shares are traded in the `Z' category. The equity shares of EFSL are currently traded only in physical mode and the trading lot of the shares is 100.

7.7 Non-Resident Shareholders:

7.7.1 Non-Resident Shareholders may tender their Shares in accordance with the Procedure mentioned at 7.2 or 7.3 (as applicable) above. In case the RBI approvals are not submitted, the Acquirers reserve the right to reject such equity shares.

7.7.2 Non-Resident Shareholders should also enclose a copy of any permission received from RBI in relation to the Shares held by them in EFSL and **No Objection Certificate (NOC) or Tax Clearance Certificate indicating the amount of tax to be deducted by the Acquirers before remitting the consideration from Income-tax authorities under the Income-tax Act, 1961. In case the aforesaid NOC or Tax clearance Certificate is not submitted, the Acquirers will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders, on the entire consideration amount payable to such shareholders.** In case the RBI permission is not submitted, the Acquirers reserve the right to reject such equity shares tendered.

7.8 The above documents should not be sent to the Sellers or to the Acquirers or to EFSL or to the Manager to the Offer. The same should be sent to the Registrar to the Offer only at collection centres given above in 7.1.

7.9 Procedure for acceptance of the Offer by Shareholders who do not receive the Letter of Offer:

7.9.1 In case of non-receipt of the Letter of Offer, shareholders may obtain a copy of the same by writing to the Registrar to the Offer at either of the collection centres mentioned at 7.1 marking the envelope **"EFSL-Open Offer"**. Alternatively, eligible shareholders may send their acceptance to the Registrar to the Offer, on a plain paper stating their name, address, folio nos., distinctive nos. no. of Shares held, No. of Shares tendered, alongwith documents as mentioned at para 7.2 so as to reach the Registrar to the Offer on or before the closure of the Offer i.e. Monday, 17^{th} April, 2006.

7.9.2 Shareholders whose names do not appear on the Register of Members of the Company on the specified date are also eligible to participate in the Offer. Your attention is also invited to para nos. 7.3 and 7.4 above.

7.10 The Registrar to the Offer will hold in trust the share certificates, Form of Acceptance duly filled in and the transfer deed(s) on behalf of shareholders of EFSL who have accepted the Offer, till the cheques /drafts for the consideration and /or the share certificates are posted.

7.11 Barring un-forseen circumstances and factors beyond their control, the Acquirers intend to complete all formalities pertaining to the Offer, including despatch of consideration to the shareholders who have accepted the Offer, by Saturday, 29^{th} April, 2006.

7.12 To the extent the equity shares are not accepted under the Offer, the rejected Share Certificates, transfer deed(s) and other documents, if any, will be returned by Registered Post by the Registrar to the Offer to the shareholders /unregistered owners sole risk by Saturday, 29^{th} April, 2006. For the shares accepted under the Offer, the Registrar to the Offer shall take action for transferring the shares to the Acquirers after the consideration cheques are released to the shareholders concerned.

7.13 Payment of Consideration:

Payment of consideration to those shareholders whose share certificates and other documents are found in order and accepted by Acquirers will be made by crossed account payee cheque/demand draft. Such payment will be despatched together with the intimation regarding the acquisition (in part or full) to the shareholders by Registered Post in case of consideration amount exceeding Rs. 1,500/- (Under Certificate of Posting otherwise). All cheques and demand drafts will be drawn in the name of the first holder, in case of joint registered holders. In case of unregistered shareholders, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide their bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the cheque/demand draft.

7.14 In terms of Regulation 22(5A) of the Regulations, shareholders desirous of withdrawing their acceptance tendered in the Offer, can do so up to three working days prior to the date of Closure of Offer. The withdrawal option can be exercised by submitting the document as per the instructions below, so as to reach the Registrars to the Offer at any of the collection centres mentioned above as per the mode of delivery indicated therein on or before Monday, 10th April, 2006.

7.14.1 The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed herewith.

7.14.2 The Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer at para 7.1 as per the mode of delivery indicated therein on or before the last date of withdrawal.

7.14.3 Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal
- Copy of the Form of Acceptance-cum-Acknowledgement /Plain Paper application submitted and the Acknowledgement slip in original.
- In case of partial withdrawal, Valid Share Transfer Form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with EFSL and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal
- Copy of the Form of Acceptance-cum-Acknowledgement/Plain Paper application submitted and the Acknowledgement slip in original.

7.14.4 The withdrawal of equity shares will be available only for the Share Certificates/Shares that have been received by the Registrar to the Offer.

7.14.5 The intimation of returned shares to the Shareholders will be sent at the address as per the records of EFSL.

7.14.6 The Form of Withdrawal alongwith enclosures should be sent to the Registrar to the Offer at any of the collection centres mentioned in 7.1 only.

7.14.7 In case of partial withdrawal of equity shares tendered, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from EFSL. The facility of partial withdrawal is available only to Registered Shareholders. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

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

Name, Address, Distinctive Nos., Certificate Nos., Folio Number, Number of Shares tendered and withdrawn.

7.14.9 The shares withdrawn by the shareholders would be returned by registered post.

8. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the shareholders of EFSL at the Office of LKP Shares and Securities Limited at 112-A, Embassy Centre, Nariman Point, Mumbai 400 021 on all working days except Sundays and bank holidays till the Offer closing date (i.e, Monday, 17th April, 2006). Timings for working days are as under:

Monday to Saturday: From 10.00 a.m. to 2.00 p.m.

8.1 Memorandum of Understanding dated 28th November, 2005 between Acquirers and LKP Shares and Securities Limited.

8.2 Letter dated 28th November, 2005 issued by the Acquirers appointing Sharex Dynamic (India) Private Limited as the Registrar to the Open Offer to the shareholders of EFSL.

8.3 Share Purchase Agreement dated 28th November, 2005 between the Acquirers and Sellers.

8.4 Certificate of Incorporation, Memorandum and Articles of Association of Electra Financial Services Limited.

8.5 Audited Accounts of Electra Financial Services Limited for the financial years ended 31st March 2003, 31st March 2004 and 31st March 2005 and for the three months period from 1st April to 30th June, 2005.

8.6 Copy of Certificate of EFSL's Registration with Reserve Bank of India bearing no. 13.00642 dated 7th April, 1998 to carry business of non-banking financial institution.

8.7 Copies of letters of applications for dematerialisation of shares dated 26th March, 2003 filed with CDSL and NSDL by Dynamic Superways and Exports Ltd., (the Registrars & Transfer Agents of EFSL) on behalf of EFSL.

8.8 Copy of letter dated 7th May, 2003 from CDSL addressed to EFSL rejecting its application for admission of EFSL with CDSL system

8.9 Copies of letters dated 22nd November, 2004 filed with NSDL & CDSL by EFSL making fresh representation regarding dematerialisation of shares.

8.10 Memorandum and Articles of Association of Mobile Telecommunications Limited and Media Matrix Worldwide Limited being companies where Acquirers are Promoters.

8.11 Audited Accounts for the years ended 31st March 2003, 31st March 2004, 31st March 2005 and certified financial results for nine months ended 31st December, 2005 for Mobile telecommunications Limited and Media Matrix Worldwide Limited, being companies where Acquirers are Promoters.

8.12 Certificates dated 28th November, 2005 from Mr. Mahesh Inani, Chartered Accountant (Membership No. 100889), partner of M/s. M. Inani & Co. Chartered Accountants having office at 16, Raja House, 3rd Floor, 18, M. K. Amin Marg, Behind Handloom House, Fort, Mumbai 400 001 certifying the Networth and certifying access to liquid funds and adequacy of financial resources of Mr. Anil B. Vedmehta and Mrs. Priyanka A. Vedmehta to fulfil the Open Offer obligations.

8.13 Fixed Deposit Receipt maturing for renewal /repayment on 20th April, 2006 of Oriental Bank of Commerce, Fort branch, Mumbai for Rs. 6.10 lakhs (Six Lakhs Ten Thousand Only) being over 25% of the total consideration kept in the Escrow Account with a lien in favour of Managers to the Offer.

8.14 Undertakings and certificates dated 28th November, 2005 received from the Acquirers regarding the open offer.

8.15 Certificate certifying that there are no outstanding litigations against the Acquirers.

8.16 Certificate from the Acquirers that if they acquire any shares of the Target Company after the date of the Public Announcement till the closure of the offer, they shall inform Stock Exchange and the Manager within 24 hours.

8.17 Certificate from the Acquirers for unconditional payment of the considerations within 15 days of closure to all the shareholders of the target company whose applications are accepted in the Open Offer.

8.18 Share price quotations and volume data downloaded from BSE's website (www.bseindia.com)

8.19 A copy of the Public Announcement published on 1st December, 2005.

8.20 A copy of the Corrigendum Public Announcement published on 29th December, 2005.

8.21 A copy of Corrigendum Public Announcement published on 23rd March, 2006.

8.22 BSE's letter dated 21st March, 2006 confirming that the minimum level of non-promoter shareholding required to be maintained by EFSL for continuous listing is 25%.

8.23 A copy of the Company's letter dated 16th March, 2006 informing appointment of additional directors on the board of EFSL.

8.24 A copy of the Company's letter dated 18th March, 2006 clarifying the trading status at ASE and RSE and the position regarding dematerialisation of the Equity Shares of the Company.

8.25 Copy of letter bearing reference number CFD/DCR/TO/HB/62677/06 dated 16th March, 2006 received from SEBI in terms of proviso to Regulation 18(2) of the Regulations.

9. DECLARATION BY THE ACQUIRERS:

9.1 In terms of Regulation 22(6) of the Regulations, the Acquirers accept full responsibility for the information contained in the Letter of Offer, Form of Acceptance & Form of Withdrawal and also for the respective obligations of Acquirers as laid down in the Regulations.

9.2 Acquirers are severally and jointly responsible for ensuring compliance with the Regulations. All information contained in this document is as on date of the Public Announcement, unless stated otherwise.

9.3 The Manager to the Offer hereby states that the persons signing this Letter of Offer are Mr. Anil B. Vedmehta and Mrs. Priyanka A. Vedmehta, the Acquirers.

Signed:

Mr. Anil B. Vedmehta

Mrs. Priyanka A. Vedmehta

Place: Mumbai
Date: 23rd March, 2006

Attached : i) Form of Acceptance-cum-Acknowledgement
ii) Form of Withdrawal

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this form with enclosures to the Registrars to the Offer at its address given overleaf)

PLEASE READ THE "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT" ON PAGE 14 OF THIS LETTER OF OFFER BEFORE FILLING THIS FORM

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

From:

OPEN OFFER		
OPENS ON	:	**Wednesday, 29th March, 2006**
CLOSES ON	:	**Monday, 17th April, 2006**

To,

Sharex Dynamic (India) Private Limited
17/B, Dena Bank Building, 2nd Floor,
Horniman Circle, Fort,
Mumbai 400 001
Tel No.: 022-2270 2485 /2264 1376 Fax: 022-2264 1349
Contact Person : Mr. K. C. Ajitkumar e-mail: sharexindia@vsnl.com

Dear Sir,

Sub: Open Offer to the shareholders of Electra Financial Services Limited ("EFSL") for acquisition of 6,00,080 fully paid-up equity shares of Rs. 10/- each representing 20% of issued, subscribed, paid up and voting equity share capital of EFSL, for cash at a price of Rs. 4.00 per share by Mr. Anil Vedmehta and Mrs. Priyanka A. Vedmehta (hereinafter referred as "Acquirers").

I/We refer to the Letter of Offer dated 23rd March, 2006 for acquiring the equity shares held by me/us in EFSL. I/We the undersigned have read the Letter of Offer and accept unconditionally its contents including the terms and conditions and procedures mentioned therein.

I/We accept the Offer and enclose the original Share Certificate(s) and duly signed transfer Deed(s) in respect of my/our Shares as detailed below:

Ledger Folio No. _________________No. of Share Certificate(s)________No. of Equity Shares________

S. No.	Certificate No(s)	Distinctive No(s)		No. of Equity Shares
		From	To	
1				
2				
3				
4				
5				
(In case of insufficient space, please use additional sheet and authenticate the same)			**Total Number of Equity Shares**	

I/We note and understand that the original share certificate(s) and valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the Acquirers give the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirers will remit purchase consideration only after verification of the documents and signatures.

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

I/We authorise the Acquirers:

1. To accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer
2. To return to me/us, the equity share(s) that are found invalid/not accepted, specifying the reason thereof.

I/We authorise the Registrar to the Offer to send by Registered Post or Under Postal Certificate the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned below.

-- **TEAR ALONG THIS LINE** --

ACKNOWLEDGEMENT RECEIPT FOR THE ACQUIRERS

Sharex Dynamic (India) Private Limited
17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai 400 001; Tel No.: 022-2270 2485 /2264 1376 Fax: 022-2264 1349
Contact Person : Mr. K. C. Ajitkumar e-mail: sharexindia@vsnl.com

Received from Mr./Ms._ ____

Form of Acceptance cum Acknowledgement, as per details below:

Folio No : _________________________ Number of Certificates enclosed : ___________________

Certificate No : _____________________ Total No. of Shares enclosed : ______________________

Stamp of Collection Centre, Signature of Official, Date of Receipt:

Yours faithfully,
Signed & Delivered:

	1st Shareholder	2nd Shareholder	3rd Shareholder
Full Name & Address			
PAN/GIR No. allotted under the Income Tax Act 1961			
Signature			

Note: In case of joint holdings all must sign. A corporation must affiix its common seal and attach herewith the necessary Board Resolution.

Place:

Date:__________________

So as to avoid fraudulent encashment in transit, the shareholder(s) may provide details of Bank Account of the First/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank, Branch Address	Account No.	Savings/Current /NRE/NRO Others

Details of Collection Centres

Address	Phone / Fax Nos.	Contact Person / E-mail ID
Sharex Dynamic (India) Pvt. Ltd. 17/B Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai - 400 001.	Tel No.: 022-2270 2485/ 2264 1376 Fax No.: 022-2264 1349	Mr. K.C. Ajitkumar e-mail: sharexindia@vsnl.com
Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai 400 072	Tel No.: 022-2851 5606/ 2851 5644 Fax No.: 022-2851 2885	Mr. B.S. Baliga e-mail: sharexindia@vsnl.com

-- **TEAR ALONG THIS LINE** --

Note: In case of joint holdings all must sign. A corporation must affiix its common seal and attach herewith the necessary Board Resolution.

All future correspondence if any should be addressed to Registrar to the Offer at the following address:

Sharex Dynamic (India) Private Limited
17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort,Mumbai 400 001
Tel No.: 022-2270 2485 / 2264 1376 Fax: 022-2264 1349
Contact Person: Mr. K. C. Ajitkumar e-mail: sharexindia@vsnl.com

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

FORM OF WITHDRAWAL

YOU HAVE AN OPTION TO WITHDRAW THE ACCEPTANCE TENDERED IN RESPONSE TO THE OFFER ANY TIME UPTO THREE WORKING DAYS PRIOR TO THE DATE OF CLOSURE OF THE OFFER i.e. ON OR BEFORE MONDAY, 10^{TH} APRIL, 2006. IN CASE YOU WISH TO WITHDRAW YOUR ACCEPTANCE, PLEASE USE THIS FORM.

OFFER SCHEDULE:	
OFFER OPENS ON	Wednesday, 29^{th} March, 2006
LAST DATE OF WITHDRAWAL	Monday, 10^{th} April, 2006
OFFER CLOSES ON	Monday, 17^{th} April, 2006

From:

Name :

Address:

Tel No.:______________Fax No.:_____________e-mail :________________

To,

Sharex Dynamic (India) Private Limited
17/B, Dena Bank Building, 2^{nd} Floor,
Horniman Circle, Fort,
Mumbai 400 001
Tel No.: 022-2270 2485 /2264 1376 Fax: 022-2264 1349
Contact Person : Mr. K. C. Ajitkumar e-mail: sharexindia@vsnl.com

Dear Sir,

Sub: Open Offer to the shareholders of Electra Financial Services Limited ("EFSL") for acquisition of 6,00,080 fully paid-up equity shares of Rs. 10/- each representing 20% of issued, subscribed, paid up and voting equity share capital of EFSL, for cash at a price of Rs. 4.00 per share by Mr. Anil Vedmehta and Mrs. Priyanka A. Vedmehta (hereinafter referred as "Acquirers").

I/We refer to the Letter of Offer dated 23^{rd} March, 2006 for acquiring the above-mentioned shares.

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

I/We have read the procedure for withdrawal of equity shares tendered by me/us in the Offer as mentioned in para 7.14 of the Letter of Offer & unconditionally agree to the terms and conditions mentioned herein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our shares from the Offer and I/We further authorise the Acquirers to return to me/us, the tendered equity share certificate(s) /share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our shares from the Offer, no claim or liability shall lie against the Acquirers /Manager to the Offer/ Registrar to the Offer.

I/We note that this Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer on or before the last date of withdrawal (i.e. Monday, 10^{th} April, 2006)

I/We note that the Acquirers/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit for the equity hares held by them.

I/We also note and understand that the Acquirers will return the original share certificate(s) and share transfer deed(s) only on completion of verification of the documents, signatures etc.

The particulars of the tendered share(s) that I/We wish to withdraw are detailed below:

-- **TEAR ALONG THIS LINE** --

Acknowledgement Slip

Sharex Dynamic (India) Private Limited **Folio No.:** __________________
17/B, Dena Bank Building, 2^{nd} Floor, Horniman Circle, Fort,Mumbai 400 001
Tel No.: 022-2270 2485 / 2264 1376 Fax: 022-2264 1349

Received from Mr/Ms. ____

Form of Withdrawal dated _______________ Number of Certificates _________________________________

representing _____________ Equity Shares.

Stamp of Collection Centre, Signature of Official, Date of Receipt:

Ledger Folio No. ____________________ No. of Share Certificate(s) _______________________

Sr. No.	Certificate Nos. Tendered	Distinctive Nos.		No. of Equity Shares
		From	To	
1				
2				
3				
	Total Shares Tendered			
	Withdrawn			
1				
2				
3				
	Total Shares Withdrawn			

(Incase of insufficient space, please use additional sheet and authenticate the same.)

I/We confirm that the particulars given above are true and correct.
Yours faithfully,
Signed & Delivered by

	Full Name(s) & Address	Signature	Verified and Attested by Bank
First /Sole Holder			
Joint Holder 1			
Joint Holder 2			

-- TEAR ALONG THIS LINE --

Note: In case of joint holdings all must sign. A corporation must affiix its common seal and attach herewith the necessary Board Resolution.

All future correspondence if any should be addressed to Registrar to the Offer at the following address:

Sharex Dynamic (India) Private Limited
17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort,Mumbai 400 001
Tel No.: 022-2270 2485 / 2264 1376 Fax: 022-2264 1349
Contact Person: Mr. K. C. Ajitkumar e-mail: sharexindia@vsnl.com

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