LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

OPEN OFFER
By
Mr. Suryaraj Kumar

[G-2, Aarudhira, Y-108, 4th Street, Anna Nagar, Chennai-600 040. Tel No.:044-26268679]

To the shareholders of
RAJMATA INVESTMENTS AND FINANCE LIMITED (RIFL)

Registered Office: 305, Bluechip Arcade, 3-6-111, Himayatnagar, Hyderabad-500 029.
Tel. No: 040-23225660, Fax:040-23222211

for the purchase of 48,000 Fully paid-up Equity Shares of Rs.10/- each at a price of Rs. 12/- per Equity Share representing 20% of its Subscribed and Voting Capital. These shares will be acquired in cash, in accordance with Regulation 20 (2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof, from the equity shareholders of RIFL.

This Offer is being made in compliance with Regulation 10 & 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereof (hereinafter referred to as "the Regulations").

The Offer along with any obligation relating to payment for, and purchase of, the shares tendered is subject to the receipt of necessary approval(s), if any, from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 ("FEMA") and subsequent amendments there to. There are no other statutory approvals required to acquire shares that are tendered pursuant to this Offer.

Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same up to three working days prior to the date of Closure of the Offer i.e. on or before November 4, 2005.

The Acquirer has the option to revise the Offer Price upward any time up to seven working days prior to the date of Closure of the Offer i.e. on or before October 27, 2005.

The upward revision/ withdrawal if any, of the Offer would be informed by way of Public Announcement in respect of such changes in all the newspapers in which the original Public Announcement was made. Such revised Offer Price would be payable by the Acquirer for all the shares tendered any time during the Offer.

The Offer is not conditional and not subject to any minimum level of acceptance from Shareholders.

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 7 working days prior to the Closing date of the Offers/ Bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.**

The Public Announcement, and this Letter of Offer including the Form of Acceptance cum Acknowledgement and Form of Withdrawal would also be available on SEBI's website at www.sebi.gov.in.

Your Trust is Our Strength	**MANAGER TO THE OFFER:** **ASHIKA CAPITAL LIMITED** 7-1-613/14A, Nestcon Lakshmisri, Suite No: 6, 2nd Floor, Ameerpet, Hyderabad-500 016. Tel: 040-55617802 / 23750498 Fax: 040-55617801 E-Mail: ashika_hyderabad@rediffmail.com Contact Person: Mr. Rajendra Kanoongo	**REGISTRAR TO THE OFFER:** **VENTURE CAPITAL AND CORPORATE INVESTMENTS LIMITED** 6-2-913/914, 3rd Floor, Progressive Towers, Khairatabad, Hyderabad-500 004. Tel: 040-23322264, Fax: 040-23324803 E-mail: vccil_hyd@yahoo.co.in Contact Person: Mr. P. V. Srinivas

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activities	Date	Day
Public Announcement	August 30, 2005	Tuesday
Specified Date (for the purpose of determining the name of shareholders, to whom the Letter of Offer will be sent)	September 2, 2005	Friday
Last Date for a Competitive Bid, if any	September 20, 2005	Tuesday
Date by which the Letter Of Offer to be Despatched to shareholders	October 13, 2005	Thursday
Date of Opening of the Offer	October 21, 2005	Friday
Last date for revising the Offer Price/ Number of Shares	October 27, 2005	Thursday
Last date for Withdrawal of Acceptance by Shareholders	November 4, 2005	Friday
Date of Closing of the Offer	November 9, 2005	Wednesday
Date by which communicating rejection/acceptance and despatch of Cheques/Demand Drafts towards payment of consideration to be completed	November 23, 2005	Wednesday

RISK FACTORS:

1. **The company is not generating any revenue thereby incurring losses, which has resulted into erosion of its almost entire Networth.**
2. **None of the Equity Shares of the Company have been traded on Bombay Stock Exchange Limited, Mumbai (BSE) where they are listed, in the past 4 years.**
3. **The Acquirer is a First Generation Entrepreneur.**

TABLE OF CONTENTS

ABBREVIATIONS / DEFINITIONS

Acquirer	Mr. Suryaraj Kumar
BSE	Bombay Stock Exchange Limited, Mumbai
Eligible Persons for the Offer	All owners of shares registered or unregistered of RIFL (who own shares at any time prior to the Closure of the Offer) except Acquirer and the Sellers
FEMA	Foreign Exchange Management Act, 1999
Form of Acceptance	Form of Acceptance cum Acknowledgement
Form of Withdrawal	Form of Withdrawal cum Acknowledgement
LOO or Letter of Offer	Offer Document
Manager to the Offer	Ashika Capital Limited
Negotiated Price	Rs. 12/- (Rupees Twelve only) per fully paid-up equity share of face value of Rs.10/- each
Offer	Cash Offer being made by the Acquirer to acquire upto 48,000 Fully paid up Equity Shares representing 20% of Subscribed and Voting Capital of RIFL
Offer Price	Rs. 12/- per Equity Share
PA / Public Announcement	Announcement of the Offer made by Acquirer on August 30, 2005
Rajmata / RIFL/Target Company	Rajmata Investments and Finance Limited
RBI	Reserve Bank of India
Registrar to the Offer / Registrar	Venture Capital and Corporate Investments Limited
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations or “The Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 and subsequent amendments thereof
Sellers	Mr. M. Venkateswara Rao (Promoter), Mr. M. Ramesh Kumar, Mr. M. Ashok Kumar and Mr. B. V. Raja
Specified Date	Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of RIFL, to whom the Letter of Offer should be sent, i.e. September 2, 2005

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to “Rs.” are to Indian Rupees. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF 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 LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF RAJMATA INVESTMENTS AND 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 OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER ASHIKA CAPITAL LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 10, 2005 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILING OF THIS 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

(a) This Offer is being made by **Mr. Suryaraj Kumar** (Acquirer) in compliance with Regulation 10 & 12 of the SEBI (SAST) Regulations, 1997.

(b) The Acquirer had entered into a Share Purchase Agreement ("Agreement") on August 25, 2005 with Mr. M. Venkateswara Rao (Promoter) for 50,184 Equity Shares (20.91%), Mr. M. Ramesh Kumar for 14,900 Equity Shares (6.21%), Mr. M. Ashok Kumar for 10,200 Equity Shares (4.25%) and Mr. B. V. Raja for 11,869 Equity Shares (4.94%) (hereinafter collectively referred to as "Sellers") to acquire in aggregate 87,153 Fully Paid-up Equity shares of Rs. 10/- each of RIFL representing 36.31% of the Subscribed and Voting Capital at a price of Rs.12/- per share.

(c) Some of the main features of the Agreement is mentioned below:

i. The Sellers have agreed to sell, transfer and assign 87,153 fully paid-up Equity Shares of Rs.10/- each of RIFL to the Acquirer and the Acquirer had agreed to purchase the said shares from the Sellers [87,153 fully paid-up Equity Shares of Rs.10/- each at a Price of Rs. 12/- per share] for a total consideration amount of Rs. 10,45,836/- (Rupees Ten Lakhs Forty Five Thousand Eight Hundred and Thirty Six only).

ii. The Acquirer had paid a sum of Rs. 1,00,000/- (Rupees One Lakh only) as earnest money or deposit to the Sellers on the execution of the Agreement and the balance amount of Rs. 9,45,836 (Rupees Nine Lakhs Forty Five Thousand Eight Hundred and Thirty Six only) would be paid to the Sellers at the time of completion.

iii. The Sellers hereby indemnify the Acquirer for all the liabilities and litigation relating to the Target Company/RIFL up to 30.06.2005 and such liabilities arise out of an act of commission or omission of the Sellers or the RIFL prior to the Transfer date, the Sellers shall indemnify and shall save keep harmless and indemnified the RIFL.

iv. The Sellers have absolute right and complete authority to enter into the present transaction and the Sellers are not in any way prevented.

v. In case of non compliance with any of the provisions of the SEBI (SAST) Regulations by the Target Company, this Agreement for sale of shares shall not be acted upon by either Sellers or the Acquirer.

vi. The Acquirer / Sellers undertake that if the public shareholding in the Company fall below the limit specified in Listing Agreement with Stock Exchange for the purpose of listing on continuous basis, pursuant to the Agreements and Open Offer, the Acquirer will acquire only such number of shares under the Agreement so as to maintain the minimum specified public shareholding in the Company.

(d) The proposed change in control is consequent to the Agreement whose salient features are described in 3.1 (c) above.

(e) The Acquirer, the Sellers 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.

(f) The Acquirer does not hold any Equity Shares of RIFL as on the date of Public Announcement. The Acquirer has not acquired either directly or through any other person any Shares of RIFL during the 12 months preceding the date of Public Announcement.

(g) At on date of PA, the Acquirer is a Director of the Target Company. After completion of all formalities relating to the acquisition and after complying with formalities required by the Regulations, the Board of Directors might be reconstituted to include nominee(s) of Acquirer.

(h) For the purpose of this Offer, there is no Person Acting in Concert as per the provisions of the Regulation 2(1)(e) of the Regulations.

(i) Mr. Suryaraj Kumar, Acquirer is on the Board of Directors of RIFL and therefore he undertakes that he will not participate in any matters concerning to this Offer.

(j) The Acquirer has undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement with the Sellers. The Acquirer has also undertaken that he would acquire only such number of shares under the Agreement so as to maintain the minimum specified public shareholding in the Company.

3.2. DETAILS OF THE PROPOSED OFFER

(a) The Acquirer made a Public Announcement of the Offer, which was published in all Editions of the **Business Line** (English) and **Hindi Milap** (Hindi) on August 30, 2005 and Hyderabad Edition of **Andhra Prabha** (Telugu) on August 31, 2005 in compliance with Regulation 15 (1) of "the Regulations". The Public Announcement is also available on SEBI's website at www.sebi.gov.in.

(b) The Acquirer proposes to acquire 48,000 Fully Paid-up Equity Shares of Rs.10/- each representing 20% of its Subscribed and Voting Capital from the existing shareholders of RIFL (other than parties to the Agreement) at a price of Rs. 12/- per share, payable in Cash.

(c) The Offer is not subject to any minimum level of acceptances. The Acquirer will acquire all Equity Shares of RIFL that are tendered in terms of this Offer up to a maximum of 48,000 Equity Shares.

(d) The Acquirer has not acquired any shares after the date of Public Announcement and up to the date of this Letter of Offer.

3.3. OBJECT OF THE OFFER

(a) The Acquirer had entered into a Share Purchase Agreement with the objective of Substantial Acquisition of Shares and Voting Rights accompanied with change in Control/ Management and is making this Open Offer pursuant to the Regulation 10 & 12 of the Regulations.

(b) The Acquirer by virtue of his Marketing/Administrative expertise in Entertainment and Media Sector, intends to expand the activities in large scale by taking management control of RIFL through acquisition of shares of the Target Company and also derive benefits of a Listed Company.

(c) The Acquirer do not have any plans to sell, dispose of or otherwise encumber any significant assets of RIFL in the next two years, except in the ordinary course of business and except to the extent required for the purpose of restructuring and/or rationalisation of assets, investments and liabilities or otherwise of RIFL. RIFL'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 RIFL, if so required.

(d) The Acquirer by virtue of his managerial expertise and experience in the related activities is better placed to turn the company profitable.

4. BACKGROUND OF THE ACQUIRER

4.1. INFORMATION ABOUT ACQUIRER

a. **Mr. Suryaraj Kumar**, S/o. Late Brig. Balakrishna Naidu Surya Rao, aged about 50 years is a resident of G-2, Aarudhira, Y-108, 4th Street, Anna Nagar, Chennai-600 040. He completed his Bachelor of Arts (Honours) in Economics from University of Delhi in the year 1977 and Post Graduate Programme in Management from The Indian Institute of Planning and Management, New Delhi in the year 1980.

b. He started his career with Orient Longman Limited as a Management Trainee and worked with them between 1980 and 1984. Subsequently, he worked with Bajaj and Company as a Regional Manager (South India) handling sponsorship sales of Olympic Games on Doordarshan, Selling of Indian Television Programs to International Networks, etc. between 1984 and 1987. Thereafter, he worked with Goldwire Communications Private Limited, Madras between 1988 and 1997 as it Director (Business and Television) handling Administration and Marketing activities of the company ; Shweta International, Chennai between 1997 and 2002 as a Chief Executive Officer handling General Administration and Marketing of Television Programs to international clients ; Mars Entertainment Group between 2002 and 2005 as a Chief Executive handling distribution and marketing of feature films. Thus, he has more than two decades of experience in Marketing and Administration in Media and Entertainment Sector.

c. His Net worth as on 30.07.2005 is Rs. 31.20 Lakhs as certified by Mr. R.P. Madhu, (Membership No: 202264) Chartered Accountant, having Office at W-41, (Old # 124) III Avenue, Anna Nagar, Chennai-600 040, Tel. No. 044-26200656 vide certificate dated 20.08.2005.

4.2. As on date, the Acquirer is Director of the Target Company. The Acquire do not hold any position on the Board of Directors of any other Listed company except RIFL.

4.3. The compliances under Chapter II of SEBI (SAST) Regulations, 1997 are not applicable to the Acquirer since he does not hold any shares of RIFL except those agreed to be acquired in terms of Share Purchase Agreement.

4.4. The Acquirer along with his wife promoted Media One Entertainment Private Limited, a company incorporated under the Companies Act, 1956 on 27.07.2005 with the Objects of Producing/Distributing Films, Movies, Television Serials etc.; Own/Lease/Hire Cinema Theaters, Studios, Laboratories etc. and Carry on other activities relating to Media & Entertainment Sector. The Authorised and Paid up Share Capital of the company is Rs. 1.00 Lakh. Presently, he is the Managing Director of the Company. The Company is yet to commence its business.

5. OPTION IN TERMS OF REGULATION 21

Pursuant to the Agreement and this Offer or otherwise, if the public shareholding in RIFL falls below 60% which is required to be maintained for continuous listing, the Acquirer undertakes to acquire only such number of shares under Share Purchase Agreement so as to maintain the minimum specified public shareholding in the Company.

6. BACKGROUND OF THE TARGET COMPANY-RIFL

6.1. Brief History and Main Areas of Operations:

a. RIFL was incorporated on 03.12.1981 at Mumbai and certificate for Commencement of Business was obtained on 21.12.1981 under the Companies Act, 1956. The name of the Company was not changed since Incorporation/listing of its Shares. The Registered Office of the Company was shifted from the State of Maharashtra to the State of Andhra Pradesh vide Company Law Board, Mumbai Order dated September 17, 2002 and the same was registered by the Registrar of Companies, Andhra Pradesh on 29.10.2002. At present, the Registered Office of the Company is situated at 305, Bluechip Arcade, 3-6-111, Himayatnagar, Hyderabad-500 029. Tel. No: 040-23225660, Fax:040-23222211.

b. The Authorized Share Capital of RIFL is Rs 25.00 Lakhs consisting of 2,50,000 Equity Shares of Rs. 10/- each and Issued, Subscribed and Paid-up Share Capital of RIFL is Rs. 24.00 Lakhs consisting of 2,40,000 Equity Shares of Rs.10/- each. There are no partly paid-up equity shares.

c. RIFL is presently engaged in the business of Investments and Finance. However, no revenue is generated in the company.

d. The Shares of RIFL are listed at Bombay Stock Exchange Limited, Mumbai (BSE). Presently, the Shares of the Company are under 'Z' Category. The equity shares are infrequently traded on the BSE in terms of explanation (i) to Regulation 20(5).

e. The Object Clause of Memorandum of Association of RIFL has been amended through Postal Ballot whose results were declared in the Extraordinary General Meeting held on 24th May 2002 to include interalia Media and Entertainment, Information Technology & its allied activities.

f. The company made a public issue of 1,50,000 Equity Shares of Rs. 10/- each for cash at par in February 1982, through prospectus, to reimburse the preliminary expenses and to obtain working capital for the Company to start its activities.

g. The present promoters acquired 1,40,650 fully paid up equity shares representing 58.60% of the Subscribed & Voting Capital of RIFL at a price of Rs. 11/- per share through a share purchase agreement dated 14.02.2002 for a total consideration of Rs. 15.47 Lakhs. They made an Open Offer to the shareholders of RIFL in April 2002 for acquisition of 48,000 fully paid equity shares representing 20% of Subscribed & Voting Capital in terms of SEBI (SAST) Regulations, 1997. The Open Offer was made at a price of Rs.11/- per share. All the formalities of the Takeover as per the SEBI (SAST) Regulations, 1997 have been complied with.

6.2. Share Capital Structure of RIFL:

Paid-up Equity Shares	No. of Shares/Voting Rights	% Shares/Voting Rights
Fully Paid-up Equity shares	2,40,000/2,40,000	100%/ 100%
Partly Paid-up Equity shares	NIL	NIL
Total paid-up Equity shares	2,40000/2,40,0000	100%/ 100%

6.3. Current Capital Structure of the Company:

Date of Allotment	No and % of Shares issued		Cumulative Paid-Up Capital (Rs.)	Mode of Allotment	Identity of Allottees	Status of Compliance
	No.	%				
On incorporation	70	0.03	700	Cash	Subscribers to Memorandum	Complied
09.06.1982	89,930	37.47	8,99,300	Cash	Promoters & Associates	Complied
09.06.1982	1,50,000	62.50	15,00,000	Cash	Public Issue	Complied
TOTAL	**2,40,000**	**100.00**	**24,00,000**			

6.4. There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc. which are convertible into equity at any later date.

6.5. As per the information available, the Company has been complying with the provisions of the listing agreement entered into with BSE. The equity shares of the company are presently under 'Z' category due to non admission of its shares for Dematerialisation by both the depositories i.e. NSDL & CDSL as the capital base of the company doest not fulfill the admission criteria. There has been no punitive action taken against the company by BSE. The company has paid upto date Listing Fees to BSE and the Company has addressed all investor's complaints as and when received and there is no pending complaint as on date.

6.6. Present Composition of the Board of Directors of RIFL:

As on the date of Public Announcement [August 30, 2005], the Directors representing the Board of RIFL were:

Sl. No.	Name & Designation	Address	Qualification	Experience	Date of Appointment
1.	M. Ventateswara Rao	A-101, Sri Balaji Indraprasth, 1-1-508/1, Gandhi Nagar, Hyderabad-500 008. Tel No.:040-23223824	B. Com, ACA.	Ten years in Entertainment Sector	14.02.2002
2.	B. V. Raja	189, Mamulpet, Bangalore-560 053; Tel No.:080-22872459	B. Com	Eight years in Entertainment Sector	14.08.2003
3.	M. Ramesh Kumar	1-6-40/3, Station Road, Mahaboobnagar, Andhra Pradesh; Tel No.:08542-242289	B. E.	Eight years in Entertainment Sector	14.08.2003
4.	Suryaraj Kumar	G-2, Aarudhira, Y-108, 4th Street, Anna Nagar, Chennai-600 040; Tel No.:044-26268679	B. A. (Hons.), P. G. in Management	More than two decades in Media and Entertainment Sector	20.08.2005

6.7. There was no trading in the shares of RIFL on August 30, 2005 i.e. the date of Public Announcement.

6.8. There has been no merger / de-merger or spin off involving RIFL since the Company's listing.

6.9. The Promoters/Sellers have complied with the applicable provisions of Chapter II of SEBI (SAST) Regulations, 1997. However, there was a delay of 129 Days for the year 2005 in compliance with Regulation 8(3) by the Target Company for which SEBI may initiate appropriate action under SEBI Act. There was a delay in compliance with regulation 6(2) and 6(4) of the SEBI (SAST) Regulations by the Target Company for which SEBI issued a Letter no. CFD/DCR/RC/TO/13060/04 dated September 10, 2004 giving an option to the company to give its consent in writing for the payment of a penalty of Rs. 50,000/- (Rupees Fifty Thousand only). Accordingly, the company has given its consent vide letter dated October 11, 2004 to pay the said penalty.

6.10. Financial Information:

Brief Audited Financial details for the past 3 years are furnished as under:

Profit & Loss Statement

(Rs. in Lakhs)

For the Year ended	31.03.2005 (Audited)	31.03.2004 (Audited)	31.03.2003 (Audited)
Income: Increase/ (Decrease) in Stocks	Nil	(0.90)	(0.06)
Other Income	--	--	--
Total Income	**Nil**	**(0.90)**	**(0.06)**
Total Expenditure	0.61	0.48	2.32
Profit/(Loss) Before Depreciation Interest and Tax	(0.61)	(1.38)	(2.38)
Investments & Deposits Written off	--	--	6.28
Depreciation	Negligible	Negligible	Negligible
Interest	--	--	--
Profit/ (Loss) Before Tax	(0.61)	(1.38)	(8.66)
Provision for Tax	--	--	--
Profit/ (Loss) After Tax	(0.61)	(1.38)	(8.66)

Note: *Loss during the year 2002-03 was high on account of Investments & Deposits Written off to the tune of Rs. 6.28 Lakhs.*

Balance Sheet Statement

(Rs. in Lakhs)

As on	31.03.2005 (Audited)	31.03.2004 (Audited)	31.03.2003 (Audited)
SOURCES OF FUNDS:			
Paid up Share Capital	24.00	24.00	24.00
Profit & Loss Account (Debit Balance)	(23.91)	(23.29)	(21.91)
Net worth	0.09	0.71	2.09
Total	**0.09**	**0.71**	**2.09**
APPLICATION OF FUNDS:			
Net Fixed Assets	Negligible	Negligible	Negligible
Net Current Assets	0.09	0.71	2.09
Total	**0.09**	**0.71**	**2.09**

Other Financial Data

For year ended	31.03.2005 (Audited)	31.03.2004 (Audited)	31.03.2003 (Audited)
Dividend (%)	Nil	Nil	Nil
EPS (Rs.)	Negative	Negative	Negative
Return on Networth	Negative	Negative	Negative
Book Value per share (Rs.)	0.04	0.30	0.87

Note:

EPS = Profit after Tax /No. of equity shares

Networth=Paid up Share Capital + Reserves & Surplus-P & L Account (Debit Balance)

Return on Net Worth = Profit after Tax /Net Worth

Book Value per Share = Net Worth-Total Misc. Exp. Not Written Off / No. of equity shares

6.11. **Pre and Post-Offer Shareholding Pattern of RIFL (Based on Subscribed and Voting Capital as on 10.09.2005)**

Shareholders' Category	Shareholding & Voting Rights prior to the Agreement/ Acquisition and Offer		Shares / Voting Rights agreed to be Acquired which triggered off the Regulations		Shares/ Voting Rights to be Acquired in Open Offer (Assuming full acceptances)		Shareholding / Voting Rights after the Acquisition and Offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
1. Promoter Group								
a) Parties to Agreement	50,184	20.91	(50,184)	(20.91)	Nil	Nil	Nil	Nil
b) Promoters other than (a) above	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total (a+b)	**50,184**	**20.91**	**(50,184)**	**(20.91)**	**Nil**	**Nil**	**Nil**	**Nil**
2. Acquirer Mr. Suryaraj Kumar	Nil	Nil	87,153+	36.31+	48,000	20.00	1,35,153	56.31
3. Parties to Agreement other than (1) (a) & (2)	36,969	15.40	(36,969)	(15.40)	Nil	Nil	Nil	Nil
4. Public (Other than parties to Agreement, Acquirer)								
a. FIs/MFs/FIIs/Banks, SFIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b. Others	1,52,847	63.69	Nil	Nil	(48,000)	(20.00)	1,04,847	43.69
Total (a+b)	**1,52,847**	**63.69**	**Nil**	**Nil**	**(48,000)**	**(20.00)**	**1,04,847**	**43.69**
GRAND TOTAL (1+2+3+4)	**2,40,000**	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**2,40,000**	**100.00**

+ The Shares to be acquired through Agreement will be reduced to such extent so as to maintain over all promoter's shareholding to 40% of the total equity capital of the Company.

6.12. There are 299 Equity Shareholders under Public category.

6.13. **Name and Contact details of the Compliance Officer:**
Mr. M. Venkateswara Rao, 305, Bluechip Arcade, 3-6-111, Himayatnagar, Hyderabad-29.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1. Justification of Offer Price:

1. The shares of RIFL are listed on the Bombay Stock Exchanges Limited, Mumbai (BSE). The shares of the company are not traded on any Stock Exchange under Permitted Category.

2. The annualized trading turnover during the preceding 6 calendar months prior to the month in which the P.A. is made i.e. February 2005 to July 2005 (both Inclusive) at BSE is as under: -

Name of Stock Exchange	Total No. of Shares traded during the 6 calendar months prior to the month in which PA was made.	Total No. of listed Shares	Annualized Trading turnover (in terms of % to total listed shares)
BSE	Nil	2,40,000	Nil

The shares of the company at BSE were last traded in the year 2001.
(Source: BSE Website www.bseindia.com)

3. As per explanation (i) to Regulation 20(5), the shares are deemed to be infrequently traded. Hence, in terms of Regulation 20(5) of the Regulations, the Offer Price is determined taking into account the following factors:

S. No.	Particulars		
a)	Negotiated Price under the Agreement	:	Rs. 12/- per Share
b)	Highest Price paid by the Acquirer for acquisition, including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of PA	:	Not Applicable
c)	Other parameters		Based on Audited Accounts for the year-ended 31.03.05
	Earning per Share (EPS)	:	Negative
	Return on Networth	:	Negative
	Book Value per share	:	Re. 0.04
	Price Earning	:	Infinite

4. The Offer Price of Rs. 12/- per Equity Share of RIFL is therefore justified in terms of Regulation 20(11) of the Regulations.

5. If the Acquirer acquire Shares after the Original PA and upto seven working days prior to closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisitions shall be payable for all acceptances received under this Offer as per Regulation 20(4) of the SEBI (SAST) Regulations, 1997. Any revision in the Offer Price shall be notified by advertisement in the same newspapers in which the original Public Announcement appeared.

6. There is no non-compete agreement.

7.2. Financial Arrangements:

1. Assuming full acceptance, the total Financing Resources required to fulfill the Offer is Rs. 5,76,000/- (Rupees Five Lakhs Seventy Six Thousand only):

2. The Acquirer, in terms of Regulation 28 (2) has created an Escrow Account by way of deposit of cash in **The Lakshmi Vilas Bank Ltd.** and the details are given below.

1.	Name of the Bank	**The Lakshmi Vilas Bank Ltd.**
2.	Address	Bank Street, Koti, Hyderabad-500 195
3.	Amount	Rs. 1,50,000/-
4.	Account Number	**187920**

3. The Manager to the Offer, Ashika Capital Limited has been empowered by the Acquirer to Operate the said Escrow Account solely and accordingly **The Lakshmi Vilas Bank Ltd.** have issued a Letter dated August 26, 2005 in favour of Manager to the Offer confirming the same.

4. In accordance with Regulation 22(11) of the Regulations, the Acquirer have adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of his own sources/Networth and no borrowings from any Bank and/or Financial Institutions is envisaged. Mr. R.P. Madhu, (Membership No: 202264) Chartered Accountant, having Office at W-41, (Old # 124) III Avenue, Anna Nagar, Chennai-600 040, Tel. No. 044-26200656 has certified vide letter dated 25.08.2005 that sufficient resources are available with the Acquirer for fulfilling the obligations under this "Offer" in full.

5. The Manager to the Offer, Ashika Capital Limited confirms that the firm arrangements for the funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

8. TERMS AND CONDITIONS OF THE OFFER

1. The Letter of Offer alongwith Form of Acceptance cum Acknowledgement will be mailed to the shareholders of RIFL [except the Acquirer and the Sellers], whose name appear on the Register of Members of RIFL at the close of business on September 2, 2005 (the "Specified Date").

2. None of the shares of RIFL are under lock-in.

3. Shareholders who wish to tender their shares will be required to send the Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and Transfer Deed(s) duly signed to the Registrar to the Offer or Manager to the Offer, either by hand delivery on weekdays between (10.00 a.m. to 1.00 p.m. and 2.00 p.m. to 4.00 p.m.) or by Registered Post so as to reach on or before the Closure of the Offer, i.e. November 9, 2005, in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

4. All owners of shares, registered or unregistered (who own the shares at any time prior to the closure of the Offer) are eligible to participate in the Offer except Acquirer and the Sellers. Unregistered owners can send their application in writing to the Registrar to the Offer or Manager to the Offer, on a plain paper stating the name, address, number of shares held, number of shares offered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

5. In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer or Manager to the Offer, on a plain paper stating the name, address, number of shares held, distinctive number, folio number and number of shares offered, along with documents as mentioned in point "4" above, so as to reach the Registrar to the Offer or Manager to the Offer on or before the Closure of the Offer, i.e. November 9,2005.

6. The Registrar to the Offer, will hold in trust the Share Certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form/s on behalf of the shareholders of RIFL who have accepted the Offer, till the cheques/ drafts for the consideration and/or the unaccepted shares/share certificates are despatched/returned.

7. Share Certificates, Transfer Forms and other documents in respect of shares not accepted under the Offer, if any, will be returned by registered post at the first/sole shareholders or 'unregistered owners' sole risk.

8. In case the number of shares validly tendered in the Offer by the shareholders of RIFL are more than the shares to be acquired in this Offer [i.e. 48,000 Fully paid-up Equity shares], the acquisition of Shares will from each shareholder will be as per the provision of Regulation 21(6) of the Regulations on a proportionate basis. The rejected applications/ documents will be sent by Registered Post.

9. The payment of acquisition of shares will be made by the Acquirer in Cash through a crossed Demand Draft/Pay Order and the same will be sent by Registered Post, to those shareholders/unregistered owners, whose shares/ share certificates and other documents are found in order and accepted by Acquirer in part or in full, within 15 days from the date of Closure of the Offer i.e. November 23, 2005. The Acquirer undertakes to pay interest pursuant to Regulation 22 (12) to the shareholders for the delay, if any, in payment of consideration.

10. The Offer is subject to receiving necessary approval(s), if any, from Reserve Bank of India (RBI) under Foreign Exchange Management Act, 1999 (FEMA) and subsequent amendments thereto for acquiring equity shares tendered by Non Resident Shareholders, if any.

11. To the best of the knowledge of the Acquirer, no other statutory approvals are required to acquire the shares that are tendered pursuant to the Offer.

12. In case of non-receipt of statutory approvals within time, SEBI has a power to grant extension of time to Acquirer for payment of consideration to the shareholders, who have accepted the Offer, subject to Acquirer agreeing to pay interest as directed by SEBI under Regulation 22(12) of the Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the approvals, Regulation 22(13) of Regulations will become applicable.

13. 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.

14. Attention of the shareholders is invited to the fact that the Letter of Offer along with the form of Acceptance would also be available on the SEBI web site at www.sebi.gov.in and eligible persons may download the Form of Acceptance cum Acknowledgement from the website for participating in the Offer.

15. The form of Acceptance along with Share Certificate (s) and other documents delivered as per the requirements mentioned above, shall become acceptance on your part, but will become a fully valid and binding contract between you and the Acquirer only upon the fulfillment of all the conditions mentioned herein.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

1. The Shareholder(s) of RIFL who qualify and who wish to avail of this Offer are free to offer their shareholding in full or in part. They should send their shares to the Registrars to the Offer as mentioned in the Form of Acceptance at the following address: -

   Venture Capital and Corporate Investments Limited
   6-2-913/914, 3rd Floor,
   Progressive Towers,
   Khairatabad, Hyderabad-500 004.
   Tel: 040-23322264, Fax: 040-23324803

   Acceptances may be sent by Registered Post or by hand so as to reach the Registrars/Manager to the Offer on or before November 9, 2005.

   Shareholders may send their acceptances by hand accordingly:

Working Days	Timings	Mode of Delivery
Monday-Friday	10.00 a.m. to 1.00 p.m. and 2.00p.m. to 4.00 p.m.	Hand Delivery
Saturday	10.00 a.m. up to 2.00 p.m.	Hand Delivery

Delivery made by Registered Post would be received on all working days except Sunday & Public Holidays.

2. Shareholders are advised to ensure that the Form of Acceptance cum Acknowledgement and other relevant documents are complete in all respects; otherwise the same is liable to be rejected.

3. Shareholders should enclose the following:

Registered Shareholders should enclose:

- **Form of Acceptance cum Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear in the share certificates.
- **Original Share Certificate(s)**
- **Valid Share Transfer form(s)** duly signed as Sellers by all the registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with RIFL and duly witnessed at the appropriate place. A blank Share Transfer Form is enclosed along with this Letter of Offer.

Notwithstanding that the signature(s) of the transferor(s) has/have been attested, if the signature(s) of the transferor(s) differs from the Specimen signature(s) recorded with RIFL or are not in the same order, such shares are liable to be rejected under the Open Offer even if the Offer has been accepted by bonafide owner of such shares.

Unregistered Shareholders should enclose:

- **Form of Acceptance cum Acknowledgement** duly completed and signed in accordance with the instructions contained therein, or application on plain paper.
- **Original Share Certificate(s)**
- **Original Broker Contract Note.**
- **Valid Share Transfer form(s)** as received from the market**.**

No indemnity is required from unregistered shareholders. **Unregistered shareholders should not sign the transfer deed.** The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirer as the Acquirer upon verification of the Form of Acceptance and the same being will fill buyer found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

4. The shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent. Such documents may include but are not limited to:
   i. Duly attested death certificate and succession certificate (in case of single shareholders) if the original shareholder is deceased, in case succession certificate has not been obtained, the legal heir may approach the registrar.
   ii. Duly attested power of attorney if any person apart from the shareholder has signed the application form and / or transfer deed(s).
   iii. In case of Companies, the necessary corporate authorization (including Board Resolution) and specimen signatures of authorized signatories.

5. The share certificate(s), share transfer form(s) and the Form of Acceptance along with the relevant documents should be sent to the Registrar to the Offer/Manager to the Offer and not to the Acquirer or RIFL.

6. In case of non-receipt of the Letter of Offer, the eligible persons may send their consent, to the Registrar to the Offer or Manager to the Offer, on a plain paper stating their Name, Address, No. of equity shares held, No. of equity shares offered, Distinctive Nos., Folio No., along with documents as mentioned above, so as to reach the Registrar to the Offer or Manager to the Offer on or before the Closure of the Offer, i.e. November 9, 2005 (Wednesday).

The eligible persons can write to the Manager to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer or Manager to the Offer, on or before the Closure of the Offer i.e. November 9, 2005 (Wednesday).

Unregistered owners should not sign the transfer deed and the transfer deed should be valid for transfer.

Alternatively, the Letter of Offer and Form of Acceptance cum Acknowledgement will be available on SEBI's website www.sebi.gov.in from the date of opening of the Offer. The eligible persons can download the Form of Acceptance cum Acknowledgement from the SEBI's website and apply in the same.

7. The equity shareholders, who are desirous of withdrawing their acceptances tendered in the Offer, can do so upto three working days prior to the date of the Closure of the Offer i.e. on or before November 4, 2005 (Thursday). The withdrawal option can be exercised by submitting the 'Form of Withdrawal' (separately enclosed with Letter of Offer) to the Registrar to the Offer, Venture Capital and Corporate Investments Limited so as to reach them on or before November 4, 2005. 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 details like Name, Address, distinctive numbers, folio nos., number of shares tendered/withdrawn. Shares withdrawn by the shareholders would be returned by the Registered post.

The form of Withdrawal can also be downloaded from SEBI's website www.sebi.gov.in or obtained from the Manager/ Registrar to the Offer.

8. Unaccepted Share Certificate(s), 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. The Registrar to the Offer will hold in trust the Shares / Share Certificates, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of the Target Company who have accepted the Offer, till the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are despatched / returned.

10. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Manager to the Offer, **Ashika Capital Limited**, D. No: 7-1-613/14A, Suite No. 6, 2nd Floor, Nestcon Lakshmisri, Ameerpet, Hyderabad-500 016, on any working day between 10.00a.m to 2.00p.m during the period the Offer is open i.e., from October 21, 2005 to November 9, 2005:

i) Memorandum & Articles of Association of RIFL along with Certificate of Incorporation.
ii) Audited Annual Reports of RIFL for the Financial Years ended 31.03.2003, 31.03.2004 and 31.03.2005.
iii) Copy of Prospectus dated 25th January 1982 and Letter of Offer for earlier Takeover dated 02.04.2002.
iv) Memorandum & Articles of Association of Media One Entertainment Private Limited along with Certificate of Incorporation.
v) Chartered Accountant's Certificate dated 20.08.2005 certifying the Net worth of the Acquirer.
vi) Chartered Accountant's Certificate dated 25.08.2005 certifying the adequacy of financial resources with Acquirer to fulfill the Open Offer obligations.
vii) A Letter from The Lakshmi Vilas Bank Ltd. dated 26.08.2005 for the amount kept in the Escrow Account and empowering solely the Manager to the Offer to operate it.
viii) Copy of the Share Purchase Agreement between Acquirer & Sellers dated August 25, 2005, which triggered off the Offer.
ix) Published copies of the Public Announcement made on August 30, 2005 and August 31, 2005.
x) Copy of the Letter No. CFD/DCR/TO/AT/51301/05 dated October 6, 2005 from SEBI in terms of Provisions of Regulation 18(2).
xi) Letter No. CRD/GEN/2005/650 dated September 08, 2005 received from BSE on continuous listing requirement.
xii) Other relevant documents such as:
   a. Copy of the Memorandum of Understanding between the Acquirer & the Manager to the Offer dated August 25, 2005.
   b. Copy of the Memorandum of Understanding between the Acquirer & Registrar to the Offer dated August 26, 2005.
   c. Copy of undertakings from Target Company.

11. DECLARATION BY THE ACQUIRER

Mr. Suryaraj Kumar accepts full responsibility for the information contained in the Public Announcement made in this regard, Letter of Offer and for ensuring compliance with the Takeover Regulations.

The Manager to the Offer hereby states that the person signing this Letter of Offer is the Acquirer.

Place: Hyderabad — **Sd/-**
Date: October 11, 2005. — **Mr. Suryaraj Kumar**

Attached: Form of Acceptance cum Acknowledgement and Withdrawal

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

Date:

From:

Tel No. Fax No.: E-mail:

To,
Registrar to the Offer
Venture Capital and Corporate Investments Limited
6-2-913/914, 3rd Floor,
Progressive Towers,
Khairatabad, Hyderabad-500 004.
Tel: 040-23322264, Fax: 040-23324803

Dear Sir,

Sub: Open Offer for purchase of 48,000 Fully Paid-up Equity shares of Rs. 10/- each at a price of Rs. 12/- per share of RIFL representing 20.00% of its Subscribed and Voting Capital by Mr. Suryaraj Kumar [Acquirer].

I/We, refer to the Letter of Offer dated October 11, 2005 for acquiring the Equity Share(s) held by me/us in RAJMATA INVESTMENTS AND FINANCE LIMITED.

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

I/We, hereby irrevocably & unconditionally accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our shares as detailed below:

Sl. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers	Number of Shares
Total No. of Shares agreed to be sold				

(Please attach an additional sheet of paper and authenticate the same, if the above space is insufficient)

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

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

I/We confirm that the shares of RAJMATA INVESTMENTS AND FINANCE LIMITED which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

Non resident shareholders should enclose No objection Certificate / Tax Clearance Certificate from the income tax authorities under the Income Tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration otherwise tax will be deducted at the maximum marginal rate as may be applicable to the category of shareholder on the consideration payable by the Acquirer.

I/We authorise the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorise the Acquirer to return to me/us, share certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof.

I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UCP as may be applicable at my/our risk, the Draft/Cheque, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.

I / We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,
Signed and delivered:

FULL NAME (S) OF THE HOLDERS	**ADDRESS OF THE SOLE/FIRST HOLDER**	**SIGNATURE (S)**
First/sole Holder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holding all must sign. A Company must affix the common seal and furnish its corporate authorizations.

Place:__________________ Date:____________________

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

Name of the Bank and Branch: ____
Account Number: __________________ Savings/Current/Others(please specify)_______________
---TEAR HERE ---

ACKNOWLEDGEMENT SLIP

S. No.

VENTURE CAPITAL AND CORPORATE INVESTMENTS LIMITED
6-2-913/914, 3rd Floor, Progressive Towers, Khairatabad, Hyderabad-500 004.
Tel: 040-23322264, Fax: 040-23324803

Received from Mr./Ms/Mrs.:____
Address :____
____

Folio Number______________
Number of Share Certificates Enclosed _____________
Certificate Numbers __________________
Total Number of Shares Enclosed___________

Signature of the Official

Stamp of Registrar/ Manager to the Offer

Date of receipt

Note: All future correspondence, if any, should be addressed to Registrar to the Offer at the address mentioned above.

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

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

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

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to the Offer any time upto three working days prior to the date of closure of Offer i.e. on or before Friday, November 4, 2005. In case you wish to withdraw your acceptance please use this form.	**OFFER SCHEDULE** **Offer Opens on : October 21, 2005 (Friday)** **Last Date of Withdrawal : November 4, 2005 (Friday)** **Offer Closes on : November 9, 2005 (Wednesday)**

Please read the Instructions in Letter of Offer before filling-in this Form of Withdrawal

From: -

Tel No. Fax No.: E-mail:

To: -

Registrar to the Offer

Venture Capital and Corporate Investments Limited

6-2-913/914, 3rd Floor,
Progressive Towers,
Khairatabad, Hyderabad-500 004.
Tel: 040-23322264, Fax: 040-23324803

Dear Sir,

Sub: Open Offer for purchase of 48,000 Fully Paid-up Equity shares of Rs. 10/- each at a price of Rs. 12/- per share of RIFL representing 20.00% of its Subscribed and Voting Capital by Mr. Suryaraj Kumar [Acquirer].

I/We refer to the Letter of Offer dated October 11, 2005 for acquiring the equity shares held by me/us in RAJMATA INVESTMENTS AND 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 _________ 2005 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')

Sl. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers	Number of Equity Shares
Total No. of Shares agreed to be sold				

(In case the space provided is inadequate, please attach a separate sheet with the details)

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.

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

Yours faithfully,
Signed and Delivered:

FULL NAME (S) OF THE HOLDERS	ADDRESS OF THE SOLE/FIRST HOLDER	SIGNATURE (S)
First/sole Holder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holding all must sign. A Company must affix the common seal and furnish its corporate authorizations.

Place:__________________ Date:____________________

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 17.00 hours upto the last date of withdrawal i.e. November 4, 2005 (Friday).
2. Shareholders should enclose the following:-

   Registered Shareholders should enclose:
   - Duly signed and completed Form of Withdrawal.
   - Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
   - In 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
   - The withdrawal of Shares will be available only for the Share certificates that have been received by the Registrar to the Offer/ Manager to the Offer.
   - The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company.
   - The Form of Withdrawal alongwith enclosure should be sent only to the Registrar to the Offer.
   - 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 RIFL. The facility of partial withdrawal is available only on to Registered shareholders.

---TEAR HERE---

ACKNOWLEDGEMENT SLIP

Sr. No. Folio No:

VENTURE CAPITAL AND CORPORATE INVESTMENTS LIMITED

6-2-913/914, 3rd Floor, Progressive Towers, Khairatabad, Hyderabad-500 004.

Tel: 040-23322264, Fax: 040-23324803

Received Form of Withdrawal from Mr./ Ms/ Mrs..: ____

Address:____

____

Folio Number________________

Number of Shares tendered ___________

Number of Shares withdrawn ___________________

Signature of the Official Date of receipt	Stamp of Registrar to the Offer