LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as shareholder(s) of IMP Finance Limited. If you require any clarification about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your equity shares in IMP Finance Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal cum Acknowledgement and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER BY

Mr. VINUBHAI L. KANANI
A-703, Panchratna Tower,
L. H. Road,
Surat-395006
Tel No: 0261-3078181

and

Mr. PREMJIBHAI D. KANANI
104, Navyug Nagar No.1, 9th Floor,
Forgett Hill Road, Tardeo
Mumbai-400036
Tel No.: 022-40112000/23672222

To

Acquire 49,800 fully paid up equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital / voting share capital of Target Company at a price of Rs. 17/- (Rupees Seventeen only) per fully paid equity share of Rs. 10/- each, payable in cash

Pursuant to the compliance with Regulation 10 & Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof

Of

IMP FINANCE LIMITED

Registered Office : Advent, 7th Floor, Gen. J. Bhosale Marg, Nariman Point, Mumbai-400021.
Tel No : (022)-22021890 • Fax No (022)-22026775

ATTENTION :

1. **The offer is not a conditional offer.**
2. Approval for transfer of shares of a company registered in India by a Non Resident to a person resident in India is required. The Acquirer shall apply for approval from RBI for transfer of shares in their name in due course upon closure of the open offer once the basis of acceptance is determine.
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 i.e**. Friday, June 15, 2007.**
4. If there is any upward revision in the Offer Price by the Acquirer upto seven working days prior to the date of closure i.e. upto **Monday, June 11, 2007**, the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revision in the Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.
5. " **If there is competitive bid:**
   The Public Offers under all the subsisting bids shall close on the same date.
   As the Offer Price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly"
6. **A copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal are also available on SEBI's web-site: www.sebi.gov.in**

PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 9 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 14 TO 18)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT AND FORM OF WITHDRAWAL ARE ENCLOSED WITH THIS LETTER OF OFFER.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

Manager to the Offer	Registrar to the Offer
CHARTERED CAPITAL & INVESTMENT LIMITED Contact Person **: Mr. Vimlesh Bansal** 301, Camy House, Cawasji Hormusji Street, Marine Lines, Mumbai - 400 002 Tel. : 022-22004271 / 73; Fax : 022-22004273; Email : mumbai@charteredcapital.net	**INTIME SPECTRUM REGISTRY LIMITED** Contact Person : **Mr. Sachin Achar** C-13, Pannalal Silk Mill Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Tel. : 022-25960320 Fax : 022-25960329 Email : impfinance-offer@intimespectrum.com

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Day & Date
1.	**Date of Public Announcement (PA)**	**Thursday, April 12, 2007**
2.	Specified Date	Friday, May 04, 2007
3.	**Last Date for a Competitive Bid(s)**	**Thursday, May 03, 2007**
4.	Date by which Letter of Offer will be dispatched to the Shareholders	Wednesday, May 23, 2007
5.	**Offer Opening Date**	**Friday, June 01, 2007**
6.	**Last Date for the Revision of the Offer Price / Number of Equity Shares.**	**Monday, June 11, 2007**
7.	Last date to withdraw acceptance tendered by shareholders	Friday, June 15, 2007
8.	**Offer Closing Date**	**Wednesday, June 20, 2007**
9.	Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired equity shares and / or the unaccepted equity shares / share certificates will be dispatched.	Thursday, July 05, 2007

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DEFINITIONS

1.	Acquirers or The Acquirers	Mr. Vinubhai L. Kanani & Mr. Premjibhai D. Kanani
2.	Acquisition Agreement or SPA	Share Purchase Agreement dated 9th April, 2007 for purchase of 1,86,600. Equity Shares of face value Rs.10/- each fully paid-up, representing 74.94% of the total
3.	BSE	equity/voting share capital of IMP Finance Limited by Acquirers at a price of Rs.15/- each. Bombay Stock Exchange Limited, Mumbai
4.	EPS	Profit after tax / No. of Equity Shares
5.	FEMA	Foreign Exchange Management Act, 1999
6.	Form of Acceptance	Form of Acceptance cum Acknowledgement
7.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
8.	IMPFL	IMP Finance Limited i.e. Target Company
9.	LOO, or Letter of Offer	Offer Document
10.	Manager to the Offer or, Merchant Banker	Chartered Capital and Investment Limited
11.	Negotiated Price	Rs.15/- (Rupees Fifteen only) per fully paid-up equity share/ Voting Share Capital of face value of Rs.10/- each.
12.	Net Asset Value/ Book Value per Share	(Equity Capital + Free Reserve excluding of Revaluation reserve – Debit balance of Profit & Loss A/c – Miscellaneous expenditure not written off) / No. of Equity Shares
13.	Net worth	Equity Capital + Free Reserve excluding of Revaluation reserve – Debit balance of Profit & Loss A/c – Miscellaneous expenditure not written off
14.	Offer or The Offer	49,800 Equity shares of Rs.10/- each representing 20.00% of the total paid up capital /the voting share capital fully paid up equity shares of Rs.10/- each of Target Company at a price of Rs.17/- (Rupees Seventeen only) per equity share payable in cash.
15.	Offer Price	Rs.17/- (Rupees Seventeen only) per equity share/ Voting Share Capital of Rs.10/- fully paid up equity shares each payable in cash.
16.	Persons eligible to	Registered shareholders of IMP Finance Limited, and unregistered shareholders who participate in the Offer own the equity shares of IMP Finance Limited any time prior to the Offer closure other than the Acquirers and parties to Agreement.
17.	Public Announcement or **"PA"**	Announcement of the Open Offer made by The Acquirers, which appeared in the newspapers on Thursday, April 12, 2007.
18.	RBI	Reserve Bank of India
19.	Registrar or Registrar to the Offer	Intime Spectrum Registry Limited
20.	Return on Net worth	Profit after Tax / Net worth
21.	SEBI	Securities and Exchange Board of India
22.	SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
23.	SEBI Act	Securities and Exchange Board of India Act, 1992
24.	Sellers	Matrix Energy Solutions Private Limited
25.	Specified Date	Friday, May 04, 2007
26.	Target Company	IMP Finance Limited

1. RISK FACTORS

i. In the event that either (a) the regulatory approvals are not received in a timely manner, (b) there is any litigation to stay the offer, or (c) SEBI instructs the Acquirer not to proceed with the offer, then the offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of IMPFL, whose shares have been accepted in the offer as well as the return of shares not accepted by the acquirers may be delayed.

ii. The acquirers intends to make an offer for 20.00 % of the voting capital amounting to 49,800 equity shares of IMPFL under the SEBI (SAST) regulations, 1997. Further, the shares tendered in the offer will lie to the credit of a designated escrow account, till the completion of the offer formalities. Accordingly, the acquirers make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.

iii. In the event of over-subscription to the offer, the acceptance will be on a proportionate basis.

iv. The Acquirer makes no assurance of market price of shares of the Target Company during or after the offer.

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of IMPFL or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of IMPFL are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

2. 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 IMP FINANCE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PERSONS ACTING IN CONCERT OR THE COMPANY WHOSE SHARES ARE 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 ACQUIRER 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 ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAVE SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 16, 2007 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This open offer is being made by Mr. Vinubhai L. Kanani & Mr. Premjibhai D. Kanani (the Acquirers") Indian residents, residing at A-703, Panchratna Tower, L.H.Road, Surat-395006 and 104, Navyug Nagar No.1,9th Floor, Forjett Hill Road,Tardeo, Mumbai-400036 respectively to the equity shareholders except parties to the agreement of IMP Finance Limited, a company incorporated and duly registered under the Companies Act, 1956, and having its registered office at Advent, 7th Floor, Gen. J. Bhosale Marg, Nariman Point, Mumbai-400021 ("IMPFL"/"Target Company").

3.1.2 Pursuant to in compliance with Regulation 10 & Regulation 12 of the Takeover Regulations, Acquirer is hereby making an Offer in terms of the SEBI (SAST) Regulations, 1997 to the shareholders of IMPFL to acquire 49,800 equity shares of Rs. 10/- each representing 20.00% of the total paid up capital / voting share capital of "IMPFL" at a price of Rs.17/- (Rupees Seventeen only) per fully paid up equity share/ Voting Rights (hereinafter referred to as "the Offer Price") fully paid equity shares payable in cash (hereinafter referred as "the Offer").

3.1.3 Acquirers have entered into a Share Purchase Agreement [SPA] on Monday, 9th April 2007 to acquire an aggregate of 1,86,600 (One Lac Eighty Six Thousand and Six Hundred Only) Equity Shares of face value

Rs.10/- each fully paid-up equity shares representing 74.94 % of the total equity/voting share capital of IMP Finance Limited having its Registered office at, Advent, 7th Floor, Gen. J. Bhosale Marg, Nariman Point, Mumbai-400021 (hereinafter referred to as "IMPFL/The Target Company")" with Matrix Energy Solutions Private Limited , a Company registered under the companies Act, 1956 having registered office at G-26, NDSE Part-1, New Delhi-110049 Tel No :011-41349090 Fax No: 011-41349191 (hereto hereinafter referred as "Seller") at a price of Rs. 15/-(Rupees Fifteen only) per fully paid up equity share payable in cash ("Negotiated Price"). The total consideration payable in cash for the shares acquired as mentioned above is Rs. 27,99,000/- (Rupees Twenty Seven Lacs Ninety Nine Thousand Only) that resulted in triggering of SEBI (SAST) Regulations, 1997. The seller is the promoter of the Target Company.

3.1.3.1 **Salient Feature of SPA:**The parties to the agreement agree that in the event of non-compliance of any of the provisions of SEBI (SAST) Regulations, this agreement shall not be acted upon by any of the parties

3.1.4 Upon completion of this open offer in terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, the change of control of Target Company shall be effected.

3.1.5 The Acquirers, the Seller and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.6 The Acquirers has not acquired any shares of IMPFL during the past 12 months prior to the date of public announcement except the 1,86,600 equity shares of Rs.10/- each covered under SPA mentioned under para 3.1.3.

3.1.7 The Acquirers does not hold any shares on the date of PA other than those mentioned under para 3.1.3.

3.1.8 Acquirers have not acquired any shares of the Target Company after the date of Public Announcement i.e. Thursday, April 12, 2007 up to the date of Letter of Offer.

3.1.9 Acquirers are entitled to be appointed as Directors on the Board of Directors of the Target Company after a period of 21 days from the date of this PA in terms of Regulation 22(7) of SEBI (SAST) Regulations, 1997. One of Acquirer Mr. Premjibhai D. Kanani is appointed as director on Board of Directors of the Target Company as on 17-05-2007 i.e. after a period of 21 days from the date of this PA in terms of Regulation 22(7) of SEBI (SAST) Regulations, 1997.

3.2 The Offer

3.2.1 The Acquirers have made a Public Announcement in all the editions of the following newspapers, namely**, i) Business Standard (English) and ii) Prathakal (Hindi) and (iii)Nav Shakti (Marathi)**, which appeared on Thursday, April 12, 2007 in terms of Regulation 15 and pursuant to Regulation 10 and 12 of the SEBI (SAST) Regulations, 1997. **The Public Announcement is also available on the SEBI website at *www.sebi.gov.in***

3.2.2 The Acquirers is making this Open Offer under the SEBI (SAST) Regulations, 1997, to acquire, by tender, 49,800 equity shares of Rs.10/- each representing 20.00% of the total paid up capital/ voting share capital of Rs.10/- each from the shareholders of IMPFL, other than the Acquirers themselves and seller, on the terms and subject to the conditions set out in this Letter of Offer, at a price of Rs.17/- (Rupees Seventeen Only) per equity shares of Rs.10/- each fully paid up equity share payable in cash. These equity shares are to be acquired by the Acquirers, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.3 This is not a competitive bid

3.2.4 The Offer is not subject to any minimum level of acceptances from the shareholders i.e. it is not a conditional offer.

3.2.5 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.

3.2.6 The Acquirers has not acquired any equity shares in the Target Company since the date of Public Announcement i.e**. Thursday, April 12, 2007**, up to the date of Letter of Offer.

3.3 Object of the Offer

3.3.1 The Offer to the shareholders of IMPFL is for the purpose of acquiring 20.00% of the total paid up capital is made in compliance with the SEBI Regulation and after the proposed Offer; the Acquirers will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

3.3.2 The object and the purpose of the acquisition is to expand the business operations of IMPFL. The acquirer proposes to commence new line of business in the target company initially in Diamond Jewellery business subject to change/ alteration in Memorandum/Articles of Association of the target company supporting the new business activity, and all applicable laws, rules and regulations.

3.3.3 The Acquirers initially going to start Diamond Jewellery Business as mentioned in Para 3.3.2 above and also proposes in further to start manufacturing/processing Finished Diamond. The Board of Directors of IMPFL will take appropriate business decisions from time to time in order to improve the performance of the Target Company.

3.3.4 The Acquirers may make changes in the management and Board of Directors of the Target Company.

4 BACKGROUND OF THE ACQUIRERS

4.1 Mr. Vinubhai L. Kanani

4.1.1 Mr. Vinubhai L. Kanani s/o Shri Laxmanbhai Kanani, aged 55 years, an Indian Resident residing at A-703, Panchratna Tower, L.H.Road, Surat -395006 Tel. No.0261-3078181

4.1.2 He is non matriculate by qualification and has experience of 24 years in the field of assortment of polished diamonds & marketing of polished diamonds as a partner. He has diversified into Construction business.

4.1.3 Mr. Rajiv N. Shah, Proprietor of Rajiv N. Shah & Associates. Chartered Accountants, having their office at 21, Laxmi Niwas, Factory Lane, Near M.K. School, Borivali (West), Mumbai-400092 (Membership No.40430) has certified vide certificate dated May 12,2007 that the net worth of the Mr. Vinubhai Kanani as on 31.03.2007 is Rs. 234.48 lacs and that he has sufficient means to fulfil the obligations under this offer.

4.1.4 The provisions of chapter II of SEBI Takeover Regulations does not apply to him till date.

4.1.5 He has not acquired any shares/voting rights of the target company during twelve months prior to the date of PA.

4.1.6 He does not hold any positions on the Board of directors in any listed company.

4.1.7 He is not full time director in any company.

4.1.8 He has not promoted any company

4.2 Mr. Premjibhai D. Kanani

4.2.1 Mr. Premjibhai D. Kanani S/o Shri Devjibhai Kanani, aged 48 years, an Indian Resident residing at 104, Navyug Nagar No.1, 9th Floor, Forjett Hill Road,Tardeo, Mumbai-400036. Tel No 022-40112000/23672222

4.2.2 He is non matriculate by qualification and has experience of 25 years in Diamond business in manufacturing of polished Diamonds, selection of rough diamonds and imports and overall financial management as a Partner.

4.2.3 Mr. Rajiv N. Shah, Proprietor of Rajiv N. Shah & Associates. Chartered Accountants, having their office at 21, Laxmi Niwas, Factory Lane, Near M.K. School, Borivali (West), Mumbai-400092 (Membership No.40430) has certified vide certificate dated May 12, 2007 that the net worth of the Mr. Premjibhai Kanani as on 31.03.2007 is Rs. 1869.16 lacs and that he has sufficient means to fulfil the obligations under this offer.

4.2.4 The provisions of chapter II of SEBI Takeover Regulations does not apply to the him till date

4.2.5 He has not acquired any shares/voting rights of the target company during twelve months prior to the date of PA.

4.2.6 He does not hold any positions on the Board of directors in any listed company.

4.2.7 He is not full time director in any company.

4.2.8 Mr. Premjibhai D. Kanani has promoted following company :

4.2.8.1 Brilliant Star Diamonds Private Limited

4.3 Other details about Acquirer

4.3.1 The acquirers have deposited Rs.8.50 Lacs in Escrow account which is more than 100 % of the amount required for open offer.

4.3.2 Mr Vinubhai L. Kanani and Mr. Premjibhai D. Kanani are cousin brothers.

4.3.3 There is no agreement between the acquirers in respect to acquisition of shares, acquired in Open Offer. However the shares acquired in the Open Offer will be transferred to the acquirers on the basis of amount of money put by them or as mutually agreed upon by them.

4.3.4 SEBI may initiate action against outgoing promoters for non-compliance of Regulation 7 if any.

4.3.5 The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of IMPFL in the succeeding two years, except in the ordinary course of business of IMPFL. IMPFL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Body Meeting of IMPFL, The Management would take appropriate decisions in these matters, as per the requirements of business and in line with opportunities or changes in the economic scenario, from time to time.

4.3.6 The Acquirers initially going to start Diamond Jewellery Business as mentioned in Para 3.3.2 above and also proposes further to start manufacturing/ processing Finished Diamond. The Board of Directors of IMPFL will take appropriate business decisions from time to time in order to improve the performance of the Target Company.

4.4 Details of group Companies

4.4.1 Brilliant Star Diamonds Private Limited

4.4.1.1 The Company was incorporated as Private Limited Company on 2nd September 2005 vide incorporation certificate issued by the Registrar of Companies, Mumbai in the name & style Brilliant Star Diamonds Private Limited.

4.4.1.2 The Company is engaged in business of manufacturing, export and import of diamond and jewellery. The company has not started the business activity because company is not able to finalise the land for its operations

4.4.1.3 The Brief Financial performance of the company are as follows :

(Rs. in lacs)

Particulars	Year ended 31.03.2006 (Audited)	Nine Months Ended 31.12.2006 *
Equity Capital	1.00	1.00
Free Reserves (Excluding Revaluation Reserve)	-	-
Total Income	-	-
Profit After Tax	(0.5)	(0.4)
Earnings Per Share (Each Share Rs. 100/- paid up)		
(Rs)(Not annualized)	(5.19)	(4.30)
Net Asset Value (per share of Rs 100/- each) (Rs)	62.95	61.29

*As certified by statutory auditors

4.2.1.4 The Company is not sick Industrial Undertaking.

5 DISCLOSURE UNDER REGULATION 21(2)

In the event, pursuant to this Offer, the Public Shareholding in the Target Company falls below 25% of its outstanding equity share capital, the Acquirer will, in accordance with Regulation 21(2) of the SEBI (SAST) Regulations, 1997, facilitate the target company to raise the level of Public Shareholding to the level specified for continuous listing in the Listing Agreement with the stock exchanges within the specified time and in accordance with the prescribed procedure under amended clause 40A(viii) of the Listing Agreement and in compliance with SEBI (SAST) Regulations, 1997.

6 BACKGROUND OF THE TARGET COMPANY - IMP FINANCE LIMITED (IMPFL)

6.1 IMPFL was incorporated on March 22nd, 1983 with the Registrar of Companies Maharashtra, Bombay, as a Private Limited Company in the name of Shivlaxmi Mercentile company limited and got business commencement certificate on 25th March, 1983 and subsequently changed into IMP finance Limited on June 09, 1995 vide Certificate of change of name issued by the Registrar of Companies Maharashtra, Bombay.

6.2 The Company was initially promoted by Mr Ramniwas R. Dhoot, Mr. Ajay R. Dhoot, Mr. Aditya R. Dhoot , Mrs Rajkumari Dhoot, M/s Shree Rasbihari Trading & Investment Pvt Ltd and M/s Shree Kishoriju Trading & Investment Private Limited and subsequently the Management control and shareholding of the target Company has been taken Matrix Energy Solutions Private Limited (The Seller of Present offer) by making open offer under Regulation 10 and 12 of SEBI (SAST) Regulation 1997, for which the Public Announcement has been given by Matrix Energy Solutions Private Limited on April 18, 2006 and the open offer opened on June 9, 2006 and closed on June 28, 2006 for more details please refer Para 6.3 below.

6.3 The seller, Matrix Energy Solutions P Limited has acquired 1,86,600 equity shares of Rs.10/- each fully paid up of the target company, which represent 74.94 % of its voting right/equity capital by entering a Share Purchase Agreement on Monday, 10th April 2006 to acquire an aggregate of 1,86,600 (One Lac Eighty Six Thousand and Six Hundred Only) Equity Shares of face value Rs.10/- each fully paid-up representing **74.94 %** of the total equity/ voting share capital of IMP Finance Limited, with ex Promoters of the target Company namely **Shri Ramniwas R. Dhoot**, **Shri Aaditya R. Dhoot**, **Shri Ajay R. Dhoot**; all Indian resident and **M/s Shree Rasbihari Trading & Investment Pvt Ltd** a Company registered under the companies Act, 1956 and **M/s Shree Kishoriju Trading & Investment Private Limited,** a company registered under the companies Act, 1956 at a price of Rs. 14/- (Rupees Fourteen only) per fully paid up equity share payable in cash. The total consideration paid in cash for the shares acquired as mentioned above was Rs. 26,12,400/- (Rupees Twenty Six Lacs Twelve Thousand and Four Hundred Only).Matrix Energy Solutions P Ltd thus made a Public Announcement for open offer for 49,900 equity shares/ voting right, which represent 20.04 % equity shares/voting right of the target company at a price of Rs.14/- per shares, under Regulation 10 & 12 of SEBI(SAST) Regulations 1997 on Tuesday, April 18, 2006. That open offer had opened on **Friday, June 9, 2006** and closed on **Wednesday, June 28, 2006**. Matrix Energy Solutions P Ltd has complied with the reporting requirement under chapter II of SEBI (SAST) Regulations 1997 and there was a delay in compliance under Regulation.

6.4 The Company has its Registered Office at Advent, 7th Floor, Gen. J. Bhosale Marg, Nariman Point, Mumbai-400021 (Maharashtra). Tel no.: 22021890 Fax No (022) - 22026775.

6.5 IMPFL has been engaged in the Trading in Goods of Iron steel and copper wire.

6.6 The authorised share capital of IMPFL as on March 31, 2006 is Rs. 1,50,00,000 (Rupees One Crores and Fifty Lacs only), comprising of 15,00,000 equity shares of Rs 10/- (Rupees Ten each) each. The issued, subscribed and paid-up equity share capital as on 31.03.2006 is 24,90,000 (Rupees Twenty Four Lacs Ninety Thousand only) comprising of 2,49,000 equity shares of Rs 10/- (Rupees Ten each).

Paid up Equity Shares of IMPFL	No. of Equity Shares / voting rights	% of Shares / voting rights
Fully paid-up equity shares	2,49,000	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	2,49,000	100.00
Total voting rights in the Target Company	2,49,000	100.00

6.7 The current capital structure of the Target Company has been build up since inception as under :

Date of allotment	No. of equity shares	% of shares issued	Cumulative paid up capital in Rs.	Mode of allotment	Identity of allotees (promoters/ ex-promoters/ others)	Status of compliance
21.03.1983	70	0.03	700	Cash	Subscriber to the M&A	Done
20.01.1984	98930	39.73	990000	Cash	Ex-Promoters & Associates	Done
23.01.1984	150000	60.24	2490000	Cash	Public	Done
Total	**249000**	**100.00**				

6.8 The shares of Company are not suspended by BSE and the entire subscribed capital is listed.

6.9 The shares of "IMPFL" are listed only on the Bombay Stock Exchange Limited, Mumbai.

6.10 There are no outstanding convertible instruments / warrants.

6.11 There are no partly paid up shares in the company.

6.12 The Acquirers, sellers, promoters and other major shareholders of the Target Company have complied with the reporting requirements under applicable provisions of the Chapter II of SEBI (SAST) Regulation 1997, if any. There has been delay by IMPFL (Target Company) with the reporting requirements under Chapter II of the SEBI (SAST) Regulations, 1997 for the financial year ended 1997 to financial year ended 2002. However, the Target Company has filled the said requirement under SEBI regularisation Scheme 2002 on 28.03.2003, for the year 2003 was in time and there was delay in filling report for 2004 and 2005. There is also delay in filling reporting requirement of the seller and ex-promoters of the target company during the financial year 2006-2007. SEBI may initiate against Target company for non-compliance of Regulation 8 under chapter II of SEBI (SAST) Regulation for the year 2004 and 2005.

6.13 IMPFL has complied with requirements of the Listing Agreement and no penal action is initiated by the BSE, where its equity shares are listed.

6.14 The composition of the Board of Directors of IMPFL as on 17.05.2007 is as follows :

Sr. No.	Name of the Director	Designation	Qualification	Experience	Residential Address	Date of Appointment
1.	Alok Nidhi Gupta	Director	C.S.	11 Years Secretarial & Administration	276, IInd Cross, Cambridge Layout, Bangalore.	05-09-2006
2.	Umesh G. Mehta	Director	C.A.	9 Years Financial Management	Praveen Niwas, 2nd Floor 273 Dr. Cawasji Hormusji street, Mumbai-400002	05-09-2006
3.	Shri. Rakesh Mundra	Director	C.S.	23 Years Secretarial	X-305, Sidhartha Apt. M.P. Enclave, Pitampura,New Delhi	05-09-2006
4.	Ranjan Mundra	Director	FCS	28 years Administration & Gen. Management	B-102 Defence Colony, New Delhi-110024	31-01-2007
5.	Rajeev Agarwal	Director	Intermediate	21 Years Capital Market	A-77, Swasthya Vihar, Delhi-110092	31-01-2007
6.	Mr. Premjibhai D.Kanani	Additional Director	Non Matriculate	25 years in Diamond business	104, Navyug Nagar, No.1, 9th Floor, Forjett Hill Rd., Tardeo, Mumbai-400036	17-05-2007

Mr. Premjibhai D. Kanani appointed as Director on the board of Target Company and he will recuse himself and not participate in any matter(s) concerning or relating to the offer including any preparatory steps leading to the offer and to ensure the compliance u/r 22(9) of SEBI (SAST) Regulation 1997.

6.15 There has been no merger / de-merger, spin-off during the past three years in IMPFL.

6.16 Audited financial information of IMPFL for the financial year ended on March 31, 2004, 2005, 2006 and Certified financial information 9 months ended 31.12.2006 is given below

Profit and Loss Statement

(Rs. in lac)

Sr No.	Profit & Loss Statement	Year Ended 31.3.2004 (Audited)	Year Ended 31.03.2005 (Audited)	Year Ended 31.03.2006 (Audited)	9 months Ended 30.12.2006 *
1.	Income from Operations	175.25	83.78	43.41	25.29
2.	Extra Ordinary Income	-	-	-	
3.	Other Income	1.38	1.20	41.43	0.20
4.	Total Income	176.63	84.98	84.84	25.49
5.	Total Expenditure	168.08	79.60	44.41	27.41
6.	Profit/(Loss) before Depreciation,				
	Interest and Tax	8.55	5.38	40.43	(1.91)
7.	Depreciation	0.72	0.60	0.36	-
8.	Interest	22.70	21.78	-	-
9.	Profit/(Loss) before Tax	(14.87)	(17.00)	40.07	(1.91)
10.	Provision for Tax	-	-	3.37	-
11.	Defered Tax	5.41	6.22	16.66	-
12.	Profit/(Loss) after Tax	(9.46)	(10.78)	20.04	(1.91)

Balance Sheet Statement

(Rs. in lac)

Sr No.		Year Ended 31.3.2004 (Audited)	Year Ended 31.03.2005 (Audited)	Year Ended 31.03.2006 (Audited)	9 months Ended 30.12.2006 *
1	**Sources of Funds**				
2	Paid up Share Capital	24.90	24.90	24.90	24.90
3	Reserves & Surplus (Excluding Revaluation Reserve)	16.61	16.61	16.61	16.61
4	**Debit Balance in Profit & Loss Account**	(11.50)	(22.28)	(2.24)	(4.15)
5	**Net worth**	**30.01**	**19.23**	**39.27**	**37.36**
6	Secured loans	70.10	61.40	-	-
7	Unsecured loans	110.53	92.21	-	25.17
8	Deferred Tax Liability	-	-	-	-
	Total	**222.14**	**195.12**	**39.27**	**62.53**
	Uses of Funds				
9	Net Fixed Assets	4.03	3.42	-	-
10	Investments	101.95	36.94	-	-
11	Net Current Assets	94.22	115.81	39.27	62.53
12	Deferred Tax Assets	10.44	16.67	-	-
13	Miscellaneous Exp. not written off	-	-	-	-
	Total	**222.14**	**195.12**	**39.27**	**62.53**

Other Financial Data

Sr No.		Year Ended 31.3.2004 (Audited)	Year Ended 31.03.2005 (Audited)	Year Ended 31.03.2006 (Audited)	9 months Ended 30.12.2006 *
1	Dividend (%)	-	-	-	-
2	Earning Per Share (Rs. in)	(3.80)	(4.33)	8.05	(0.77)
3	Return on Networth (%)	(31.51)	(56.07)	51	(5.11)
4	Book Value Per Share	12.05	7.72	15.77	15.00

***As certified by Statutory Auditors of the company**

During the year ended on 31st March 2006, the company has earned net profits before tax of Rs. 40.07 Lacs. The major profits during the year was due to the waiver of interest by the Development Credit Bank Ltd.(one time settlement) and sale of investment. However during the period of 9 months ended on 31st December 2006, the company has incurred a net loss of Rs.1.91 Lacs. The loss was due to the reduction in trading business of the company

The secured loan , which was due to Development Credit Bank Ltd and unsecured loans were overdue since long and company could not pay these loans due to the reason that company's funds got stuck up in Investments and Current Assets and which could not be realized . During the year 2005-06 the market conditions becomes good and company was able to realize it's funds stuck up in Investments and Current Assets and repaid it's Secured Loans and unsecured loans .

The fixed assets of the company (Plant & Machinery , Office Equipment , Computer & Software and Motor Car) were very old and written down value as on 31-03-05 was Rs.3.42 lacs only . All these assets has sold during Financial Year 2005-06 and company managed to realize Rs. 2.39 Lacs from the sale of these assets .

6.17 The Company is not a Sick Company undertaking

6.18 **Pre- and Post-Offer shareholding pattern** of the Target Company is as per the following table:

Sr No	Shareholder category	Shareholding & voting rights prior to the acquisition and offer (A)		Shares/voting rights acquired which triggered off the Regulations (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptance) (C)		Shareholding/voting rights after the acquisition and Offer i.e. A+B+C	
		No.	%	No.	%	No.	%	No.	%
1	**Promoter Group**								
	a. Seller								
	(i) Matrix Energy Solutions Private Limited	1,86,600	74.94	(1,86,600)	(74.94)	Nil	Nil	Nil	Nil
	Total (a)	1,86,600	74.94	(1,86,600)	(74.94)	Nil	Nil	Nil	Nil
	b. Promoters other than (a) above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total 1 (a+b)	**1,86,600**	**74.94**	**(1,86,600)**	**(74.94)**	**Nil**	**Nil**	**Nil**	**Nil**
2	**Acquirers** **Vinubhai L. Kanani & Premjibhai D. Kanani**	Nil	Nil	1,86,600	74.94	49,800	20.00	2,36,400	94.94
	Total	**Nil**	**Nil**	**1,86,600**	**74.94**	**49,800**	**20.00**	**2,36,400**	**94.94**
3	**Seller other than 1(a) and 2**	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	**Public (other than 1 to 3)**	62,400	25.06	Nil	Nil	(49,800)	(20.00)	**12600**	**5.06**
5	**FIs / MFs / FIIs / Banks**	Nil	Nil	Nil	Nil				
	Total	**2,49,000**	**100.00**					**2,49,000**	**100.00**

Note: The data within bracket indicates sale of equity shares.

6.19 *The number of shareholders* in IMPFL was 130 as on date of P.A other than Seller and Acquirers *and there were no NRI* shareholders.

6.20 There is no change in the shareholding of the Ex- Promoters since 20.02.1997 i.e. the date on which SEBI (SAST)

Regulations 1997 came into effect, till the date of sale of shares pursuant to Share Purchase agreement to Current Promoters of the company i.e. Matrix Energy Solutions P Ltd and for that the open offer under Regulation 10 and Regulation 12 and in compliance with the SEBI (SAST) Regulations, 1997 has been made by Matrix Energy Solutions Private Limited and there is delay in filling the reporting requirement under Regulation 7 in respect of sale and Purchase of share to and by Ex promoters and MESPL in pursuant to open offer made by MESPL.

6.21 There is no change in the shareholding of the promoters since 20.02.1997 i.e. the date on which SEBI (SAST) Regulations 1997 came into effect, other than 1,86,600 equity shares of Rs.10/- each fully paid up of the target company, which represent 74.94 % of its voting right/equity capital on 05.09.2006 acquired in pursuant to open offer under Regulation 10 and Regulation 12 and in compliance with the SEBI (SAST) Regulations, 1997 by Matrix Energy Solutions Private Limited.

6.22 The Corporate Governance clause (Clause 49 of listing Agreement) is not applicable to the company, since it's paid up capital is less than Rs.300.00 Lacs.

6.23 There is no litigation against the Company.

6.24 Mr. Alok Nidhi Gupta, Director is the Compliance officer of the company, his address is 276, II nd Cross, Cambridge Layout, Bangalore – 560 075 Tel no: (080) - 66150902 and Fax No: (080) - 66150903.

7 OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The equity shares of IMPFL are only listed on the Bombay Stock Exchange Limited, Mumbai.

7.1.2 The annualised trading turnover during the preceding six Calendar months ending March, 2007 in the Stock Exchanges is detailed below:

Sr. No.	Name of the Stock Exchange	Total no. of equity shares during the 6 calendar months prior to October, 2007	Total no. of equity share listed	Annualised Trading turnover (in terms of % to total listed shares
1.	BSE	23,500	2,49,000	18.90%
As per official website of Stock Exchanges, Mumbai (www.bseindia.com)				

7.1.3 The shares of **"*IMPFL*"** are listed on The Stock Exchange, Mumbai. The shares are frequently traded as per the data available with BSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI as mentioned in Para 7.1.2 above.

7.1.4 Following are the average of the weekly high and low of the closing prices and volume data for 26 week period ended on April 11, 2007. i.e. the date preceding the date of P.A. (At BSE)(Source: www.bseindia.com)

No of Week	Week Ended	Weekly High (In Rupees)	Weekly Low (In Rupees)	Average	Volume (No of Shares)
1	18-Oct-06	N.T.	N.T.	N.T.	Nil
2	25-Oct-06	N.T.	N.T.	N.T.	Nil
3	01-Nov-06	N.T.	N.T.	N.T.	Nil
4	08-Nov-06	N.T.	N.T.	N.T.	Nil
5	15-Nov-06	13.35	13.35	13.35	12000
6	22-Nov-06	N.T.	N.T.	N.T.	Nil
7	29-Nov-06	N.T.	N.T.	N.T.	Nil
8	06-Dec-06	14.01	14.01	14.01	11500
9	13-Dec-06	N.T.	N.T.	N.T.	Nil
10	20-Dec-06	N.T.	N.T.	N.T.	Nil
11	27-Dec-06	N.T.	N.T.	N.T.	Nil
12	03-Jan-07	N.T.	N.T.	N.T.	Nil
13	10-Jan-07	N.T.	N.T.	N.T.	Nil
14	17-Jan-07	N.T.	N.T.	N.T.	Nil
15	24-Jan-07	N.T.	N.T.	N.T.	Nil
16	31-Jan-07	N.T.	N.T.	N.T.	Nil
17	07-Feb-07	N.T.	N.T.	N.T.	Nil
18	14-Feb-07	N.T.	N.T.	N.T.	Nil
19	21-Feb-07	N.T.	N.T.	N.T.	Nil
20	28-Feb-07	N.T.	N.T.	N.T.	Nil
21	07-Mar-07	N.T.	N.T.	N.T.	Nil
22	14-Mar-07	N.T.	N.T.	N.T.	Nil
23	21-Mar-07	N.T.	N.T.	N.T.	Nil
24	28-Mar-07	N.T.	N.T.	N.T.	Nil
25	04-Apr-07	N.T.	N.T.	N.T.	Nil
26	11-Apr-07	N.T.	N.T.	N.T.	Nil
Average of 26 Weeks (based on trading Weeks in Shares)			**13.68**		23500

N.T.- Not Traded

7.1.5 Following are the prices and volume data for 2 week period ended on April 11, 2007 i.e. the date preceding the date of P.A.(at BSE) (Source: www.bseindia.com)

No of Days	Dated	Daily High (In Rupees)	Daily Low (In Rupees)	Average	Volume
1	02-Apr-07	N.T.	N.T.	N.T.	Nil
2	03-Apr-07	N.T.	N.T.	N.T.	Nil
3	04-Apr-07	N.T.	N.T.	N.T.	Nil
4	05-Apr-07	N.T.	N.T.	N.T.	Nil
5	09-Apr-07	N.T.	N.T.	N.T.	Nil
6	10-Apr-07	N.T.	N.T.	N.T.	Nil
7	11-Apr-07	N.T.	N.T.	N.T.	Nil
Average of 2 Weeks (Based on Trading days in shares)				**Not Traded**	

N.T.- Not Traded

7.1.6 The offer price of Rs.17/- is justified in terms of Regulation 20 of the SEBI (SAST) Regulations 1997, since the annualised trading turnover is more than 5% (by number of equity shares) of the total number of listed equity shares. Accordingly, the equity shares of the Target Company are deemed to be frequently traded at the BSE. The Offer Price of Rs. 17/- (Rupees Seventeen only) per fully paid-up equity share of face value of Rs. 10/- each, is justified in terms of Regulation 20(4) & 20(5) of SEBI (SAST) Regulations, 1997 since the same has been determined after considering the following facts:

a.	Negotiated Price under the Acquisition		Rs. 15/-
b.	Highest Price paid by the Acquirers or PAC's for acquisition including Public or Rights Issue in 26 weeks		Not applicable
c.	Price paid under preferential allotment made to the Acquirers any time during 12 months period upto date of closure of the Offer		Not applicable
d.	Highest average Price calculated as per Regulation 20(4)(c) during the 26 weeks preceding the date of PA		Rs. 13.68
e.	Highest average Price calculated as per Regulation 20(4)(c) during the 2 weeks preceding the date of PA		Not traded during 2 weeks
f.	Other parameters		
	I	***Based on audited results as on March 31, 2006***	
	i.	Return on Networth (%)	51%
	ii.	Book Value (Rs.)	15.77
	iii.	Earnings per share (Rs. per equity share of face value of Rs. 10/- each)	8.05
	iv.	Price to Earnings ratio (based on last Traded Price of Rs. 14.01/- as on 05/12/2006)	1.74

7.1.7 **Hence, based on the above facts, the Offer Price of Rs. 17/- is justifiable in terms of Regulation 20.**

7.1.8 There is no non-compete agreement.

7.1.9 If the Acquirers acquire equity shares after the date of Public Announcement upto 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the Offer.

7.2 Financial Arrangements

7.2.1 The Acquirers has adequate resources to meet the financial requirement of the Open Offer. The Acquirers has firm arrangement for the resources required to complete the Open Offer in accordance with the SEBI (SAST) Regulations,1997 and no borrowing from any Bank/ Financial Institution is being made for this purpose and entire arrangement has been made from Internal Accruals.

7.2.2 Assuming full acceptance, the total requirement of funds for the open Offer would be Rs.8,46,600/- (Rupees Eight Lacs Forty Six Thousand Six Hundred Only). The Acquirers has already made firm arrangements for the financial resources required to implement the Open Offer in full. As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirers has **opened an Escrow Account with ORIENTAL BANK OF COMMERCE, 16/16-A, Row House, Thakur Complex, Kandivali (E), Mumbai-400101 and have deposited Rs 8,50,000/-(Rs. Eight Lacs Fifty thousand only), being more than 100% of the amount required for the Open Offer.**

7.2.3 The Acquirers has duly empowered M/s Chartered Capital and Investment Limited, Manager to the Offer, to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997 and lien has been marked in favour of Chartered Capital & Investment Limited on the said Escrow a/c.

7.2.4 The Manager to the Offer, M/s Chartered Capital and Investment Limited, hereby confirm that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations, 1997.

8 TERMS AND CONDITIONS OF THE OFFER

8.1 Persons eligible to participate in the Offer

8.1.1 Registered shareholders of IMPFL and unregistered shareholders who own the equity shares of IMPFL any time prior to the date of Closure of the Offer, other than the Acquirers and parties to the SPA.

8.2 Regarding acceptance of Lock-in Shares, whether acquired pursuant to the agreement or the offer, the same can be acquired to the Acquirers subject to continuation of the residual lock-in period in the hands of the Acquirers and there shall be no discrimination in the acceptance of locked in and not locked in shares.

8.3 Statutory Approvals

8.3.1 Approval for transfer of shares of a company registered in India by a Non Resident to a person resident in

India is required. The Acquirers shall apply for approval from RBI for transfer of shares in their name in due course after successful completion of this Offer.

8.3.2 No approval from any bank or financial institutions is required for the purpose of this Offer, to the best of the knowledge of the Acquirers.

8.3.3 As on the date of Public Announcement, to the best knowledge of the Acquirers, no other statutory approvals are required to be obtained for the purpose of this Offer.

8.3.4 In case of delay in receipt of any statutory approval, Regulation 22(12) of SEBI (SAST) Regulations, 1997, will be adhered to, i.e. SEBI has power to grant extension of time to Acquirers for payment of consideration to shareholders subject to Acquirers agreeing to pay interest as directed by SEBI. Further in case the delay occurs on account of wilful default by the Acquirers in obtaining the approvals, Regulation 22 (13) of SEBI (SAST) Regulations, 1997, will also become applicable.

8.4 Others

8.4.1 Accidental omission to despatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.

8.4.2 This Letter of Offer has been mailed to all the shareholders of IMPFL, whose names appeared on the Register of Members of IMPFL as on **Friday, May 04, 2007** being the **Specified Date.**

8.4.3 Unaccepted Share/ Shares Certificates, Share Transfer Forms and other documents, if any, will be credited back to respectively depository account or returned by registered post at the shareholder(s) / unregistered owner(s) sole risk.

8.4.4 Consideration for equity shares accepted would be paid by crossed account payee cheques /demand drafts / pay orders and sent by registered post to the address of the first shareholder(s) / unregistered owner(s) at their sole risk.

8.4.5 Equity shares that are subject to any charge, lien or encumbrance are liable to be rejected.

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

9.1 Shareholders who wish to tender their equity shares will be required to send their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed Share Transfer Form(s) to the Registrar to the Offer by hand delivery or registered post, as the case may be, at the address mentioned in Para 9.16 below in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement. The Registrar to the Offer, **M/s Intime Spectrum Registry Limited**, has opened a special depository account with **Stock Holding Corporation of India (Depository- Central Depository Services (India) Limited)**

9.2 Shareholders of IMPFL to whom this Offer is being made, are free to offer his / her / their equity shares of IMPFL for sale to the Acquirers, in whole or part, while tendering his / her / their equity shares in this Offer.

9.3 Beneficial owner and shareholders holding shares in physical form, who wish to avail of this Offer will have to forward the following documents to the office of the Registrar to the Offer by hand delivery or by registered post, as the case may be, so as to reach them on or before 1700 hours upto the date of closure of the offer i.e. **Wednesday, June 20, 2007.**

- Form of Acceptance, duly completed in all respects and signed by all the joint shareholders in the same order and as per the specimen signature(s) registered with IMPFL.
- Relevant Original Share Certificate(s).
- Valid Share Transfer Deed(s), duly signed (in case the equity shares are held in joint names, by all the shareholders and in the same order as appearing in the Register of Members of IMPFL or on the Share Certificate issued by IMPFL) as per the specimen signature(s) lodged with IMPFL and witnessed by an independent witness (if possible, by a Notary Public, Bank Manager or a Member of a recognised stock exchange with membership number). Please do not fill in any other details in the Share Transfer Deed. In the event that a shareholder needs additional Share Transfer Deed(s), the same can be obtained from the Registrar to the Offer as mentioned hereafter.
- Where the Transfer Deed(s) are executed by Constituted Attorney, attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer.

9.4 Beneficial owners and **<u>shareholders holding shares in the dematerialised form</u>**, will be required to send their Form of Acceptance cum Acknowledgement to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on or before 1700 hours up to the date of closure of the offer i.e. **Wednesday, June 20, 2007** along with

- a Form of Acceptance cum Acknowledgement, duly completed and signed in accordance with the instructions contained therein by sole/all shareholders whose names appear (in case of joint holdings) in the same order in which their names appear in their beneficiary account;

- a photocopy of the delivery instructions in "**Off-market**" mode or counterfoil of the delivery instruction in "**Off-market**" mode, duly acknowledged by the Depository Participant ("DP"), in favour of **"ISRL-IMP Finance Ltd-Escrow Account**" ("Depository Escrow Account") filled in as per the instructions given below:

  DP Name : Stock Holding Corporation of India Limited

  Client ID Number : 1601010000353852

  Depository : Central Depository Services (India) Limited ("CDSL")
- Delivery Instruction: Special attention should be paid to the following:
- Beneficial owners, who hold equity Shares of IMPFL in dematerialised form, are required to execute an **"off-market"** trade by tendering the Delivery Instruction for debiting their beneficiary account with their concerned depository participant and crediting the above-mentioned account. The credit in the Depository Escrow Account should be received on or before the Offer Closing Date; i.e., **Wednesday, June 20, 2007**, else the application would be rejected.
- **Please note that the Target Company's Shares are admitted for dematerialisation by CDSL only.**

9.5 A copy of the No Objection Certificate / Tax Clearance Certificate if obtained from the Indian tax authorities by the shareholders (applicable to NRIs/OCBs/FIIs).

9.6 In case the equity shares are held by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed.

9.7 In case of Non-resident equity shareholders, Foreigners, Foreign Companies and Foreign Institutional Investors, photocopies of the approval(s) by the Reserve Bank of India for acquiring and holding equity share in IMPFL.

9.8 In case the equity shares stand in the name of a sole shareholder, who is deceased, the Notarised copy of the legal representation obtained from a Competent Court.

9.9 <u>**Special Note for shareholders who have sent their Shares for Dematerialisation:**</u> Shareholders who have sent their physical Shares for dematerialisation need to ensure that the process of getting Shares dematerialised is completed well in time so that the credit in the Escrow Depository Account can be received on or before 1700 hours up to the Offer Closing Date i.e. **Wednesday, June 20, 2007**, else the application would be rejected.

9.10 **No document should be sent to the Acquire or to IMPFL or to the Manager to the Offer**.

9.11 In case of non-receipt of Letter of Offer, the eligible shareholders may send his / her / their applications to the Registrar to the Offer on the address mentioned hereinabove, **on a plain paper** stating the **name, address, number of equity shares held, folio number(s), certificate number(s), distinctive number(s), and number of shares** tendered along with the relevant documents as mentioned hereinabove, so as to reach them on or before **1700 hours** up to the date of closure of the offer i.e. **Wednesday, June 20, 2007**.

9.12 Persons who own equity shares of IMPFL any time prior to the date of Offer Closure, but are not registered holders, can tender their equity shares for purchase by the Acquirers, by communicating his / her / their desire to tender, in writing to the Registrar to the Offer and obtain from them a copy of the Letter of Offer, the Application Form and Transfer Deed(s) and lodge the same along with the relevant Share Certificate(s) and other documents, as mentioned hereinabove together with the Original Contract Note issued by a registered Stock Broker of a recognised Stock Exchange, only at the address of Registrar to the Offer as mentioned hereinabove:

An unregistered shareholder can send his / her / their application to the Registrar to the Offer on the address mentioned hereinabove, on a <u>***plain paper***</u> *stating the name, address, number of shares held, folio number(s), certificate number(s), distinctive number(s) and number of equity shares tendered along with the relevant documents as mentioned hereinabove, so as to reach them* ***on or before 1700 hours on*** **Wednesday, June 20, 2007*****.***

9.13 No indemnity is required from the unregistered shareholders.

9.14 In case the Share Certificate(s) and the instrument(s) of transfer are lodged for transfer with IMPFL, then **the Form of Acceptance** should be accompanied by (i) the Share Transfer Deed(s) and (ii) the acknowledgement of lodgement or receipt issued by IMPFL by individual. Whereas the Transfer Deed(s) are executed by Constituted Attorney, also attach a copy of the Power of Attorney duly certified as a True Copy by a Notary Public / Gazetted Officer along with the acknowledgement of lodgement or receipt issued by IMPFL. In case the equity shares are lodged by a Company / Body Corporate, then a certified True Copy of a valid Board Resolution giving authority and certified true copy of the Memorandum and Articles of Association of such Company / Body Corporate should also be enclosed along with **the Form of Acceptance** and the acknowledgement of lodgement or receipt issued by IMPFL.

9.15 In case of shareholders who have not received the LOO and holding shares in the dematerialised form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of shares offered along with a photocopy of the original delivery instructions in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the Depository Participant as specified in Para 9.4 above, so as to reach the Registrar to the Offer on or before 1700 hours up to the date of Closure of the Offer **i.e. Wednesday, June 20, 2007**. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

9.16 The following collection centre would be accepting the documents as specified above, both in case of shares in physical and dematerialised form.

Address of Registrar to the Offer:

Holidays: Sundays and Bank Holidays

9.17 The Registrar to the Offer will hold in trust the shares / share certificates, shares lying in credit of the special

Sr. No.	Address of Registrar to the Offer	Business Hours	Mode of Delivery
1.	**Intime Spectrum Registry Limited** **Contact Person : Mr. Sachin Achar** C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078. Tel Nos. : 022 - 25960320 Fax No : 022 - 25960329 email : impfinance-offer@intimespectrum.com	**Monday to Friday** 1000 hours to 1700 hours **Saturday** 1000 hours to 1330 hours	Hand Delivery/ Courier/ Registered Post

depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of IMPFL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are despatched / returned.

9.18 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. **Friday, June 15, 2007.** The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 1700 hours up to the last date of withdrawal i.e**. Friday, June 15, 2007.**

9.19 The withdrawal option can be exercised by submitting the Form of Withdrawal enclosing with it Copy of the Form of Acceptance-cum-Acknowledgement / Plain paper application submitted and the Acknowledgement slip. In case of non receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

9.19.1 In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares

9.19.2 In case of dematerialised shares: name, address, number of shares tendered, DP name, DP ID, date of tendering the shares, beneficiary account number and a photocopy of the delivery instructions in “off market” mode or counterfoil of the of the delivery instruction in “off market” mode, duly acknowledged by the DP, in favour of the “**ISRL-IMP Finance Ltd – Escrow Account**” (“Depository Escrow Account”).

9.19.3 The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

9.20 The intimation of returned shares to the Shareholders will be sent at the address as per the records of IMPFL / Depository as the case may be.

9.21 Acquirers will acquire all the 49,800 fully paid-up equity shares of Rs 10/- each tendered in the Offer with valid applications.

9.22 Method of Settlement

9.22.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirers, Acquirers will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of IMPFL is 50 {fifty}.

9.22.2 The Form of Acceptance, relevant Original Share Certificate(s), valid Share Transfer Deed(s) and other documents or/ and shares lying in the special depository account, tendered by the shareholders of IMPFL under this Offer, shall be accepted from such shareholders in terms of the Letter of Offer, but will become a fully valid and binding contract between such shareholder(s) and the Acquirers only upon the fulfilment of all the conditions mentioned herein the Letter of Offer and Form of Acceptance.

9.22.3 On fulfilment of all the conditions herein mentioned, the Letter of Offer and Form of Acceptance, the Acquirers will pay the Offer Price by a crossed and "Account Payee Only" cheque(s) or demand draft(s) or pay order(s) drawn in favour of the sole shareholder or first named shareholder in case of joint holding. The payment consideration will be sent by Registered Post to the sole / first named shareholder of IMPFL whose equity shares are accepted by the Acquirers at his address registered with IMPFL/ DP. **It is desirable that shareholders holding Shares in physical mode provide bank details of the first/ sole shareholder in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheque/ demand draft. In case of shareholders holding Shares in electronic mode, bank particulars recorded with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished.**

9.22.4 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders' / unregistered owners' sole risk to the sole / first shareholder.

9.22.5 The equity shares of IMPFL held in dematerialised form, which are not accepted in view of not being a valid tender of equity shares or which are withdrawn by the shareholders, will be released to the beneficial owner's depository account with the respective depositary participant, from where the credit was initially received in favour of the Depository Escrow Account, at the sole risk of the beneficial owner. Intimation to that effect will be sent to the beneficial owner by Ordinary Post.

9.22.6 The Acquirers shall endeavour to complete all procedures relating to the Offer within Fifteen Days from the date of Closure of the Offer (i.e**. Thursday, July 05, 2007**), including payment of consideration to the shareholders of IMPFL whose equity shares are accepted for purchase by the Acquirers.

9.22.7 **While tendering the Shares under the Offer, the NRIs/OCBs/FIIs will be required to submit the No Objection Certificate/ Tax Clearance Certificate, indicating the amount of tax to be deducted by the Acquirers before remitting the consideration, from the Income Tax Authorities under Income Tax Act, 1961. In case the aforesaid No Objection Certificate/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 the shareholder, on the entire consideration amount payable to such shareholder. The Acquirers will send the proof of having deducted and paid the tax along with the payment consideration.**

9.22.8 In case of non-receipt of any of statutory approvals, if any required, SEBI may grant extension of time for the purpose of making payments to the shareholders who have successfully tendered their equity shares pursuant to this Offer and in such an event, the Acquirers will pay interest for the delayed payment beyond Fifteen days of the closure of the Offer, at such rate as may be prescribed by SEBI.

9.23 General

9.23.1 **T**he Form of Acceptance and instructions contained therein are integral part of this Letter of Offer.

9.23.2 Neither the Acquirers nor the Manager nor the Registrar nor the Target Company will be responsible for any loss in transit or delay in receipt of the completed Form of Acceptance, Share certificate(s), Share transfer deed(s), and copy of delivery instructions or other documents.

9.23.3 The Offer Price is denominated and payable in Indian Rupees only.

9.23.4 All the communication in connection with the Form of Acceptance should be addressed to the Registrar to the Offer as mentioned above, with full name of the sole / first applicant, folio number, number of equity shares tendered, date of lodgement of the Form of Acceptance and other relevant particulars.

9.23.5 If there is any upward revision in the Offer Price (Regulation 26) by the Acquirers till the last day of revision, viz., at any time up to seven working days prior to the date of closure of the Open Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same newspapers where original Public Announcement had appeared. Such revised Offer would be payable for all the shares tendered anytime during the Offer.

9.23.6 " **If there is competitive bid:**

9.23.6.1 The Public Offers under all the subsisting bids shall close on the same date.

9.23.6.2 As the Offer Price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly"

9.23.7 **The Acquirers does not hold any shares of the Target Company as on the date of this offer other than those mentioned in Para 3.1.3**

9.23.8 **In terms of Regulation 22 (5A), shareholders shall have the option to withdraw acceptance tendered**

earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrars to the Offer on or before 1700 hours up to three working days prior to the date of Closure of the Offer, i.e. Friday, June 15, 2007, as mentioned in Para 9.19

9.23.9 Alternatively, a copy of Public Announcement, Letter of Offer, form of Acceptance cum Acknowledgement and Form of Withdrawal cum Acknowledgement can be obtained from SEBI's **web-site: www.sebi.gov.in**.

10 DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at 301, Camy House, Cawasji Hormusji Street, Marine Lines, Mumbai-400 002 from 10.30 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

10.1 Undertaking from the Acquirers, stating full responsibility for all information contained in the PA and the Letter of Offer.

10.2 A copy of Share Purchase Agreement dated 9th April 2007 between Acquirers and seller

10.3 A copy of memorandum of understanding between The Manager of the offer and The Acquirers.

10.4 Annual Reports of IMPFL for years ended on March 31, 2004, 2005 and 2006.

10.5 Certificate from Oriental Bank of Commerce confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation 1997 dated April 11, 2007.

10.6 Published copy of the PA, which appeared in the newspapers on Thursday, April 12, 2007

10.7 A copy of the agreement with the Depository Participant Stock Holding Corporation of India for opening a special depository account for the purpose of the offer with the Registrar to Issue.

10.8 Certificate from Mr. Rajiv N. Shah Proprietor of M/s Rajiv N. Shah & Associates, Chartered Accountants (Membership No.40430) dated April 10,2007 certifying financials of Brilliant Star Diamonds Private Limited for year ended 2006 and 9 months ended 31st December 2006

10.9 Certificate from Mr. Rajiv N. Shah Proprietor of M/s Rajiv N. Shah & Associates, Chartered Accountants (Membership No.40430) dated May 12, 2007 that the net worth of the Acquirer has sufficient means to fulfil the obligations under this Open Offer

10.10 Certificate from Mr. Rajesh Rastogi Proprietor of M/s R. Rastogi & Co.,Chartered Accountants (Membership No.86270) dated May 10, 2007 certifying financials of IMPFL for year ended 2004, 2005, 2006 and 9 months ended December 2006.

10.11 Observation letter no CFD/DCR/TO/AG/92763/07 dated May 7, 2007 on the draft Letter of Offer filed with the Securities and Exchange Board of India.

11 DECLARATION BY THE ACQUIRERS

11.1 The Acquirers, Mr. Vinubhai L. Kanani & Mr. Premjibhai D. Kanani accept full responsibility for the information contained in this Letter of Offer and also for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations, 1997.

11.2 Each of the Acquirers will be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations, 1997..

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

Mr. Vinubhai L. Kanani Mr. Premjibhai D. Kanani

(Acquirer) **(Acquirer)**

Place : Mumbai

Date : 21.05.2007

12 ENCLOSURES

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal cum Acknowledgement
3. Blank Share Transfer Deed(s).

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

OFFER OPENS ON : Friday, June 01, 2007
OFFER CLOSES ON : Wednesday, June 20, 2007

From :

FOR OFFICE USE ONLY
Acceptance Number
Number of equity shares offered
Number of equity shares accepted
Purchase consideration (Rs.)
Cheque/Demand Draft/Pay Order No.

Tel. No.: Fax No.: E-mail:

To,
Mr. Vinubhai L. Kanani & Mr. Pramjibhai D. Kanani
C/o Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai - 400 078

Dear Sirs,

Sub :** Open Open Offer to acquire 49,800 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital / the voting share capital of Rs. 10/- each of Target Company at a price of Rs. 17/- (Rupees Seventeen only) per fully paid equity shares by **Mr. Vinubhai M. Kanani & Mr. Premjibhai D. Kanani

I / We, refer to the Letter of Offer dated 21/5/2007 for acquiring the equity shares held by me / us in **IMP Finance Limited.**

1. I / We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
2. I / We, unconditionally offer to sell to **Mr. Vinubhai L. Kanani & Mr. Pramjibhai D. Kanani**, (hereinafter referred to as the "Acquirer") the following equity shares in IMP Finance Limited (hereinafter referred to as "IMPFL"), held by me / us, at price of Rs.17.00 per fully paid-up equity share.

SHARES HELD IN PHYSICAL FORM

3. I/We and enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No................................... Number of share certificates attached...................

Representing .... equity shares

Number of equity shares held in IMPFL		**Number of equity shares offered**	
In figures	**In words**	**In figures**	**In words**

Sr. No.	**Share Certificate No.**	**Distinctive Nos.**		**No. of equity shares**
		From	**To**	
1				
2				
3				
		Total no. of Equity Shares		

SHARES HELD IN DEMATERLISED FORM

DP NAME	**DP I.D.**	**CLIENT ID**	**NO OF SHARES OFFERED**	**NAME OF BENEFICIARY**

4. I/We have done an off market transaction for crediting the equity Shares to the special depository account in CSDL styled **"ISRL-IMP Finance Limited - Escrow A/C"** ("Depository Escrow Account") details are as under

DP Name	: Stock Holding Corporation of India Limited
Client ID Number	: 1601010000353852
Depository	: Central Depository Services (India) Limited- ("CDSL")

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

ACKNOWLEDGEMENT SLIP

Open Offer to acquire 49,800 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital / the voting share capital of Rs. 10/- each of Target Company at a price of Rs. 17/- (Rupees Seventeen only) per equity share fully paid equity shares by Mr. Vinubhai L. Kanani & Mr. Pramjibhai D. Kanani

Received from Mr. / Ms. / Mrs. .... Ledger Folio No/ Client ID. ....DP ID..Number of certificates enclosed .... under the Letter of Offer dated ____________________, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	**Share Certificate No.**	**Distinctive Nos.**		**No. of equity shares**
		From	**To**	
1				
2				
3				
		Total no. of Equity Shares		

Authorised Signatory
Date

Stamp

Tear Here

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

6. I / We authorize the Acquirers to accept the equity shares so offered or such lesser number of equity shares that the Acquirers may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirers to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirers to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.

7. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these equity shares. I / We agree that the Acquirers may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.

8. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirers makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are despatched to the shareholders, as the case may be.

9. I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirers makes payment of purchase consideration as mentioned in the Letter of Offer.

10. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.

11. I / We irrevocably authorise the Acquirers to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with IMPFL/D P :

Name and complete address of the Sole/First holder (in case of member(s), address as registered with IMP Finance Limited) : ____________________

Place: ________ **Date:** ________ **Tel. No(s).:** ________ **Fax No.:** ________

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical mode may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. In case of shareholders holding Shares in electronic mode, bank particulars noted with the Depository Participant (DP) and forming part of the beneficial download will be incorporated in the cheque/demand draft. In case of any change in bank particulars recorded with the DP, new bank particulars duly attested by the DP should be furnished.

Bank Account No.: ____________________ Type of Account: ____________________
(Savings / Current / Other (please specify))
Name of the Bank: ____________________
Name of the Branch and Address: ____________________

The Permanent Account No. (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

1st Shareholder	2nd Shareholder	3rd Shareholder
PAN / GIR No.		

Yours faithfully,
Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	**SIGNATURE (S)**
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note : *In case of joint holdings all the holders must sign. In case of body corporate, stamp of the company should be affixed and necessary Board Resolution should be attached.*

INSTRUCTIONS

1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2 The Form of Acceptance should be filled-up in English only.
3 Signature(s) other than in English, Hindi, Marathi, and thumb impressions must be attested by a Notary Public under his Official Seal.
4 Mode of tendering the Equity Shares Pursuant to the Offer:

I. The acceptance of the Offer made by the Acquirers is entirely at the discretion of the equity shareholder of IMPFL.
II. Shareholders of IMPFL to whom this Offer is being made, are free to offer his / her / their shareholding in IMPFL for sale to the Acquirers, in whole or part, while tendering his / her / their equity shares in the Offer.

5. Business Hours : Mondays to Friday : 1000 hours to 1700 hours
: Saturday : 1000 to 1330 hours
Holidays : Sundays and Bank Holidays

Note : All future correspondence, if any, should be addressed to **Registrar to the Offer**
INTIME SPECTRUM REGISTRY LIMITED
Contact Person : **Ms. Sachin Achar**
C-13, Pannalal Silk Mill Compound, L.B.S. Marg,
Bhandup (West), Mumbai - 400 078.
Tel. : 022- 25960320 • Fax : 022- 25960329
Email : impfinance-offer@intimespectrum.com

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

OFFER OPENS ON	: Friday, June 01, 2007
LAST DATE OF WITHDRAWAL	: Friday, June 15, 2007
OFFER CLOSES ON	: Wednesday, June 20, 2007

Please read the Instruction in Letter of Offer and overleaf before filling-in this Form of Withdrawal

From:

FOR OFFICE USE ONLY
Withdrawal Number
Number of equity shares offered
Number of equity shares withdrawn

Tel. No.: Fax No.: E-mail :

To,

To,
Mr. Vinubhai L. Kanani & Mr. Pramjibhai D. Kanani
C/o Intime Spectrum Registry Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai - 400 078

Dear Sirs,

Sub : *Open Open Offer to acquire 49,800 equity shares of Rs. 10/- each representing 20.00 % of the total paid up capital / the voting share capital of Rs. 10/- each of Target Company at a price of Rs. 17/- (Rupees Seventeen only) per fully paid equity shares by* ***Mr. Vinubhai M. Kanani & Mr. Premjibhai D. Kanani***

I/We refer to the Letter of Offer dated 21/5/2007 for acquiring the equity shares held by me/us in **IMP Finance Limited.**

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

I/We wish to withdraw our acceptance tendered in response to the said offer. We had deposited/sent our 'Form of Acceptance' to you on _________ alongwith original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

(Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
Total no. of Equity Shares				

Tear Here

---TEAR HERE---

Folio No.\DP ID Client ID: Serial No.:

(Acknowledgement Slip)

Received from Mr./Ms.____

Address : ____

____

Form of withdrawal in respect of ____________________ Number of Share

Certificates representing ________________ number of shares.

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

Note: All future correspondence, if any, should be addressed to Registrar to the Offer
INTIME SPECTRUM REGISTRY LIMITED Contact Person : **Ms. Sachin Achar,** C-13, Pannalal Silk Mill Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. • Tel. : 022-25960320 • Fax : 022-25960329 • Email : impfinanceoffer@intimespectrum.com

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

SHARES HELD IN DEMATERLISED FORM

DP NAME	DP I.D.	CLIENT ID	NO OF SHARES OFFERED	NAME OF BENEFICIARY

12. I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled **"ISRL IMP Finance Limited - Escrow A/C"** ("Depository Escrow Account") details are as under
DP Name : Stock Holding Corporation of India Limited
Client ID Number : 1601010000353852
Depository : Central Depository Services India Limited **("CSDL")**

I/We note that the Shares will be credited back only to that Depository Account, from which the Shares have been tendered and necessary standing instructions have been issued in this regard.

I/We confirm that the particulars given above are true and correct.

In case of dematerialised Shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

Yours faithfully,
Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Place:

Date:

Note: In case of joint holdings all the holders must sign. In case of body corporate, stamp of the company should be affixed and necessary Board Resolution should be attached.

INSTRUCTIONS

1. 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 or above as per the mode of delivery indicated therein on or before 1700 hours upto the last date of withdrawal i.e. **Friday, June 15, 2007**.
2. Shareholders should enclose the following:-
   - **a. For Equity Shares held in demat form:**
     Beneficial owners should enclose
     - i. Duly signed and completed Form of Withdrawal.
     - ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
     - iii. Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.
   - **b. For Equity Shares held in physical form:**
     Registered Shareholders should enclose:
     - i. Duly signed and completed Form of Withdrawal.
     - ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
     - iii. 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 Target Company 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
3. The withdrawal of Shares will be available only for the Share certificates / Shares that have been received by the Registrar to the Offer/ Special Depository Escrow Account.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company/ Depository as the case may be.
5. The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer.
6. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from IMPFL. The facility of partial withdrawal is available only on to registered shareholders.
7. **Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.**