PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF

ELECTRA FINANCIAL SERVICES LIMITED

(Registered Office: 201-202, Sagarika Apartment, Opposite Hotel Ramada, Palmgrove, Juhu Tara Road, Juhu, Mumbai - 400 049. Tel.: 022 – 3244 6809 / 6802 Telefax No.: 022 – 2610 3019)

This Public Announcement ("PA") is being issued by the Manager to the Offer, Aryaman Financial Services Limited, on behalf of Mr. Keshrimal Jain, Mr. Mukesh Jain, Mr. Navin Jain and Mr. Sunil Jain (hereinafter referred as "The Acquirers") and M/s Anurag Agencies, M/s Avani Proteins, M/s Bollywood Collection, M/s Bollywood Health Center, M/s CSM Developers Pvt. Ltd., M/s Mukesh Protins, M/s Navkar Finvest Ltd., M/s Shreedhi Developers Pvt. Ltd., M/s Shree Vrajraj Developers Pvt. Ltd. and M/s Volatile Securities Pvt. Ltd. (hereinafter collectively referred to as "Persons Acting in Concert / PACs") pursuant to Regulation 10 and 12 and other provisions of Chapter III and in compliance with the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as the "Regulations").

1. Background to the Offer

1.1 The Acquirers, **Mr. Keshrimal Jain, Mr. Mukesh Jain, Mr. Navin Jain and Mr. Sunil Jain** all residing at 38, Jeevandeep Colony, Indore – 452 001, Madhya Pradesh. Telephone No.: 0731 – 2462472

1.2 The Acquirers have entered into a Share Purchase Agreement ("SPA") on 17th April, 2007 whereby Mr. Keshrimal Jain, Mr. Mukesh Jain, Mr. Navin Jain and Mr. Sunil Jain will jointly acquire 15,52,570 (Fifteen Lacs Fifty Two Thousands Five Hundreds and Seventy Only) fully paid up equity shares of Rs. 10/- each, representing 51.75% of the issued, subscribed, paid up and voting share capital of Electra Financial Services Limited (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 201-202, Sagarika Apartment, Opposite Hotel Ramada, Palmgrove, Juhu Tara Road, Juhu, Mumbai - 400 049. Tel.: 022 – 3244 6809 / 6802 Telefax No.: 022 – 2610 3019 for cash at a price of Rs. 6.45 per share, aggregating Rs. 1,00,14,077 (Rupees One Crore Fourteen Thousands and Seventy Seven Only) from the Promoters of EFSL, hereinafter called "Sellers", viz;

(i) 10,29,900 equity shares from **Mr. Anil B. Vedmehta**, resides at 3, Udhadhi Tarang Cottages, Juhu, Mumbai 400 049. Telefax No. 022 - 5571 8420.

(ii) 5,22,670 equity shares from **Mrs. Priyanka A. Vedmehta**, wife of Mr. Anil B. Vedmehta, resides at 3, Udhadhi Tarang Cottages, Juhu, Mumbai 400 049. Telefax No. 022 - 5571 8420.

1.3 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 the Sellers an aggregate amount of Rs. 55,07,040/- (Rupees Fifty Five Lacs Seven Thousands and Forty Only) 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;
- 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 Manager 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.

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

2. The Offer

2.1 The Acquirers and the PACs are making the Offer in terms of Regulations 10 & 12 of the Regulations.

2.2 The present offer is being made to all the shareholders of the Target Company (except the Acquirers, PACs and Sellers) to acquire by tender upto 6,00,080 (Six Lacs and Eighty Only) 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. 6.45 per fully paid up equity share (the "offer price") payable in cash in terms of Regulation 20 of the Regulations ("the Offer").

2.3 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.

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

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

2.6 The equity shares of EFSL are listed on the Bombay Stock Exchange Ltd. ("BSE"), The Stock Exchange, Ahmedabad ("ASE") and Saurashtra Kutch Stock Exchange Ltd., Rajkot ("RSE"). 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. 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. 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.

2.7 The Acquirers and PACs have not been allotted any equity shares of EFSL by way of allotment in a Public or Rights or Preferential Issue during the 26-week period prior to the date of this PA.

2.8 The offer price of Rs. 6.45 per share has been 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. 6.45	
(b)	Highest price paid by the Acquirers for acquisitions, if any, including by way of allotment in a Public or Rights or Preferential Issue, during the 26 week period prior to the date of the Public Announcement.	NIL	
(c)	Other Parameters as at:	31/12/06	31/03/06
	(i) Return on Networth (%)	34.42	(44.14)
	(ii) Book Value Per Share (Rs.)	2.83	1.85
	(iii) Earnings Per Share (Rs.)	0.97	(0.82)

2.9 The equity shares of EFSL are infrequently traded on the BSE and are not traded on the ASE and RSE. In view of the parameters considered and presented in paragraphs 2.7 and 2.8 above, in the opinion of the Acquirers and Manager to the Offer, the offer price of Rs. 6.45 per share being the highest of the prices mentioned above is justified in terms of Regulation 20(5) of the Regulations.

2.10 Aryaman Financial Services Limited, the Manager to the Offer, does not hold any equity shares in EFSL. They declare and undertake that they shall not deal in the shares of EFSL during the period commencing from the date of the appointment as Manager to the Offer till the expiry of 15 days from the date of closure of the Offer.

2.11 The Offer is not as a result of global acquisition resulting in indirect acquisition of EFSL.

3. Information about the Acquirers and the PACs

- The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the Regulation made under the SEBI Act.
- There has been no agreement among the Acquirers as regards the Open Offer.
- There has been no agreement between the Acquirers and the PACs as regards the Open Offer.
- The Acquirer Mr. Keshrimal Jain, are related to other Acquirers Mr. Mukesh Jain, Mr. Navin Jain and Mr. Sunil Jain to the extent that they are Father and Sons.
- Other than disclosed here, there is no PAC as per the provisions of regulation 2(1)(e) of the Regulations.
- The Acquirers have not entered into any separate non-compete agreement.
- Compliance with requirements of Chapter II of the Regulations is not applicable to the acquirers since they do not hold any shares of EFSL.

Name, Age, Address, Net worth, Business and Experience of Acquirers

A) Mr. Keshrimal Jain

Mr. Keshrimal Jain, aged about 65 years resides at 38, Jeevandeep Colony, Indore – 452 001, Madhya Pradesh. Tel. No. 0731 – 2462472

The net worth of Mr. Keshrimal Jain as on December 31, 2006 is Rs. 111.44 Lacs (Rupees One Crore Eleven Lacs and Forty Four Thousand Only) as certified vide certificate dated April 12, 2007 by M/s. Khandelwal & Khandelwal Associates, Durgesh Khandelwal, Chartered Accountants (Membership No. 077390), having their office at 214, 2nd Floor, Chetak Chambers, 13-14, R.N.T. Marg, Indore, Madhya Pradesh. Phone:- 0731 – 3290641 / 2704420.

Mr. Keshrimal Jain is a man from Indore City. He is HSC from Model Higher Secondary School, Ujjain, though not highly qualified has thorough experience of more than 3 decades in various businesses including trading and manufacturing activities. He has rich experience in manufacturing and supplies of Nutritional Food Products under various Government Programs. He acts as a Chairman and Director in "Navkar Finvest Limited" – Indore and "Volatile Securities Pvt. Ltd." – Indore. He acts as a Partner in M/s. Bollywood Health Centre, Indore and is also involved in various social activities in the city of Indore.

B) Mr. Mukesh Jain

Mr. Mukesh Jain, aged about 35 years resides at 38, Jeevandeep Colony, Indore – 452 001, Madhya Pradesh. Tel. No. 0731 – 2462472

The net worth of Mr. Mukesh Jain as on December 31, 2006 is Rs. 209.61 Lacs (Rupees Two Crore Nine Lacs and Sixty One Thousand Only) as certified vide certificate dated April 12, 2007 by M/s. Khandelwal & Khandelwal Associates, Durgesh Khandelwal, Chartered Accountants (Membership No. 077390), having their office at 214, 2nd Floor, Chetak Chambers, 13-14, R.N.T. Marg, Indore, Madhya Pradesh. Phone:- 0731 – 3290641 / 2704420.

Mr. Mukesh Jain is a Post Graduate in Commerce from DAVV - Indore, has 11 years rich experience in manufacturing and trading of Nutritional Food Products under various Government Supplies Programs. He is also looking after the finance activities of "Volatile Securities Pvt. Ltd." and NCDEX broking activities of "Navkar Finvest Limited". He acts as a Director in "Navkar Finvest Limited" – Indore and "Volatile Securities Pvt. Ltd." – Indore. He acts as a Partner in M/s. Anurag Agencies, Indore and Proprietor in M/s. Mukesh Protins, Indore and is also involved in various social activities in the city of Indore.

C) Mr. Navin Jain

Mr. Navin Jain, aged about 30 years resides at 38, Jeevandeep Colony, Indore – 452 001, Madhya Pradesh. Tel. No. 0731 – 2462472

The net worth of Mr. Navin Jain as on December 31, 2006 is Rs. 119.96 Lacs (Rupees One Crore Nineteen Lacs and Ninety Six Thousand Only) as certified vide certificate dated April 12, 2007 by M/s. Khandelwal & Khandelwal Associates, Durgesh Khandelwal, Chartered Accountants (Membership No. 077390), having their office at 214, 2nd Floor, Chetak Chambers, 13-14, R.N.T. Marg, Indore, Madhya Pradesh. Phone:- 0731 – 3290641 / 2704420.

Mr. Navin Jain is a Commerce Graduate from DAVV - Indore, has 10 years rich experience in retail trade and business activities in the field of Fashionable Garments. He is also looking after the real estate development business activities. He acts as a Director in "CSM Developers Pvt. Ltd." – Indore and "Volatile Securities Pvt. Ltd." – Indore. He is as a Proprietor in M/s. Bollywood Collection, Indore and is also involved in various social activities in the city of Indore.

D) Mr. Sunil Jain

Mr. Sunil Jain, aged about 37 years resides at 38, Jeevandeep Colony, Indore – 452 001, Madhya Pradesh. Tel. No. 0731 – 2462472

The net worth of Mr. Sunil Jain as on December 31, 2006 is Rs. 241.04 Lacs (Rupees Two Crore Forty One Lacs and Four Thousand Only) as certified vide certificate dated April 12, 2007 by M/s. Khandelwal & Khandelwal Associates, Durgesh Khandelwal, Chartered Accountants (Membership No. 077390), having their office at 214, 2nd Floor, Chetak Chambers, 13-14, R.N.T. Marg, Indore, Madhya Pradesh. Phone:- 0731 – 3290641 / 2704420.

Mr. Sunil Jain is a Post Graduate in Commerce from DAVV - Indore, has 15 years rich experience in manufacturing and trading of Nutritional Food Products under various Government Supplies Programs. He is also looking after the real estate development business activities. He acts as a Director in "Navkar Finvest Limited" – Indore, "Volatile Securities Pvt. Ltd." – Indore, "Shreedhi Developers Pvt. Ltd." – Indore and "Shri Vrajraj Developers Pvt. Ltd." – Indore. He acts as a Proprietor in M/s. Avani Proteins, Indore and is also involved in various social activities in the city of Indore.

Information about the Persons Acting in Concert (PACs)

E) M/s. Anurag Agencies

M/s. Anurag Agencies is a partnership firm having only two partners at present and it was formed in April 1999. Its principal place of business is situated at 18/3, Ware House Road, Indore, Madhya Pradesh. The business of the firm is to deal in Edible Oils on Wholesale basis.

The partners' holding in the firm is as follows:

i. Shri Ramchandra Bhawani 95.00%
ii. Shri Mukesh Jain 05.00%

F) M/s. Avani Proteins

Mr. Sunil Jain is the Proprietor of M/s. Avani Proteins, established in July 1998, having its office at Flat No. 1, 1 – Rajaswa Gram, Chhtribag, Indore, Madhya Pradesh. The business of the firm is to deal in the manufacturing and trading of Aata, Chapad, Murmure, Panjiri, Soyagrid, Gud, Makka, etc. The firm's manufacturing unit is situated at 73 – A, Industrial Area, Ratlam, Madhya Pradesh.

G) M/s. Bollywood Collection

Mr. Navin Jain is the Proprietor of M/s. Bollywood Collection, established in November 1996, having its office at 29-C, Shivvilas Palace, Near Rajwada, Indore, Madhya Pradesh. The business of the firm is to deal in the retail business of Readymade Garments.

H) M/s. Bollywood Health Centre

M/s. Bollywood Health Centre is a partnership firm having only two partners and it was formed in September 2000. Its principal place of business is situated at 3, Ramchandra Nagar, Indore, Madhya Pradesh. The business of the firm is to run the Health Centre & Gym Centre.

The partners' holding in the firm is as follows:

i. Shri Keshrimal Jain 50.00%
ii. Shri Niranjan Singh Chouhan 50.00%

I) M/s. C S M Developers Private Limited

M/s. C S M Developers Pvt. Ltd. was incorporated in September 2005. Its Registered Office is situated at 87/1, Sir Hukumchand Marg, Near Sheeshmahal, Itwari Bazar, Indore, Madhya Pradesh. The Registration number of the Company is U04520MP2005PTC17927.

C S M Developers Private Limited, a company incorporated with main object to carry on business of purchase, sell, develop, build, construct, repair, re-model, demolish, improve, etc. any real or personal estate including lands, mines, factories, mill, shops, house apartments, hospitals, schools, colleges, etc.

Board of Directors of C S M Developers Private Limited is comprised of

i. Mr. Navin Jain
ii. Mr. Rajendra Jain
iii. Mr. Shailesh Mehta
iv. Mr. Manish Bansal

J) M/s. Mukesh Protins

Mr. Mukesh Jain is the Proprietor of M/s. Mukesh Protins, established in May 1995, having its office at Shop No. 6, Gurunanak Market, Machanic Nagar, Bhawarkuwa, Indore, Madhya Pradesh. The firm is engaged in the manufacturing of Dalia, Murmure, Bread, etc. and also in the trading of Maida, Panjiri, etc.

K) M/s. Navkar Finvest Limited

M/s. Navkar Finvest Limited was incorporated in the year 1996. Initially the name of the said Company was Navkar Industries Limited. Further the name was changed to Navkar Finvest Limited and a fresh Certificate of Incorporation was taken from Registrar of Companies, Madhya Pradesh on 12th November 2003. The Registered Office is situated at MG – 1 & 2, Starlit Tower, 29, Y. N. Road, Race Course Road, Indore, Madhya Pradesh. The Registration number of the company is U29214MP1996PLC010415.

The main object of the company is

I. To carry on the business of trading in agricultural products, metal including precious metal, precious stones, diamonds, petroleum and energy products and all other commodities and securities in spot markets and in futures and all kinds of derivatives of all the above commodities and securities.

II. To carry on business as brokers, sub brokers, market makers, arbitrators, investors and/or hedgers in all as mentioned above in (I).

Board of Directors of Navkar Finvest Limited is comprised of

i. Mr. Keshrimal Jain
ii. Mr. Darshanlal Kataria
iii. Mr. Sunil Jain
iv. Mr. Mukesh Jain
v. Mr. Manoj Saini
vi. Mr. Harish Dariyani

L) M/s. Shreedhi Developers Private Limited

M/s. Shreedhi Developers Private Limited was incorporated in April 2006. The Registered Office is situated at G – 16, Ganesh Complex, Khajuri Bazar, Indore, Madhya Pradesh. The Registration number of the company is U45203MP2006PTC18609.

The main objects of the company are

I. To carry on business of purchase, sell, develop, build, construct, repair, re-model, demolish, improve, etc. any real or personal estate including lands, mines, factories, mill, shops, house apartments, hospitals, schools, colleges, etc.

II. To carry on in India or abroad the business of builders, developers, colonizers, architects, designers, constructors and to hire purchase, purchase and/or to undertake the job of construction, restructuring, reflooring, repairing, etc. of new and/or existing houses, bungalows, duplexes, flats, etc.

Board of Directors of Shreedhi Developers Private Limited is comprised of

i. Mr. Sunil Jain
ii. Mr. Manish Bansal

M) M/s. Shree Vrajraj Developers Private Limited

M/s. Shree Vrajraj Developers Private Limited was incorporated in November 2006. The Registered Office is situated at G – 16, Ganesh Complex, Khajuri Bazar, Indore, Madhya Pradesh. The Registration number of the company is U45202MP2006PTC19073.

The main objects of the company are

I. To carry on business of purchase, sell, develop, build, construct, repair, re-model, demolish, improve, etc. any real or personal estate including lands, mines, factories, mill, shops, house apartments, hospitals, schools, colleges, etc.

II. To carry on in India or abroad the business of builders, developers, colonizers, architects, designers, constructors and to hire purchase, purchase and/or to undertake the job of construction, restructuring, reflooring, repairing, etc. of new and/or existing houses, bungalows, duplexes, flats, etc.

Board of Directors of Shree Vrajraj Developers Private Limited is comprised of

i. Mr. Sunil Jain
ii. Mr. Manish Bansal

N) M/s. Volatile Securities Private Limited

M/s. Volatile Securities Private Limited was incorporated in September 1994. Initially the name of the said Company was Paragon Starch Limited. The name of the company has changed to Paragon Starch Private Limited on May 2002 and further the name has changed to Volatile Securities Private Limited on June 2002 and a fresh Certificate of Incorporation was issued by the Registrar of Companies, Madhya Pradesh on 14th June 2002. The Registered Office is situated at Shop No. – 14, Mechanic Nagar, Near Transport Nagar, Indore, Madhya Pradesh. The Registration number of the company is U15321MP1994PTC008592.

The main objects of the company are

I. To carry on in India or elsewhere the business of managing public issues of shares & securities, to act as advisor, broker, sub-broker, market maker, representative, investor, underwriter, merchant banker, etc.

II. To carry on the business of manufacturing, producing, processing, extracting refining, buying, selling importing, exporting and/or otherwise dealing in maize-starch and/ or other starch, dextrine, dextrose, sorbitol proteins, steep liquor residue, gluten maize oil and/or their allied products and by-products.

Board of Directors of Volatile Securities Private Limited is comprised of

i. Mr. Keshrimal Jain
ii. Mr. Mukesh Jain
iii. Mr. Navin Jain
iv. Mr. Sunil Jain

4. Information of the Target Company ("Electra Financial Services Limited")

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 changed from 20, Sant Niwas, 265 Shahid Bhagat Singh Road, Fort, Mumbai - 400 001 to 201-202, Sagarika Apartment, Opposite Hotel Ramada, Palmgrove, Juhu Tara Road, Juhu, Mumbai - 400 049 with effect from October 31, 2006.

4.2 The Board of Directors of EFSL as on 1st April 2007 comprises of Mr. Anil B. Vedmehta, Mrs. Priyanka A. Vedmehta and Mr. Vikram Potdar. 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.

4.3 As on the date of this PA, EFSL has issued, subscribed, 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. The equity shares of Electra Financial Services Limited are listed on BSE, ASE and RSE.

4.4 As per the audited accounts for the nine months ended 31st December 2006, EFSL had a total income of Rs. 38.30 lacs (Rs. 34.47 lacs), total expenditure of Rs. 9.11 lacs (Rs. 58.96 lacs) resulting in a profit of Rs. 29.19 lacs (loss of Rs. 24.54 lacs). As on 31st December 2006, the paid up equity share capital was Rs. 300.04 lacs, (Rs.300.04 lacs) while the carry forward accumulated loss was Rs. 215.25 lacs (Rs. 244.44 lacs) resulting in networth of Rs. 84.79 lacs (Rs. 55.60 lacs). The book value of the share is Rs. 2.83 (Rs. 1.85). Figures in brackets reflect the relevant financial particulars as per audited accounts for the year ended 31st March 2006.

4.5 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. There are no shares under lock-in period. There has not been any merger / demerger or spin off of the Company's business operations during the past 3 years.

4.6 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, 128 days and 45 days for the years ended 31st March 1998, 1999, 2000, 2001, 2002, 2004, 2005 and 2006 respectively. There was no delay in compliance with Regulation 8(3) for the year ended 31st March 2003.

5. Reasons for the Acquisition, Offer and Future Plans

5.1 The Acquirers have entered into an SPA to acquire 15,52,570 equity shares of Rs. 10 each of EFSL, representing 51.75% 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 Electra Financial Services Limited, 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 equity share capital of EFSL in order to comply with the provisions of the Regulations.

5.2 The Acquirers visualize 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. The Acquirers further plans to foray into the fast growing realty market, i.e., to venture into the business of Builders, Developers, Contractors and Infrastructure Developers, subject to necessary approvals.

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.

6. Statutory Approvals and Conditions of the Offer

6.1 The Offer is subject to the Acquirers obtaining the approval of the RBI under Foreign Exchange Management Act, 1999 ("FEMA"), for acquiring and transferring the equity shares held by non-resident shareholders who tender their shares in this Offer, if any. The Acquirers in this regard on closure of the Offer will make the necessary application.

6.2 To the best of the knowledge and belief of the Acquirers as on the date of this Announcement, there are no other statutory approvals required to implement the Offer. No approvals are required from any lenders of EFSL including Financial Institutions/ Banks for the Offer.

6.3 Subject to the receipt of statutory approvals, the Acquirers shall complete all procedures relating to the Offer including payment of consideration within 15 days of the Offer closing date. In case of delay in receipt of any statutory approvals, 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 willful default of the Acquirers in obtaining the requisite approvals, Regulation 22(13) of the Regulations will also become applicable.

7. Option In Terms Of Regulation 21(3)

The Offer will not result in public shareholding being reduced to less than a level below the limit (i.e. 25%) specified in the Listing Agreement with the Stock Exchanges for the purpose of listing on continuous basis.

8. Financial Arrangements

8.1 In terms of Regulation 16 (xiv) of the Regulations, it is confirmed that the Acquirers have adequate resources and have made firm financial arrangements to meet their offer obligations in full.

8.2 The financial obligations of the Acquirers under the Offer will be fulfilled through the existing resources of the Acquirers and no further borrowings from Bank or Financial Institutions or NRI's or otherwise is envisaged.

8.3 The maximum purchase consideration payable by the Acquirer in the case of full acceptance of the offer is Rs. 38,70,516 (Rupees Thirty Eight Lacs Seventy Thousands Five Hundreds and Sixteen Only). The Acquirers are opening a Fixed Deposit Account at Canara Bank, Navlakha Branch, Indore for Rs. 10.00 Lacs (Rupees Ten Lacs Only) in favour of Acquirers having Lien marked in favour of the Managers to the offer, M/s. Aryaman Financial Services Limited, Mumbai. The Acquirers have duly authorised the Manager to the Offer to realise the value of the fixed deposit in terms of the regulations.

8.4 Mr. Durgesh Khandelwal, Chartered Accountant (Membership No. 077390), Partner of M/s. Khandelwal and Khandelwal Associates, Chartered Accountants, having office at 214, 2nd Floor, Chetak Chambers, 13-14, R.N.T. Marg, Indore (M.P.), has certified vide Certificate dated April 12, 2007 that on the basis of necessary information and explanation given by the Acquirers and on the verification of their 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.

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

9. Other terms of the Offer

9.1 The Offer is not subject to any minimum level of acceptance.

9.2 A Letter of Offer ("the Letter of Offer" or "LOO"), specifying the detailed terms and conditions of this Offer, along with a Form of Acceptance-cum-Acknowledgement ("the Form of Acceptance") and Form of Withdrawal, will be mailed to all the shareholders of EFSL (other than the Acquirers and Sellers) whose names appear on the register of members of EFSL, at the close of business hours on Monday, May 14, 2007 ("the Specified Date").

9.3 All the Shareholders registered or unregistered, (except the Acquirers and Sellers) who own fully paid equity shares of EFSL anytime before the closure of the Offer are eligible to participate in the Offer.

9.4 Shareholders who are holding fully paid equity shares and wish to tender their equity shares will be required to send the Form of Acceptance-cum- Acknowledgement, original Share Certificate(s) and blank transfer deed(s) duly signed to Sharex Dynamic (India) Pvt. Ltd., Unit No. 1, Luthara Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai - 400 072, Registrar to the Offer ("the Registrar to the Offer"), so that the same are received on or before the close of the offer, at either of the addresses given below in 9.5, in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance.

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

Name & Address of Collection Centers	Contact Person & Contact Numbers	Mode of Delivery
Sharex Dynamic (I) Pvt. Ltd. 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai – 400 001.	Shri K. C. Ajitkumar Tel.:022-22702485 / 22641376 Fax:022-22641349 E-mail: sharexindia@vsnl.com	Hand Delivery / Registered Post
Sharex Dynamic (I) Pvt. Ltd. Unit No.1, Luthara Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai – 400 072.	Shri B. S. Baliga Tel.:022-28515606 / 28515644 Fax:022-28512885 E-mail: sharexindia@vsnl.com	Hand Delivery

Non-residents if any, should also enclose copy of permission received from Reserve Bank of India for the shares held by them in EFSL.

Neither the share certificate(s) nor transfer deed(s) nor the Form of Acceptance should be sent to the Sellers or Acquirers or EFSL or Manager to the Offer.

9.6 Unregistered owners who do not receive a copy of the Letter of Offer can send their application in writing on plain paper stating Name, Address, Number of equity shares held, Number of equity shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid transfer deeds and the original contract note issued by the broker of a recognized stock exchange, through whom they acquired their equity shares and / or such other documents as may be specified, so as to reach the Registrars to the Offer on or before the closure of the Offer.

9.7 No indemnity is required from the unregistered owners whilst accepting the offer.

9.8 In case of non-receipt of the Letter of Offer, eligible persons may send their consent to the Registrar to the Offer, at either of the addresses given in 9.5 on plain paper stating Name, Address, Number of equity shares held, Distinctive Nos., Folio No., Number of equity shares offered, along with documents as mentioned above, so as to reach the Registrars to the Offer on or before the closure of the Offer.

9.9 The Registrars to the Offer will hold in trust the share certificates, Form of Acceptance, if any, and the transfer form(s) on behalf of the shareholders of EFSL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted equity shares / share certificates are despatched / returned.

9.10 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. As explained in para 2.6 above, EFSL has not issued shares in electronic/dematerialized form. In view of acceptance of minimum marketable lots, the total number of shares accepted may marginally exceed the offer size.

9.11 Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post / Speed Post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

9.12 Despatches involving payment of a value in excess of Rs. 1500/- will be made by registered post/speed post at the shareholder's sole risk. Rejected documents will be sent by registered post/speed post. All other despatches will be made by ordinary post at the shareholder's sole risk. All cheques / demand drafts will be crossed Account Payee and will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. It will be desirable if the shareholders provide bank account details in the Form of Acceptance-cum-Acknowledgement for incorporation in the cheque / demand draft.

9.13 A schedule of some of the key events in respect of the Offer is given below:

ACTIVITY	DATE	DAY
Public Announcement	20.04.2007	Friday
Specified Date *	14.05.2007	Monday
Last date for a Competitive Bid	11.05.2007	Friday
Date by which Letter of Offer to be posted to the shareholders	22.05.2007	Tuesday
Date of Opening of the Offer	06.06.2007	Wednesday
Last date for revising the offer price/ Number of Share	14.06.2007	Thursday
Last date for withdrawal of acceptance by the shareholders	20.06.2007	Wednesday
Date of Closure of the Offer	25.06.2007	Monday
Date of communicating the rejection /acceptance and payment of consideration for the acquired shares	10.07.2007	Tuesday

*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 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.

9.14 In case RBI 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 the entire amount payable to non-resident shareholders being kept in a separate escrow account whose value can be realised by the Manager as per the Regulations.

10. General

10.1 Neither the Target Company nor the Sellers nor the Acquirers or any Company in which the Acquirers are Director(s) or hold controlling interest, have been prohibited by SEBI from dealing in securities, under directions issued pursuant to Section 11B of the SEBI Act, 1992.

10.2 Pursuant to Regulation 13 of the Regulations, the Acquirers have appointed Aryaman Financial Services Limited, Mumbai as Manager to the Offer.

10.3 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. The withdrawal option can be exercised by submitting the document as per the instruction below and in the Letter of Offer, so as to reach the Registrar to the Offer at either of the collection centers mentioned in 9.5 above, as per the mode of delivery indicated therein on or before June 20, 2007.

- The withdrawal option can be exercised by submitting the Form of Withdrawal (which will be sent to the shareholders along with the Letter of Offer) to the Registrar's Office.
- In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by submitting an application to the Registrar's Office on plain paper along with the following details: Name(s), Address, Distinctive Nos., Folio Number, Total number of shares held, Number of shares tendered, Number of shares to be withdrawn.
- Copy of the acknowledgement received from the Registrar to the Offer while tendering shares should be sent along with the Form of Withdrawal / plain paper application for withdrawal.

10.4 The share certificate(s) in respect of shares withdrawn by the shareholders would be returned by the Registrars to the Offer by registered post.

10.5 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 June 14, 2007 i.e. 7 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 this Public Announcement appears.

10.6 If there is a competitive bid:

- The public offers under all the subsisting bids shall close on the same date.
- As the offer price cannot be revised during seven working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.

10.7 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 a Public Announcement in the same newspapers in which this PA appears.

10.8 For further details, please refer to the Letter of Offer, the Form of Acceptance and the Form of Withdrawal.

10.9 The Acquirers / PACs accept full responsibility for the information contained in this PA and also for their obligations as Acquirers as laid down in the Regulations.

10.10 Eligible persons to the Offer may download a copy of this PA from SEBI's website at www.sebi.gov.in. Eligible persons to the Offer may also download a copy of the Letter of Offer, Form of Acceptance and Form of Withdrawal, which will be available on SEBI's website www.sebi.gov.in, from the Offer opening date i.e. June 06, 2007 and can apply on the same.

ISSUED BY MANAGER OF THE OFFER ON BEHALF OF THE ACQUIRERS

Aryaman Financial Services Ltd. 62, 6th Floor, B-Wing, Mittal Tower, Nariman Point, Mumbai – 400 021. Tel: 022 – 2284 5716 / 2282 6464 Fax: 022 – 2283 1564 Email: aryaman_limited@rediffmail.com Contact Person: Mr. Deepak Biyani	**Sharex Dynamic (I) Pvt. Ltd.** Unit No.1, Luthara Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai – 400 072. Tel. No. 022 – 28515606/ 28515644 Fax No. 022 – 28512885 E-mail: sharexindia@vsnl.com Contact Person: Shri B. S. Baliga

On Behalf of Acquirers:

Mr. Keshrimal Jain	38, Jeevandeep Colony,
Mr. Mukesh Jain	Indore – 452 001,
Mr. Navin Jain	Madhya Pradesh.
Mr. Sunil Jain	Tel. No.: 0731 – 2462472

The Acquirers accept the responsibility for the information contained in this Public Announcement and also for the obligations of acquirers laid down in the SEBI (Substantial Acquisitions of Shares and Takeover) Regulations, 1997 and subsequent amendments made thereof.

Place : Mumbai
Date : 20.04.2007