

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 **Hughes Software Systems Limited**. If you require any clarifications about the action to be taken, you should consult your stock broker or investment consultant or the Manager/ Registrar to the Offer. In case you have sold your shares, please hand over this Letter of Offer, the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the member of the Stock Exchange through whom the said sale was effected.

CASH OFFER AT Rs. 232/- (Rupees two hundred and thirty two only) PER FULLY PAID-UP EQUITY SHARE
[Pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto]

TO ACQUIRE

Up to 6,734,265 fully Paid-up Equity Shares of face value Rs. 5/- each representing 20% of the voting share capital

OF

Hughes Software Systems Limited

Having its registered office at: B-25, 2nd Floor, Nirlac Centre, Qutab Institutional Area, New Delhi – 110016
Tel: (011) 2656 9332 Fax: (011) 2656 3310

BY

The News Corporation Limited

Having its registered office at: 121 King William Street, Adelaide, S.A., Australia 5000
Tel: +61 (8) 8206 2000 Fax: +61 (8) 8206 3630

PERSONS ACTING IN CONCERT

HNS Mauritius Holdings

Having its registered office at: Manor House 1st Floor, Cnr St George / Chazal Streets, Port Louis, Mauritius
Tel: +1 230 207 888 Fax: +1 230 207 8833 / +1 230 207 8899

Hughes Network Systems India Limited

Having its registered office at: B-25, 2nd Floor, Nirlac Centre, Qutab Institutional Area, New Delhi – 110016
Tel: (011) 2656 9332 Fax: (011) 2656 3310

Hughes Electronics Corporation

Having its principal executive office at: 200, North Sepulveda Boulevard, El Segundo, California 90245
Tel: +1 310 364 6000 Fax: +1 310 640 1734

MANAGER TO THE OFFER



DSP Merrill Lynch Limited
10th Floor, Mafatlal Center, Nariman Point
Mumbai 400 021
Tel: (022) 5632 8000
Fax: (022) 2204 8518
Email: hss_openoffer@in.ml.com

Contact Person: Mr. Ritesh Bhartiya

REGISTRAR TO THE OFFER



Karvy Consultants Limited
46, Avenue 4, Street No 1, Banjara Hills
Hyderabad 500 034
Tel: (040) 2331 2454
Fax: (040) 2331 1968
Email: murali@karvy.com

Contact Person: Mr. Murali Krishna

OFFER OPENS ON :
AUGUST 20, 2003

LAST DATE OF CLOSING OF THE OFFER :
SEPTEMBER 18, 2003

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Activity	Latest Date
Public Announcement Date	Monday : July 14, 2003
Last date for a competitive bid	Monday : August 04, 2003
Specified Date (for the purpose of determining the names of Shareholders to whom the Letter of Offer will be posted)	Friday : August 08, 2003
Date by which Letter of Offer to be dispatched to shareholders	Thursday : August 14, 2003
Date of opening of the Offer	Wednesday : August 20, 2003
Last date for revising the Offer Price	Tuesday : September 09, 2003
Last date for withdrawing acceptance from the Offer	Monday : September 15, 2003
Last date of Closing of the Offer	Thursday : September 18, 2003
Date of communicating rejection/ acceptance and payment of consideration for accepted shares	Saturday : October 18, 2003

ATTENTION:

- a) The Offer along with any obligation relating to payment for, and purchase of, the shares tendered is subject to the receipt of the following approvals or no-action certificates in respect of the Global Transaction (defined u/s 3.1 below) from the following statutory bodies and agencies and the Global Transaction not terminating due to the failure to receive any such approvals or no-action certificates from any such statutory bodies and agencies:
- I. The US Department of Justice under the Hart-Scott-Rodino Act.
 - II. The US Federal Communications Commission under Section 310 of the US Communications Act, 1934.
 - III. CADE, the Economic Defense Administrative Council of Brazil, pursuant to Section 54 of Federal Law 8884 of June 11, 1994.
 - IV. ANATEL, the federal telecommunications agency of Brazil, which conducts a joint review with CADE of mergers in the telecommunications section, pursuant to Article 19 of Federal Law 9472 of July 16, 1997.
 - V. The Federal Cartel Office (Bundeskartellamt) of Germany pursuant to the German Law Against Limitation to Competition (Das deutsche Gesetz gegen Wettbewerbsbeschränkungen) (as amended January 1, 1999).
 - VI. The Federal Competition Commission of Mexico, pursuant to the Federal Law on Economic Competition of 1992.
 - VII. The Competition Commission of South Africa, pursuant to the Competition Act No. 89 of 1998.

In addition to the above, the Offer is also subject to the receipt of approval of the Foreign Investment Promotion Board ("FIPB") and of the Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 ("FEMA").

Besides this, as on the date of this Letter of Offer, no other statutory approval is required to acquire the shares tendered pursuant to this Offer. News Corporation and PACs will not proceed with the Offer in the event that any statutory approval or no-action certificate indicated above (including, without limitation, from the FIPB and RBI) is not obtained, or the Global Transaction terminates due to any statutory approval or no-action certificate indicated above not being obtained, in terms of Regulation 27 of SEBI (SAST) Regulations.

- b) News Corporation and PACs have filed applications with the authorities referred to under (I), (II), (III), (IV) and (V) above for approval or a no-action certificate, as applicable. All other requisite applications, notifications and regulatory filings referred to above, are being prepared and are expected to be filed shortly.
- c) In case of delay in receipt of any statutory approval(s), SEBI has a power to grant extension of time to the Acquirer and PACs for payment of consideration to shareholders, subject to the Acquirer and PACs agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of SEBI (SAST) Regulations.
- d) Immediately after the closing of the Global Transaction, the shares of Hughes to be acquired pursuant to the Global Transaction would be transferred to Fox Entertainment Group, Inc. ("FEG") through a series of inter-company transactions among wholly owned subsidiaries of News Corporation. FEG is a company incorporated under the laws of the State of Delaware, USA. News Corporation currently holds an approximately 80% equity interest and an approximately 97% voting interest in FEG. Because News Corporation, NPAL, FEG and the other wholly-owned subsidiaries of News Corporation involved in the above inter-company share transfers, are group companies, as defined under the Monopolies and Restrictive Trade Practices Act, 1969; FEG, NAI and FEGH have applied to the Securities and Exchange Board of India ("SEBI") to seek an exemption from making an open-offer under the SEBI (SAST) Regulations in relation to the above intra-group share transfers.
- e) If there is any upward revision in the Offer Price by Acquirer/PACs prior to or on the last date for revising the offer price viz. September 9, 2003 or withdrawal of the Offer, you would be informed by way of another public announcement in the same newspapers where the original/first public announcement had appeared. HNSM would pay such revised price for all the shares validly tendered any time during the Offer and accepted under the Offer.
- f) Shareholders who have accepted the Offer by tendering the requisite documents, in terms of this Letter of Offer shall have the option to withdraw acceptance tendered by them up to September 15, 2003 i.e. 3 (three) working days prior to the date of Closure of the Offer viz. September 18, 2003.
- g) The Public Announcement and, this Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal would also be available on SEBI's website (www.sebi.gov.in) from the Offer opening date viz. August 20, 2003.
- h) Form of acceptance cum acknowledgement and form of withdrawal are enclosed with this Letter of Offer.

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1. DEFINITIONS

Acquirer /News Corporation	The News Corporation Limited
bn	Billion
CDSL	Central Depository Services Limited
BSE	The Stock Exchange, Mumbai
DP	Depository Participant
DSPML	DSP Merrill Lynch Limited
Eligible Person(s) for the Offer	All owners (registered or unregistered) of Shares of Hughes Software Systems Limited, (except Acquirer/Persons acting in concert) anytime before the Closure of the Offer
FEG	Fox Entertainment Group, Inc.
FEGH	FEG Holdings, Inc.
FEMA	Foreign Exchange Management Act, 1999
Form of Acceptance	Form of Acceptance cum Acknowledgement
GM	General Motors Corporation
HNSI	Hughes Network Systems India Limited
HNSM	HNS Mauritius Holdings
Hughes	Hughes Electronics Corporation
Letter of Offer	Offer Document
Manager/ Manager to the Offer	DSP Merrill Lynch Limited
mm	Million
NAI	News America Incorporated
NPAL	News Publishing Australia Limited
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
Offer	Open-offer for acquisition of 6,734,265 fully Paid-up Equity Shares of face value of Rs.5/- each representing 20% of the voting share capital of Hughes Software Systems Limited at a price of Rs. 232/- per fully paid up equity share
Offer Price	Rs. 232/- (Rupees two hundred and thirty two only) per fully paid up equity share of Rs.5/- each
Person(s) Acting in Concert/PAC	HNS Mauritius Holdings; Hughes Network Systems India Limited and Hughes Electronics Corporation.
Public Announcement/PA	Announcement of the Offer made by Acquirer and the PACs on July 14 , 2003
RBI	Reserve Bank of India
Registrar/ Registrar to Offer	Karvy Consultants Limited
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
Share(s)	Fully paid-up equity shares of face value of Rs.5/= each of Hughes Software Systems Limited
Specified Date	August 08, 2003
Target Company/HSS	Hughes Software Systems Limited

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE 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 SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF TARGET COMPANY TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER/PAC/TARGET COMPANY, WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER/PACS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE-DILIGENCE TO ENSURE THAT ACQUIRER/PACS DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER - DSP MERRILL LYNCH LIMITED HAS SUBMITTED A DUE-DILIGENCE CERTIFICATE DATED JULY 18, 2003 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE ACQUIRER/PACS 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

On April 9, 2003, General Motors Corporation ("GM"), its wholly-owned subsidiary Hughes Electronics Corporation ("Hughes") and News Corporation, announced that GM intends to split-off Hughes to GM's class H common stockholders and simultaneously sell its 19.8% stake in Hughes to News Corporation or its subsidiary. In connection therewith, News Corporation or its subsidiary would acquire an additional 14.2% stake in Hughes from the Hughes stockholders. As a result of these transactions (collectively referred to as the "Global Transaction"), News Corporation, or its subsidiary, would own 34% of the shares of Hughes, certain independent pension trusts would own approximately 20% of the shares of Hughes and the remaining 46% of the shares would be held by the general public. News Corporation has designated its wholly owned subsidiary News Publishing Australia Limited ("NPAL"), a company incorporated under the laws of the State of Delaware, USA, to acquire these shares on its behalf.

Immediately after the closing of the Global Transaction, this 34% stake would be transferred to Fox Entertainment Group, Inc. ("FEG") through a series of inter-company transactions among wholly owned subsidiaries of News Corporation. FEG is a company incorporated under the laws of the State of Delaware, USA. News Corporation currently holds an approximately 80% equity interest and an approximately 97% voting interest in FEG.

Hughes through its wholly-owned subsidiary Hughes Network Systems Inc. ("HNS Inc.") along with a wholly-owned subsidiary of HNS Inc., HNS Mauritius Holdings ("HNSM"), holds 55.44% of the Equity Shares of Hughes Software Systems Limited ("HSS"), the Target Company. As a result of the Global Transaction, News Corporation may be deemed to indirectly acquire control, within the meaning of Regulations 10 & 12 of the SEBI (SAST) Regulations, of 55.44% of the equity shares of HSS. The Global Transaction is subject to various conditions precedent being fulfilled, including receipt of statutory approvals from several governmental agencies as described later in this Letter of Offer. This Offer is being made subject to the fulfillment of those statutory conditions.

3.2 The Offer

The Public Announcement dated July 14, 2003 was made in the following newspapers, in accordance with Regulation 15 of the SEBI (SAST) Regulations:

Publication	Editions
Financial Express	All Editions
Jansatta	All Editions
Lok Mat	Mumbai

(The Public Announcement is also available at the SEBI website: www.sebi.gov.in)

- News Corporation, a company incorporated under the laws of the commonwealth of Australia along with (i) HNSM, a company incorporated under the laws of Mauritius, (ii) HNSI, a company incorporated under the laws of India and (iii) Hughes, a company incorporated under the laws of the State of Delaware, USA, (HNSM, HNSI and Hughes are collectively referred to as "Persons acting in concert"/"PAC") as persons acting in concert within the meaning of Regulation 2(1)(e) of SEBI (SAST) Regulations, are making an offer to the public shareholders of HSS to acquire up to 6,734,265 fully paid-up equity shares of Rs. 5/- each, representing 20% of the Paid-up Equity Share Capital of HSS at a price of Rs. 232/- (Rupees two hundred and thirty two only) per share, payable in cash and subject to the terms and conditions mentioned hereinafter ("Offer").
- No other person (other than PACs) is acting in concert with News Corporation for the purpose of this Offer.
- News Corporation and PACs do not hold any shares in HSS as on the date of the submission of the Public Announcement except 18,666,616 (55.44%) shares (Rs. 5/- each) held by HNSM.
- HNSM will acquire all shares tendered and accepted under the Offer, subject to the terms and conditions set out in this Letter of Offer.
- The Offer is not conditional on any minimum level of acceptance by the shareholders.

3.3 Object and Acquirer's Future Plans for HSS

- The Offer to the shareholders of HSS is made pursuant to the indirect acquisition of the shares and the consequent change in control of HSS and is made in accordance with Regulations 10 and 12 of the SEBI (SAST) Regulations.

- b) News Corporation and PACs do not have any plans to dispose-off or otherwise encumber any assets of HSS in the next 2 (two) years, except in the ordinary course of business of HSS and except to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or otherwise of HSS.
- c) News Corporation and PACs undertake not to sell, dispose-off or otherwise encumber any substantial asset of HSS except with the prior approval of HSS shareholders and in accordance with and subject to the applicable laws, permissions and consents, if any.

4. BACKGROUND OF THE ACQUIRER AND PACS

4.1 The News Corporation Limited (Acquirer)

- a) News Corporation is a company incorporated under the laws of the commonwealth of Australia with its principal executive office located at 2 Holt Street, Surry Hills, New South Wales, Australia 2010 and its registered office at 121 King Street, Adelaide, S.A., Australia 5000.
- b) Approximately 30% of the ordinary shares of News Corporation, the sole outstanding class of voting securities, are owned by (i) K. Rupert Murdoch, (ii) Cruden Investments Pty. Limited, a private Australian investment company owned by Mr. Murdoch, members of his family and various corporations and trusts, the beneficiaries of which include Mr. Murdoch, members of his family and certain charities, and (iii) corporations, which are controlled by trustees of settlements and trusts set up for the benefit of the Murdoch family, certain charities and other persons.
- c) News Corporation is a diversified international media and entertainment company with operations in a number of industry segments, including filmed entertainment, television, cable network programming, magazines and inserts, newspapers and book publishing. The activities of News Corporation are conducted principally in the United States, the United Kingdom, Italy, Asia, Australia and the Pacific Basin.
- d) News Corporation has the following companies promoted in India: (Rs. mm)

Name of Company	% Equity Holding	Equity Capital	PAT	Reserves ⁽²⁾ Income	Total Value	Net Asset Incorporation	Date of Ended	Latest Year
Live Wire Programme Trading Co.Pvt.Ltd.	100%	398	(17)	673	334	1,071	Sep 05, 1995	March 31, 2002
Precision Components Pvt.Ltd.	100%	-	(12)	(35)	1	(35)	Sep 29, 1959	March 31, 2002
Indya.com Portal Pvt.Ltd.	99%	90	(228)	1,497	185	1,587	Feb 29, 2000	March 31, 2002
Star India Pvt.Ltd.	100%	560	47	278	4,765	838	Feb 08, 1994	March 31, 2002
Touche Tele Content (India) Pvt.Ltd. ⁽¹⁾	100%	-	-	-	-	-	Feb 07, 2003	March 31, 2003
Digiware Infrastructure & Services India Pvt.Ltd	50%	32	4	(12)	35	262	Sep 22, 2000	March 31, 2002
Vijay Television Pvt.Ltd.	51%	391	(269)	(529)	202	(138)	May 30, 1996	March 31, 2002

(1) The company was incorporated in 2003 and hence the financials have not been provided

(2) The reserve excludes revaluation reserves.

- e) Since News Corporation does not hold any shares in HSS, the reporting requirements under Chapter II of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 are not applicable.
- f) News Corporation has not received any directions from SEBI u/s 11B of the SEBI Act, prohibiting them from dealing in securities or under any of the regulations made under the SEBI Act.
- g) The Board of Directors of News Corporation as on the date of Public Announcement was as under:

Name of the Director	Designation	Residential / Mailing Address
K R Murdoch AC	MD, CEO, Chairman & Member of the Nominating and Share Option Committees	The News Corporation Limited C/o 1211 Avenue of the Americas New York, NY 10036
G C Bible	Non-Executive Director	C/o Wagga Enterprises One East Putnam Avenue Greenwich, CT 06830
C Carey	Non-Executive Director	The News Corporation Limited C/o 1211 Avenue of the Americas New York, NY 10036
P Chernin	Executive Director, President & COO	The News Corporation Limited C/o 10201 West Pico Blvd. Los Angeles, CA 90035
K E Cowley AO	Non-Executive Director	C/o R.M. Williams Holdings Ltd. Quay Apartments (Suite 1, 17th Floor) 2 Phillip Street, Sydney, 2000, Australia
D F De Voe	Director, CFO & Finance Director	The News Corporation Limited C/o 1211 Avenue of the Americas New York, NY 10036
R Eddington	Non-Executive Director	C/o British Airways plc Waterside, P.O. Box 365 Harmondsworth UB7 OGB Middlesex, United Kingdom

Name of the Director	Designation	Residential / Mailing Address
J A M Erkko KBE	Non-Executive Director & Member of Audit & Compensation Committees	C/o Sanoma WSOY POB 144, FIN-00101 Helsinki, Finland
A S B Knight	Non-Executive Director & Member of Audit & Compensation Committees	C/o Compton Scorpion Manor Shipston on Stour , Warwickshire, CV36 4PJ, England
G J Kraehe	Non-Executive Director	C/o BHP Steel Limited Level 11, 120 Collins Street Melbourne, VIC 3000, Australia
J R Murdoch	Director	C/o Star Group Limited 8 th Floor, One Harbourfront 18 Tak Fung Street, Hunghom, Kowloon, HONG KONG
L K Murdoch	Executive Director & Deputy COO	The News Corporation Limited C/o 1211 Avenue of the Americas New York, NY 10036
T J Perkins	Non-Executive Director & Member of Audit Committee	C/o Kleiner Perkins Caufield & Byers 4 Embarcadero Center, Suite 3620 San Francisco, CA 94111
S S Shuman	Non-Executive Director & Member of Audit & Compensation Committees	C/o Allen & Company Incorporated 711 Fifth Avenue, New York, NY 10022
A M Siskind	Director, Group General Counsel & Senior Executive Vice President	The News Corporation Limited C/o 1211 Avenue of the Americas New York, NY 10036

h) None of the directors of News Corporation are on the Board of HSS.

i) The key financials of News Corporation: *(on Consolidated basis)*

Profit & Loss Statement 12 Months	June'00 (Audited)		June'01 (Audited)		June'02 (Audited)	
	Aus \$ mm	Rs. lacs	Aus \$ mm	Rs. lacs	Aus \$ mm	Rs. lacs
Sales Revenues	22,443	68,38,382.1	25,578	77,93,616.6	29,014	88,40,565.8
Operating Expenses	(19,701)	(60,02,894.7)	(22,485)	(68,51,179.5)	(25,472)	(77,61,318.4)
Operating Income	2,742	8,35,487.4	3,093	9,25,983.3	3,542	10,79,247.4
Net Profits/(Losses) from Associated entities	(298)	(90,800.6)	(249)	(75,870.3)	(1,434)	(4,36,939.8)
Borrowings Costs	(1,169)	(3,56,194.3)	(1,268)	(3,86,359.6)	(1,291)	(3,93,367.7)
Interest/Investment Income	355	1,08,168.5	333	1,01,465.1	291	88,667.7
Net Borrowings Costs	(814)	(2,48,025.8)	(935)	(2,84,894.5)	(1,000)	(3,04,700.0)
Dividend on Exch.Pref. Shares	(79)	(24,071.3)	(90)	(27,423.0)	(93)	(28,337.1)
Other Revenues Before Tax	4,147	12,63,590.9	3,335	10,16,174.5	5,627	17,03,292.9
Other Expenses Before Tax	(2,961)	(9,02,216.7)	(4,609)	(14,04,362.3)	(17,601)	(53,63,024.7)
Change in Accounting Policy Before tax	-	-	(1,107)	3,37,302.9	-	-
Profits/(Loss) from ordinary activities Before Tax	2,737	8,33,963.9	(562)	(1,71,241.4)	(10,959)	(33,39,207.3)
Income Tax Benefits/(Expense)	(679)	(2,06,891.3)	12	3,656.4	(655)	(1,99,578.5)
Net Profits/(Loss) from ordinary activities After Tax	2,058	6,27,072.6	(550)	(1,67,585.0)	(11,614)	(35,38,785.8)
Net Profits attributable to Outside Shareholders	(137)	(41,743.9)	(196)	(59,721.2)	(348)	(1,06,035.6)
Net Profits/(Losses)*	1,921	5,85,328.7	(746)	(2,27,306.2)	(11,962)	(36,44,821.4)

* Attributable to the members of the parent entity

Balance Sheet Statement	June'00		June'01		June'02	
	Aus \$ mm	Rs. lacs	Aus \$ mm	Rs. lacs	Aus \$ mm	Rs. lacs
Sources of Funds						
Contributed Equity	11,369	34,64,134.3	20,735	63,17,954.5	28,239	86,04,423.3
Reserves & Retained Profits	18,510	56,39,997.0	21,805	66,43,983.5	6,352	19,35,454.4
Outside Equity Interest	2,781	8,47,370.7	5,055	15,40,258.5	4,877	14,86,021.9
Total Shareholders Equity	32,660	99,51,502.0	47,595	1,45,02,196.5	39,468	1,20,25,899.6
Non-current Liabilities incl.						
Exchangeable pref. Securities	23,917	72,87,509.9	27,590	84,06,673.0	20,968	63,88,949.6
Total	56,577	1,72,39,011.9	75,185	2,29,08,869.5	60,436	1,84,14,849.2

	June'00		June'01		June'02	
	Aus \$ mm	Rs. lacs	Aus \$ mm	Rs. lacs	Aus \$ mm	Rs. lacs
<i>Uses Of Funds</i>						
Non-current assets	52,458	1,59,83,952.6	68,788	2,09,59,703.6	56,794	1,73,05,131.8
Current Assets	13,127	39,99,796.9	16,173	49,27,913.1	14,647	44,62,940.9
Less: Current Liabilities	9,008	27,44,737.6	9,776	29,78,747.2	11,005	33,53,223.5
Net Current Assets	4,119	12,55,059.3	6,397	19,49,165.9	3,642	11,09,717.4
Total	56,577	1,72,39,011.9	75,185	2,29,08,869.5	60,436	1,84,14,849.2

Excluding Revaluation Reserve

* Expenses not written-off

Other Financial Data	June'00		June'01		June'02	
	Aus \$	Rs.	Aus \$	Rs.	Aus \$	Rs.
Dividend (%)	NA	NA	NA	NA	NA	NA
Earning per Share	0.47	14.32	(0.19)	(5.79)	(2.43)	(74.04)
Return on Net-Worth*	5.88%	5.88%	NA	NA	NA	NA
Book Value per Share	7.70	234.62	9.91	301.96	7.35	223.95

*Return on Net Worth = PAT / Total Shareholders Equity

Financial for 9 months ending March 31, 2003 (Source: 6K filing)	Aus \$ mm	Rs. lacs
Sales Revenues	22,783	69,41,980.1
Operating Expenses	(19,313)	(58,84,671.1)
Operating Income	3,470	10,57,309.0
Net Profits/(Losses) from associated entities	(427)	(1,30,106.9)
Borrowings Costs	(769)	(2,34,314.3)
Interest Income	149	45,400.3
Net Borrowings Costs	(620)	(1,88,914.0)
Dividends on Exch.Pref Shares	(67)	(20,414.9)
Other Items Before Income Tax (Net)	(101)	(30,774.7)
Profits/(Losses) from ordinary activities before Income Tax	2,255	6,87,098.5
Income Tax Expense	(727)	(2,21,516.9)
Net Profits/(Losses) from ordinary activities after tax	1,528	4,65,581.6
Net Profits/(Losses) attributable to outside equity Interests	(332)	(1,01,160.4)
Net Profits/(Losses) attributable to Parent Entity	1,196	3,64,421.2

(Source: Audited Annual Reports for FY 2002, 2001 and 2000.) [1 Aus \$ = Rs.30.47, Source: Bloomberg, July 15, 2003]

4.2 HNS MAURITIUS HOLDINGS (HNSM/PAC)

- HNSM was incorporated in 1999 as a private company limited by shares under the Mauritius Off-shore Business Activities Act, with its registered office at Manor House 1st Floor, Cnr St George / Chazal Streets, Port Louis, Mauritius.
- HNSM is engaged in managing equity investments relating to and invests in the South East Asian Region. HNSM engages in several functions relating to the acquisition and management of its investments including performance of legal services, investment registrations, acquisition and arrangement of financing and funding, and performance of accounting activities.
- HNSM has the following companies promoted in India:

Name of Company	% Equity Holding	Equity Capital [@]	PAT [@]	Reserves ^{#@}	Total Income [@]	Net Asset Value [@]	Date of Incorporation	Latest Year Ended
Hughes Escorts Communications Limited	49.00%	1,500.0	563.7	2,693.2	11,721.1	7,361.1	Mar 17, 92	Mar 31, 02.
Hughes Software Systems Limited	55.44%	1,680.0	3,790.0	26,120.0	22,930.0	26,495.2	Dec 30, 91	Mar 31, 03.
Escorts Motors Limited	49.00%	500.0	NIL*	7,017.2	NIL*	7,514.9	Jul 06, 94	Mar 31, 02.

Excluding Revaluation Reserves

@ All figures in Rupees Lacs

* The Company has not commenced business

- HNSM is an unlisted company with a share capital, which is owned 54.01% by HNS India Inc. and 45.99% by HNS India VSAT Inc.

- e) HNSM holds 18,666,616 (55.44%) shares of Rs. 5/- each in HSS.
- f) The reporting requirements under Chapter II of SEBI (SAST) Regulations have been complied for the year 2000 with a delay of 3 years & 87 days, for the year 2001 with a delay of 2 yrs 115 days, 2002 with a delay of 1 year 115 days and 2003 with a delay of 115 days. The reason that shareholding on the specified dates were not intimated is that there has been no change in HNSM's shareholding in HSS. SEBI has informed vide letter no: CRD/TO/HB/15146/03 dated: August 11, 2003, that they will be initiating appropriate action against HNSM for non compliance with disclosure requirements specified in Chapter II of the SEBI (SAST) Regulations. HNSM reserves its right to contest the same at an appropriate point in the proceedings.
- g) HNSM has not received any directions from SEBI u/s 11B of the SEBI Act, prohibiting them from dealing in securities or under any of the regulations made under the SEBI Act.
- h) The Board of Directors of HNSM as on the date of Public Announcement was as under:

Name of the Director	Designation	Residential / Mailing Address
Pradman Kaul	Director	11717 Exploration Lane, Germantown, Maryland 20876, USA
Stephan P Carrier	Director	11717 Exploration Lane, Germantown, Maryland 20876, USA
Thomas J McElroy	Director	11717 Exploration Lane, Germantown, Maryland 20876, USA
Vinod Shukla	Director	11717 Exploration Lane Germantown, Maryland 20876, USA
Sushil Kumar Jogoo	Director	KPMG Center P.O. Box 1130, 30 St. George Street, Port Louis, Mauritius
Lalita Anundee	Director	KPMG Center, P.O. Box 1130, 30 St. George, Street Port Louis, Mauritius

- i) The following directors of HNSM are also the directors on the board of HSS:

Name of the Director	Designation	Date of Appointment
Pradman Kaul	Director	December 30, 1991

- j) Mr. Pradman Kaul has not participated in any manner concerning or relating to this open-offer in his capacity as director on the board of HSS, including any preparatory steps leading to the open-offer.

- k) The key financials of HNSM:

Profit & Loss Statement 12 Months	Dec'00 (Audited)		Dec'01 (Audited)		Dec'02 (Audited)		June 30, 2003 (Unaudited)	
	US \$	Rs. lacs	US \$	Rs. lacs	US \$	Rs. lacs	US \$	Rs. lacs
	Revenues	1,690,587	779.70	886,564	408.88	770,659	355.43	11,502
Expenses	(125,711)	(57.98)	(6,684)	(3.08)	(6,277)	(2.89)	(3,480)	(1.60)
Profits before Taxes	1,564,876	721.72	879,880	405.80	764,382	352.53	8,022	3.70
Taxation	(4,466)	(2.06)	(11,556)	(5.32)	-	-	-	-
PAT	1,560,410	719.66	868,324	400.47	764,382	352.53	8,022	3.70

Balance Sheet Statement Sources of Funds	Dec'00		Dec'01		Dec'02		June 30, 2003	
	US \$	Rs. lacs	US \$	Rs. lacs	US \$	Rs. lacs	US \$	Rs. lacs
Share capital	12,470	5.75	12,470	5.75	12,470	5.75	12,470	5.75
Share applications money	31,387,160	14,475.76	31,387,160	14,475.76	31,387,160	14,475.76	3,13,87,160	14,475.76
Share premium	8,966,567	4135.38	8,966,567	4135.38	8,966,567	4135.38	89,66,567	4,135.38
Reserves	1,560,771	719.83	4,761,484	2,196.00	4,912,610	2,265.70	56,89,353	2,262.54
Loan from Holding Company	26,092	12.03	26,092	12.03	26,092	12.03	26,092	12.03
Total Capital & Reserves	41,953,060	19,348.75	45,153,773	18,980.12	45,304,899	20,894.61	4,60,78,642	21,251.47
Other payables	6,066	2.79	15,678	7.23	4,221	1.95	5,221	2.41
Total	41,959,126	19,351.55	45,169,451	20,832.15	45,309,120	20,896.56	4,60,83,863	21,253.88
Uses of Funds								
Investments	38,956,090	17,966.55	41,288,479	19,042.25	40,675,223	18,759.41	4,14,40,944	19,112.56
Other receivables	1,530	0.71	718	0.33	-	-	1,850	0.85
Cash & Equivalents	3,001,506	1,384.29	3,880,254	1,789.57	4,633,897	2,137.15	46,41,069	2,140.46
Total	41,959,126	19,351.55	45,169,451	20,832.15	45,309,120	20,896.56	4,60,83,863	21,253.88

Excluding Revaluation Reserve

* Expenses not written-off

Other Financial Data	Dec'00		Dec'01		Dec'02		June 30, 2003	
	US \$	Rs.	US \$	Rs.	US \$	Rs.	US \$	Rs.
Dividend (%)	-	-	-	-	-	-	-	-
Earning per Share	125.13	5,771.00	69.63	3,211.34	61.30	2,827.16	0.64	29.52
Return on Net-Worth	3.7%	3.7%	1.9%	1.9%	1.7%	1.7%	-	-
Book Value per Share	3,364.32	155,162.40	3,620.99	167,000.16	3,633.11	167,559.10	3,695.16	1,70,420.76

* Earning Per share = PAT / No. of shares

Return on Net-worth = PAT / Networth

Book Value per Share = Net Worth / No. Of Shares

Source: Audited Annual Reports for FY 2002, 2001 and 2000.) [1US\$ = Rs.46.12, Source: www.rbi.org.in, July 15, 2003]

4.3 Hughes Network Systems India Limited (HNSI/PAC)

- HNSI is a public limited company incorporated in India. Its registered office is at B-25, 2nd Floor, Nirlac Centre, Qutab Institutional Area, New Delhi – 110016.
- HNSI is a leading supplier of satellite networks & user terminals and terrestrial broadband wireless products. HNSI provides technical, management and regulatory support to all Hughes entities in India and assists in forming strategic alliances with Indian concerns.
- HNSI is an unlisted company and a subsidiary of Hughes.
- Since HNSI does not hold any shares in HSS, the reporting requirements under Chapter II of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 are not applicable.
- HNSI has not received any directions from SEBI u/s 11B of the SEBI Act, prohibiting it from dealing in securities or under any of the regulations made under the SEBI Act.
- The Board of Directors of HNSI as on July 14, 2003 was as under:

Name of the Director	Designation	Residential / Mailing Address
Mr. Arun Kumar	Chairman	A-11, Geetanjali Enclave, New Delhi.
Mr. Anil Sharma	Director	11717 Exploration Lane, Germantown, MD 20876, USA
Mr. Pranav Roach	President	W-22 G.K.II, New Delhi.
Mr. Alok Goyal	AV President & CFO/ Alternate director to Mr. Anil Sharma	E-9/10, DLF City I, Gurgaon.

- The following directors of HNSI are also directors on the board of HSS:

Name of the Director	Designation	Date of Appointment
Mr. Anil Sharma	Director	September 10, 1998
Mr. Arun Kumar	Chairman	September 10, 1998

- Mr. Anil Sharma & Mr. Arun Kumar have not participated in any manner concerning or relating to this open-offer in their capacity as directors on the board of HSS, including any preparatory steps leading to the open-offer

- The key financials of HNSI:

(Rs. lacs)

Profit & Loss Statement 12 Months	March'00 (Audited)	March'01 (Audited)	March'02 (Audited)
Income From Operations	2,292	5,378	4061
Other Income	28	1,939	1064
Total Income	2,319	7,317	5125
Total Expenses	(2,418)	(4,112)	(4,339)
PBDIT	(98)	3,205	786
Depreciation	(20)	(24)	(43)
Interest	(318)	(1,314)	(67)
PBT	(436)	1,867	676
Tax	(142)	(435)	(297)
PAT	(578)	1432	379

(Rs. lacs)

Balance Sheet Statement	March'00	March'01	March'02
Sources of Funds			
Paid-up Share Capital	235	235	235
Reserves & Surplus#	137	1,569	1,948
Net-Worth	372	1,804	2,183
Secured Loans	3,186	03	389
Unsecured Loans	-	-	-
Total	3,558	1,807	2,572
Uses of Funds			
Net Fixed Assets	61	154	95
Investments	-	-	-
Net Current Assets	3,498	1,653	2,477
Total Misc. Expenses (not written-off)	-	-	-
Total	3,558	1,807	2,572

Excluding Revaluation Reserve

Other Financial Data	March'00	March'01	March'02
Dividend (%)	-	-	-
Earning per Share (Rs.)	NA	61.00	16.13
Return on Net-Worth (%)	NA	79.4%	173.6%
Book Value per Share (Rs.)	15.9	76.9	93.0

(Rs. lacs)

Financial Period Ending (12 Months)	March '03
Net Sales / Income from Operations	7,002
Other Income	22
Total Income	7,024
Total Expenditure	(6,208)
PBDIT	816
Interest	(134)
Depreciation	(42)
Extra Ordinary Items	-
Profit before Tax	640
Tax provision	(245)
PAT	395

Note: The numbers as on March 31, 2003 are preliminary figures and are subject to change based on audit of financials which is currently in process.

4.4 Hughes Electronics Corporation (Hughes/PAC)

- Hughes is a company incorporated under the laws of the State of Delaware, USA with its principal place of business at 200 North Sepulveda Boulevard, El Segundo, California 90245.
- Hughes is a world-leading provider of digital television entertainment, broadband satellite networks and services, and global video and data broadcasting. Hughes provides advanced communications services on a global basis and has developed a wide range of entertainment, information and communications services for home and business use, including video, data, voice, multimedia and Internet services.
- Hughes is an unlisted company and a wholly owned subsidiary of GM, which acquired it in 1985.
- Hughes has the following companies promoted in India:

Name of Company	% Equity Holding	Equity Capital@	PAT@	Reserves#	Total Income@	Net Asset Value@	Date of Incorporation	Latest Year Ended
Hughes Network Systems India Limited	100.00%	234.8	378.6	1,947.9	5,125.3	2,571.6	Mar 11, 97	Mar 31, 02.
Hughes Escorts Communications Limited	49.00%	1,500.0	563.7	2,693.2	11,721.1	7,361.1	Mar 17, 92	Mar 31, 02.
Hughes Software Systems Limited	55.44%	1,680.0	3,790.0	26,120.0	22,930.0	26,495.2	Dec 30, 91	Mar 31, 03.
Escorts Motors Limited	49.00%	500.0	NIL*	7,017.2	NIL*	7,514.9	Jul 06, 94	Mar 31, 02.
Goldman Agents Private Limited	49.00%	12,262.3	(0.91)	0.00	NIL	12,222.1	Aug 01, 96	Mar 31, 02.

Excluding Revaluation Reserves

@ All figures in Rupees lacs

* The Company has not commenced business

- e) Since Hughes does not hold any shares in HSS, the reporting requirements under Chapter II of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 are not applicable.
- f) Hughes has not received any directions from SEBI u/s 11B of the SEBI Act, prohibiting them from dealing in securities or under any of the regulations made under the SEBI Act.
- g) The Board of Directors of Hughes as on the date of Public Announcement was as under:

Name of the Director	Designation	Residential / Mailing Address
James M Cornelius	Director	Guidant Corporation, Chairman of the Board 111 Monument Circle, Suite 3570, Indianapolis IN 46204-5129
John M Devine	Director	General Motors Corporation, Vice Chairman & Chief Financial Officer Mail Code 482-C39-B30, 300 Renaissance Centre, P.O.Box: 300, Detroit, MI 48265-3000
Peter A Lund	Director	EoS International Inc. Chairman 888 7 th Avenue, 13 th Floor, New York, NY 10106
Harry J Pearce	Chairman of the Board of Directors	Hughes Electronics Corporation, Columbia Centre, 101 West Beaver Road, Suite 625, Troy, MI 48084
Eckhard Pfeiffer	Director	Intershop Communications AG (Chairman of the Board) 7 Saddlebrook Lane, Houston, TX 77024
Jack A Shaw	Director, President and Chief Executive Officer	Hughes Electronics Corporation P.O.Box: 956, 200 North Sepulveda Boulevard M/S A100, El Segundo, CA 90245
Alfred C Sikes	Director	Hearst Interactive Media, (Retired President) 959 Eighth Avenue, Rm.257, New York, NY 10019
Berne D L Strom	Director	Ensequence, (Executive Chairman) 111 SW 5 th Avenue, Suite 2200, Portland, OR 97204
G Richard Wagoner, Jr.	Director	General Motors Corporation President & Chief Executive Officer Mail Code 482-C39-B10, 300 Renaissance Centre, P.O.Box: 300, Detroit, MI 48265-3000

- h) The following directors are also on the board of HSS:

Name of the Director	Designation	Date of Appointment
Jack A. Shaw	Director	January 03, 1992

- i) Mr. Jack A. Shaw has not participated in any manner concerning or relating to this open-offer in his capacity as director on the board of HSS, including any preparatory steps leading to the open-offer

- j) The key financials of Hughes:

Profit & Loss Statement 12 Months	Dec'00 (Audited)		Dec'01 (Audited)		Dec'02 (Audited)	
	(US\$ mm)	(Rs. lacs)	(US\$ mm)	(Rs. lacs)	(US\$ mm)	(Rs. lacs)
Income From Operations	7,287.6	33,61,041.12	8,264.0	38,11,356.8	8,934.9	41,20,775.88
Other Income(Incl.Interest)	(243.3)	(1,12,209.96)	(36.0)	(16,603.20)	450.0	2,07,540.00
Total Income	7,044.3	32,48,831.16	8,228.0	37,94,753.60	9,384.9	43,28,315.88
Total Exp.(Excl.Int.Expense & Taxes)	(6,693.6)	(30,87,088.32)	(7874.1)	(36,31,534.92)	(8,269.9)	(38,14,077.88)
PBDIT	350.7	1,61,742.84	353.9	1,63,218.68	1,118.0	5,15,621.60
Depreciation & Amortization	(948.1)	(4,37,263.72)	(1,147.7)	(5,29,319.24)	(1,067.1)	(4,92,146.52)
Interest	(218.2)	(1,00,633.84)	(195.9)	(90,349.08)	(336.2)	(1,55,055.44)
PBT	(815.6)	(3,76,154.72)	(989.7)	(4,56,449.64)	(285.3)	(1,31,580.36)
Minority Interest, Discontinued Operations	1,222.5	5,63,817.00	49.9	23,013.88	(21.6)	(9,961.92)
Cum.Accounting Changes	-	-	(7.4)	(3,412.88)	(681.3)	(3,14,215.56)
Tax Benefits/(Expense)	406.1	1,87,293.32	325.6	1,50,166.72	94.4	43,537.28
PAT	813.0	3,74,955.60	(621.6)	(2,86,681.92)	(893.8)	(4,12,220.56)

Balance Sheet Statement Sources of Funds	Dec'00		Dec'01		Dec'02	
	(US\$ mm)	(Rs. lacs)	(US\$ mm)	(Rs. lacs)	(US\$ mm)	(Rs. lacs)
Paid-up Share Capital	11,469.5	52,89,733.40	11,059.6	51,00,687.52	11,065.9	51,03,593.08
Retained Earnings/(Deficit), Other Comprehensive Inc.	856.6	3,95,063.92	12.3	5,672.76	(1,088.8)	(5,02,154.56)
Net-Worth	12,326.1	56,84,797.32	11,071.9	51,06,360.28	9,977.1	46,01,438.52
Long-term Debt	1,292.0	5,95,870.40	988.8	4,56,034.56	2,390.0	11,02,268.00
Other non-current Liabilities	2,970.3	13,69,902.36	2,742.9	12,65,025.48	2,314.9	10,67,631.88
Total	16,588.4	76,50,570.08	14,803.6	68,27,420.32	14,682.0	67,71,338.40
Uses of Funds						
Net Fixed Assets	13,310.2	61,38,664.24	14,388.2	66,35,837.84	13,521.8	62,36,254.16
Investments, Others	1,815.4	8,37,262.48	1,480.8	6,82,944.96	706.9	3,26,022.28
Net Current Assets	1,462.8	6,74,643.36	(1,065.4)	(4,91,362.48)	453.3	2,09,061.96
Total	16,588.4	76,50,570.08	14,803.6	68,27,420.32	14,682.0	67,71,338.40

Excluding Revaluation Reserve

Other Financial Data	Dec'00	Dec'01	Dec'02
Dividend (%)	NA	NA	NA
Earning per Share	NA	NA	NA
Return on Net-Worth	NA	NA	NA
Book Value per Share	NA	NA	NA

Financial for 3 months ending March 31, 2003 (Unaudited)	US \$ mm	Rs. lacs
Net Sales / Income from Operations	2,227.3	10,27,230.76
Other Income (includes reorganization expense of \$ 6.9mm)	(28.8)	(13,282.56)
Total Income	2,198.5	10,13,948.20
Total Expenditure	(1,922.3)	(8,86,564.76)
PBDIT	276.2	1,27,383.44
Interest	(80.5)	(37,126.60)
Depreciation	(263.1)	(1,21,341.72)
Extra Ordinary Items	-	-
Profit before Tax	(67.4)	(31,084.88)
Tax benefits/(Expense)	24.2	11,161.04
Minority Interest, Discontinued Operations	(7.7)	3,551.24
Cumulative effect of accounting change	-	-
PAT	(50.9)	(23,475.08)

(Source: Audited Annual Reports for FY 2002, 2001 and 2000.)(1US\$ = Rs.46.12, Source: www.rbi.org.in, July 15, 2003)

5. BACKGROUND OF HUGHES SOFTWARE SYSTEMS LIMITED ("TARGET COMPANY")

- HSS was incorporated on December 30, 1991 as a private limited company and subsequently became a deemed public limited company on April 1, 1996 and was changed to public limited company on July 1, 1999. Its registered office is at B-25, 2nd Floor, Nirlac Centre, Qutab Institutional Area, New Delhi – 110016.
- HSS is engaged in the business of development of packaged software, providing software consulting services, and other ancillary products and services primarily for the use in the telecommunications industry. HSS also provides business process outsourcing services, primarily in the area of on-line customer care.
- The shares of HSS are listed on BSE, NSE and DSE. The closing price of the shares of HSS on BSE and NSE as on July 14, 2003 was Rs. 252.3 and Rs. 252.55 respectively. (Source: Bloomberg)
- Share Capital Structure of HSS is as under:

	No. of Shares	% of Shares
Fully Paid-up Equity Shares	33,671,324	100%
Partly paid-up Equity Shares	NIL	NIL
Total Paid-up Equity Shares	33,671,324	100%
Total Voting Rights	33,671,324	100%

- There are neither any partly paid-up equity shares nor outstanding convertible instruments as on date of the Public Announcement, i.e., July 14, 2003, except for 15,99,077 options issued to the employees under the company's employees stock offer plan as on June 30, 2003.

- f) HSS has complied with applicable provisions of Chapter II of SEBI (SAST) Regulations within the specified time except for the delay of 204 days in filing the application for the year 1999-2000, 173 days delay in filing the application for the year 1999-2000 based on the record date and 44 days delay in filing the return for the year 2001-02
- g) HSS is in compliance with the listing agreement and no punitive action has been initiated against the Company by the stock exchanges where its shares are listed.
- h) HSS has not received any directions from SEBI u/s 11B of the SEBI Act, prohibiting them from dealing in securities or under any of the regulations made under the SEBI Act.
- i) The company was not involved in any merger/de-merger/spin-off in the last 3 years except, on July 8, 2003 HSS signed a definitive share purchase agreement with shareholders of Tenet Technologies Private Limited ("Tenet"). HSS will acquire 100% stake in Tenet in an all cash deal worth approx. Rs.180mm, subject to the approval of the regulatory authorities.
- j) The Board of Directors of HSS as on the date of Public Announcement was as under:

Name	Designation	Date of Appointment	Residential/ Mailing Address
Pradman Kaul	Chairman	Dec 30, 1991	11717 Exploration Lane, Germantown, Maryland 20876
Arun Kumar	Managing Director	Jan 09, 1995	A-11, Geetanjali Enclave, New Delhi
Jack A. Shaw	Director	Jan 03, 1992	Hughes Electronics Corp. P.O. Box: 956 200 North Sepulveda Boulevard M/S A100 El Segundo, CA 90245
Pradeep Kaul	Director	Jan 03, 1992	13401 Eswothy Road, Darnestown, Maryland 20878
James Lucchese	Director	Jan 03, 1992	802 Still Creek Lane, Gaithersburg, Maryland 20878
Bahram Pourmand	Director	Mar 17, 1992	11753 Gainesborough, Potomac, Maryland 20876
Anil Sharma	Director	Dec 30, 1991	11625 Twining Lane, Potomac, Maryland 20854
K V Ramani	Director	Jan 03, 1992	3, 19 th Cross Street, Besant Nagar, Chennai 90
T Thomas	Director	Jan 07, 1998	Revills, 45, Cuffe Parade, Mumbai 5
Amal Ganguli	Director	Mar 21, 2001	J-6/7 DLF Qutab Enclave, Phase II, Gurgaon 122002
Vijay Dhar	Director	Mar 21, 2001	178 Golf Links, New Delhi 110 003.
Manoranjan Mohapatra	Alternate Director to Mr. Jack Shaw	July 10, 2001	C-222, Ground Floor, Durgalaya, Sarvodaya Enclave, New Delhi 110 017.
Vinod Sood	Alternate Director to Mr. Pradeep Kaul	July 10, 2001	J-3/150, 2 nd Floor, Rajouri Garden, New Delhi 110 027.
Aadesh Goyal	Alternate Director to Mr. Bahram Pourmand	July 10, 2001	C-1/45 Palam Vihar, Gurgaon 122 017
Vimal Khanna	Alternate Director to Mr. James Lucchese	July 10, 2001	G-1, Jangpura Extension, New Delhi 110 014.

k) Key financials of HSS:

(Rs. lacs)

Profit & Loss Statement 12 Months	March'00 (Audited)	March'01 (Audited)	March'02 (Audited)	March'03 (Audited)
Income From Operations	10,729	19,854	23,488	22,037
Other Income	1,346	1,095	1,323	887
Total Income	12,075	20,949	24,811	22,924
Total Expenses	(6,602)	(12,648)	(16,820)	(16,516)
PBDIT	5,473	8,301	7,991	6,408
Depreciation	(1,188)	(1,489)	(2,112)	(1,806)
Financial Expenses	(6)	(12)	(13)	(19)
PBT	4,279	6,800	5,866	4,583
Tax	(509)	(507)	(641)	(798)
PAT	3,770	6,293	5,225	3,785

Balance Sheet Statement	March'00	March'01	March'02	March'03
Sources of Funds				
Paid-up Share Capital	1,663	1,671	1,675	1,680
Reserves & Surplus#	12,514	18,343	23,017	26,121
Net-Worth	14,177	20,014	24,692	27,801
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Total	14,177	20,014	24,692	27,801
Uses of Funds				
Net Fixed Assets	4,027	6,086	9,947	9,745
Investments	1,498	1,500	-	-
Net Current Assets	8,652	12,428	14,848	16,754
Miscellaneous Expenditure (to the extent not written off or adjusted)	-	-	-	1,286
Deferred Tax Assets/(Liabilities)	-	-	(103)	16
Total	14,177	20,014	24,692	27,801

Excluding Revaluation Reserve

Other Financial Data	March'00	March'01	March'02	March'03
Dividend (%)	20%	40%	40%	40%
Earning per Share	13.15	18.85	15.60	11.27
Return on Average Net-Worth	38.57%	36.81%	23.37%	14.42%
Book Value per Share	42.61	59.9	73.7	82.8

Note: EPS = Profit After Tax / Total no. of shares outstanding

Return on Average Net Worth = Profit after tax / Average Net Worth

Book Value per share = Net Worth / No. of shares outstanding

Net Worth = Paid-up Share Capital + Reserves & Surplus– Miscellaneous Expenditure not written off

The decline in operational profit in year ended March 31, 2003 as compared to year ended March 31, 2002 is mainly due to general stagnancy in the global economy and continuously depressed telecom sector, rupee appreciation and investment made in BPO operations

- i) Shareholding pattern of HSS as on July 11, 2003 and expected Post-Offer shareholding pattern assuming full acceptance is detailed below:

Shareholders' category	Shareholding & Voting rights prior to the agreement/ acquisition and Offer (A)	Shares/Voting rights agreed to be acquired which triggered off the Regulations (B)	Shares/Voting rights to be acquired in the open Offer (Assuming full acceptances) (C)	Shareholding/ Voting rights after the acquisition and Offer (A)+(C) = (D)
1) Promoter Group				
a) HNSM/PAC	18,666,616 55.44%	18,666,616 55.44%	6,734,265 20.00%	25,400,881 75.44%
b) Others	50	NIL	-	50
Total (1)	18,666,666 55.44%	NIL	6,734,265 20.00%	25,400,931 75.44%
2) Acquirer	NIL	NIL	NIL	NIL
3) Public (other than 1 above)				
a) FIs/ Banks	325,796 0.97%	NIL		
b) FIs/NRIs/OCBs/Foreign Nationals	6,679,551 19.84%	NIL	(6,734,265) (20.00%)	8,270,393 24.56%
c) Public	7,999,311 23.76%	NIL		
Total (3) (a)+(b)+(c)	15,004,658 44.56%	NIL	(6,734,265) (20.00%)	8,270,393 24.56%
Grand Total (1+2+3)	33,671,324 100%	-	-	33,671,324 100%

As on July 11, 2003 HSS has a total of 23,077 shareholders including 23,075 shareholders under 3 above.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

- Equity shares of HSS are listed on NSE, BSE and DSE. Based on the information available, the shares of HSS are frequently traded on the BSE and NSE and are infrequently traded on DSE within the meaning of Explanation (i) to Regulation 20(5) of SEBI (SAST) Regulations.

2. The annualized trading turnover during the preceding six months ending June 30, 2003 in each of the Stock Exchanges is detailed below:

Name of Stock Exchange	Total number of shares traded during the preceding six calendar months ending June 30, 2003	Total number of listed shares	Annualized trading turnover (in terms of % of total listed shares)	Trading Status in terms of SEBI (SAST) Regulations
NSE	326,579,505	33,671,324	1940%	Frequently
BSE	143,290,398	33,671,324	851%	Frequently
DSE	NIL	33,671,324	NIL	Infrequently

(Source: nseindia.com; bseindia.com; dseindia.org.in)

3. The Offer Price of Rs. 232/= (Rupees Two hundred and thirty two only) per fully paid-up Equity Share is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations as it is the highest of the following:

a.	Negotiated Price	News Corporation has not carried out financial due diligence in respect of HSS and no specific value has been ascribed to HSS in the Global Transaction
b.	Highest Price paid by Acquirer/ PAC for any acquisition including by way of allotment in a Public or Rights or Preferential issue during the 26-weeks prior to the date of Public Announcement	Not Applicable

- c. The average of weekly high and low of the closing prices of the shares of HSS during the 26-weeks preceding the date of Announcement of the Global Transaction i.e. April 9, 2003 on NSE

Week #	End Date	Low (Rs.)	High (Rs.)	Average (Rs.)	Volume
1	15-Oct-02	136	136	136	5,115,831
2	22-Oct-02	154	154	154	18,402,101
3	29-Oct-02	150	151	150	12,582,799
4	5-Nov-02	144	144	144	6,749,655
5	12-Nov-02	153	158	156	9,088,670
6	19-Nov-02	158	158	158	9,596,542
7	26-Nov-02	154	154	154	10,925,500
8	3-Dec-02	166	169	168	9,587,537
9	10-Dec-02	192	193	193	15,681,186
10	17-Dec-02	198	204	201	17,496,453
11	24-Dec-02	195	197	196	14,981,665
12	31-Dec-02	194	198	196	9,102,698
13	7-Jan-03	198	198	198	10,837,111
14	14-Jan-03	198	199	198	24,545,115
15	21-Jan-03	171	175	173	11,819,668
16	28-Jan-03	164	168	166	6,124,864
17	4-Feb-03	132	141	137	15,894,133
18	11-Feb-03	157	162	160	12,133,895
19	18-Feb-03	152	154	153	9,689,196
20	25-Feb-03	158	158	158	9,177,653
21	4-Mar-03	151	156	154	17,568,121
22	11-Mar-03	165	171	168	33,640,458
23	18-Mar-03	176	182	179	17,949,174
24	25-Mar-03	176	176	176	15,841,352
25	1-Apr-03	173	184	178	18,247,594
26	8-Apr-03	176	184	180	19,979,397
	Weeks Average			168.6	

- d. The average of daily high and low of the shares of HSS during the 2-weeks preceding the date of Announcement of the Global Transaction i.e. April 9, 2003 NSE

Day #	End Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume
1	26-Mar-03	192.5	183.4	187.9	5,858,002
2	27-Mar-03	199.8	188.0	193.9	4,669,871
3	28-Mar-03	196.6	185.0	190.8	4,092,035
4	31-Mar-03	186.6	173.5	180.1	2,022,437
5	01-Apr-03	191.3	174.2	182.7	4,211,132
6	02-Apr-03	198.3	186.1	192.2	3,252,119
7	03-Apr-03	205.0	197.3	201.2	4,892,215
8	04-Apr-03	205.7	197.4	201.5	4,678,190
9	07-Apr-03	216.5	202.1	209.3	4,245,655
10	08-Apr-03	215.9	208.0	212.0	3,249,471
	2 Weeks Average			195.1	

- e. The average of weekly high and low of the closing prices of the shares of HSS during the 26-weeks preceding the date of Public Announcement i.e. July 14, 2003 on NSE

Week #	End Date	Low (Rs.)	High (Rs.)	Average (Rs.)	Volume
1	19-Jan-03	171	175	173	16,897,168
2	26-Jan-03	164	173	169	20,606,049
3	2-Feb-03	132	150	141	6,031,539
4	9-Feb-03	144	162	153	11,981,785
5	16-Feb-03	152	157	154	14,846,982
6	23-Feb-03	152	162	157	9,916,311
7	2-Mar-03	151	159	155	11,039,843
8	9-Mar-03	165	177	171	11,469,678
9	16-Mar-03	167	182	175	28,628,037
10	23-Mar-03	170	176	173	26,485,570
11	30-Mar-03	173	190	181	10,311,185
12	6-Apr-03	176	194	185	21,181,511
13	13-Apr-03	203	215	209	21,279,311
14	20-Apr-03	186	197	192	24,026,979
15	27-Apr-03	181	183	182	10,838,995
16	4-May-03	185	189	187	4,259,555
17	11-May-03	191	219	205	16,378,363
18	18-May-03	208	220	214	9,968,558
19	25-May-03	202	220	211	12,747,173
20	1-Jun-03	197	206	201	7,603,939
21	8-Jun-03	194	204	199	7,725,788
22	15-Jun-03	210	223	216	5,726,374
23	22-Jun-03	215	226	221	5,859,278
24	29-Jun-03	212	222	217	4,436,747
25	6-Jul-03	219	228	224	5,312,278
26	13-Jul-03	220	242	231	8,372,548
26 Weeks Average				188.3	

- f. The average of daily high and low of the shares of HSS during the 2-weeks preceding the date of Public Announcement i.e. July 14, 2003 on NSE

Day #	End Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume
1	June 30, 2003	235.0	223.0	229.0	1,781,720
2	July 01, 2003	229.8	223.2	226.5	609,120
3	July 02, 2003	232.0	217.1	224.6	964,507
4	July 03, 2003	223.7	211.7	217.7	767,131
5	July 04, 2003	224.8	212.5	218.6	985,851
6	July 07, 2003	223.5	218.3	220.9	669,928
7	July 08, 2003	230.9	223.1	227.0	1,286,317
8	July 09, 2003	244.9	230.6	237.7	3,012,430
9	July 10, 2003	264.9	242.9	253.9	2,418,022
10	July 11, 2003	261.2	248.7	254.9	1,006,204
2 Weeks Average				231.1	

4. The Offer Price of Rs. 232/- (Rupees Two Hundred and Thirty two only) per Fully Paid-up Equity Share is justified in terms of Regulation 20(5) of the SEBI (SAST) Regulations as it is the highest of the following:

a.	Negotiated Price	News Corporation has not carried out financial due diligence in respect of HSS and no specific value has been ascribed to HSS in the Global Transaction.
b.	Highest Price paid by Acquirer/PAC for any acquisition including by way of allotment in a Public/Rights/Preferential Issue during the 26-weeks prior to the date of Public Announcement	Not Applicable
c.	Other parameters	<i>(Based on audited financials for 12 months ended March 31, 2003)</i>
	i. Return on Net-worth # (%)	14.4%
	ii. Book Value per Share (Rs.)	82.8
	iii. Earning per Share (Rs.)	11.3
	iv. Price to Earnings Ratio (based on the Offer price)	20.5x
	v. Industry PE Ratio*	19.4x

#Net-Worth is the Average Net-worth; * Source: Capital Market Vol. XVIII July 20, 2003, Industry: Computers, Software

5. In the opinion of the Manager to the Offer and Acquirer/PACs, the Offer Price is justified.

6. If Acquirer/PAC acquires shares after the date of Public Announcement up to 7 (seven) 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.

6.2 Financial Arrangements

1. The total fund requirement for the acquisition of up to 6,734,265 Equity Shares held by public shareholders in HSS at Rs. 232/= per share is Rs. 1,56,23,49,480 (Rupees One hundred and fifty six crores, twenty three lakhs, forty nine thousand four hundred and eighty only). HNSM has agreed vide letter dated July 11, 2003 to make available requisite funds to meet the obligation under Regulation 29 of SEBI (SAST) Regulations. The Manager to the Offer is satisfied about the ability of Acquirer along with the PACs to implement the Offer in accordance with SEBI (SAST) Regulations as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.
2. In accordance with Regulation 28 of the SEBI (SAST) Regulations, HNSI has created an Escrow Account with HDFC Bank Ltd., Hindustan Times Building, K.G. Marg, New Delhi – 110 001, in favor of DSPML – the Manager to the Offer, for an amount of Rs. 30,82,55,222 (Rupees Thirty crores, eighty two lakhs fifty five thousand two hundred and twenty two only), being in excess of the amount required under Regulation 28(2) of the SEBI (SAST) Regulations, i.e., 25% for the first Rs. 100 crores and 10% thereafter.
3. DSPML has been empowered to operate the Escrow Account in terms of the triplicate Escrow Agreement, dated July 11, 2003 among HNSI, DSPML and HDFC Bank and has been authorized to realize the value of the Escrow in accordance with the SEBI (SAST) Regulations.

7. TERMS AND CONDITIONS OF OFFER

7.1 Statutory Approvals & Conditions of the Offer

- a) The Offer along with any obligation relating to payment for, and purchase of, the shares tendered is subject to the receipt of the following approvals or no-action certificates in respect of the Global Transaction from the following statutory bodies and agencies and the Global Transaction not terminating due to the failure to receive any such approvals or no-action certificates from any such statutory bodies and agencies:
 - I. The US Department of Justice under the Hart-Scott-Rodino Act.
 - II. The US Federal Communications Commission under Section 310 of the US Communications Act, 1934.
 - III. CADE, the Economic Defense Administrative Council of Brazil, pursuant to Section 54 of Federal Law 8884 of June 11, 1994.
 - IV. ANATEL, the federal telecommunications agency of Brazil, which conducts a joint review with CADE of mergers in the telecommunications section, pursuant to Article 19 of Federal Law 9472 of July 16, 1997.
 - V. The Federal Cartel Office (Bundeskartellamt) of Germany pursuant to the German Law Against Limitation to Competition (Das deutsche Gesetz gegen Wettbewerbsbeschränkungen) (as amended January 1, 1999).
 - VI. The Federal Competition Commission of Mexico, pursuant to the Federal Law on Economic Competition of 1992.
 - VII. The Competition Commission of South Africa, pursuant to the Competition Act No. 89 of 1998.

In addition to the above, the Offer is also subject to the receipt of approval of the Foreign Investment Promotion Board ("FIPB") and of the Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 ("FEMA").

Besides this, as on the date of this Letter of Offer, no other statutory approval is required to acquire the shares tendered pursuant to this Offer. News Corporation and PACs will not proceed with the Offer in the event that any statutory approval or no-action certificate indicated above (including, without limitation, from the FIPB and RBI) is not obtained, or the Global Transaction terminates due to any statutory approval or no-action certificate indicated above not being obtained, in terms of Regulation 27 of SEBI (SAST) Regulations.

- b) News Corporation and PACs have filed applications with authorities referred to under (I), (II), (III), (IV) and (V) of Section 7.1(a) above. All other requisite applications, notifications and regulatory filings referred to under Section 7.1(a) above, are being prepared by News Corporation and/or PACs and are expected to be filed shortly.
- c) In case of delay in receipt of any statutory approval(s), SEBI has a power to grant extension of time to the Acquirer and PACs for payment of consideration to shareholders, subject to the Acquirer and PACs agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of SEBI (SAST) Regulations.

7.2 Others

1. The Acquirer/PACs made the Public Announcement on July 14, 2003 for the Offer. This Offer is made to the shareholders of HSS. However, the Letter of Offer is being mailed to the shareholders whose names appear in the Register of Members of Target Company at the close of the business on the Specified Date, i.e., August 8, 2003.
2. Accidental omission to dispatch this Offer Document to any person to whom this Offer is made or the non-receipt or delayed receipt of this Offer Document by any such person will not invalidate this Offer in any way.
3. The Letter of Offer together with the Form of Acceptance cum Acknowledgement and Form of Withdrawal will be mailed to the shareholders of HSS, whose names appear on the Register of Members of HSS and owners of the shares of HSS, whose names appear as beneficiaries on the records of the respective Depositories, at the close of business hours on August 8, 2003 (the "Specified Date"), except to the Acquirer and the PAC.
4. The Registrar to the Offer, M/s Karvy Consultants Limited, have opened a special depository account with NSDL styled "**KCL Escrow Account - HSS Offer**". The details of the special depository account are as under:

DP Name	M/s Karvy Consultants Limited
DP	IN 300394
Client ID	12377479

Shareholders having their beneficiary account in CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the special depository account with NSDL.

5. All owners (registered / unregistered) of Shares of HSS, except the PACs, anytime before the Closure of the Offer are eligible to participate in the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of shares held; Number of shares offered; Distinctive Numbers;

Folio Number; together with the original Share Certificate(s); Valid Transfer Deed(s) and the Original Contract Note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

6. The acceptance of the Offer made by the Acquirer/PACs is entirely at the discretion of the shareholders of the Target Company. The Acquirer/PACs will not be responsible in any manner for any loss of equity share certificate(s) and offer acceptance documents during transit and the shareholders of the Target Company are advised to adequately safeguard their interest in this regard.
7. Shares that are subject to any change, lien or encumbrance are liable to be rejected.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

1. Shareholders of HSS, who wish to avail of this Offer are free to offer their shareholding in whole or in part and should forward the under mentioned documents to the Registrar to the Offer at their office at **Karvy Consultants Limited, 46, Avenue 4, Street 1, Banjara Hills, Hyderabad 500 034. Telephone No.: (040) 2331 2454, Fax no.: (040) 2331 1968** either by hand delivery on weekdays or by Registered Post, on or before the Close of the Offer, i.e., no later than September 18, 2003 or at the Collection Centres, so as to reach the Registrar/ Collection Centres on or before the close of business hours, i.e., no later than 1600 hrs on September 18, 2003 in accordance with the instructions specified in this Letter of Offer and in the Form of Acceptance cum Acknowledgement. **Shareholders are advised to ensure that the Form of Acceptance cum Acknowledgement and other documents are complete in all respects, otherwise the same is liable to be rejected. In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares, not credited in favour of the special depository account before the closure of the Offer, will be rejected.**

- i. For Equity shares held in physical form:

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 on the share certificates.
- Original Share Certificate(s).
- 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 "HSS" and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with this Letter of Offer.

Unregistered owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- Original Share Certificate(s)
- Original broker contract note.
- Valid Share Transfer form(s) as received from the market.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of HNSM as buyer will be filled upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

- ii. For Equity shares held in demat form:

Beneficial owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.
- For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance.

2. The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to the Registrar to the Offer and not to the Manager to the Offer, Acquirer, PAC or HSS.
3. In case of non-receipt of the Letter of Offer, the eligible persons may send their consent, to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of Shares held; Distinctive Number; Folio Number, Number of shares offered; along with documents as mentioned above, so as to reach the Registrar to the Offer on or before the Close of the Offer, i.e., no later than September 18, 2003 or in case of beneficial owners they may send their application in writing to the Registrar to the Offer, on a plain paper stating acceptance of the Offer with Name; Address; Number of Shares held; Number of shares offered; DP name; DP ID; Beneficiary Account Number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the Special Depository Account, or 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, on or before the Close of the Offer, i.e., no later than September 18, 2003. 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 using the same.
4. If the aggregate of the valid responses to the Offer exceeds the Offer size of 6,734,265 fully paid-up equity shares of HSS (representing 20% of the paid-up Equity Share Capital of HSS), then News Corporation and PACs shall accept the shares received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. The equity shares of HSS are in compulsory de-materialized form and the minimum marketable lot is 1 (one) equity share.
5. Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Special Depository Account is received on or before the date of Closure of the Offer, i.e., no later than September 18, 2003, else the application would be rejected.

6. While tendering shares under the Offer, NRIs/OCBs/Foreign Shareholders will be required to submit the previous RBI Approvals (specific or general) that they may have obtained for acquiring shares of HSS. ***In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject such shares tendered.***

While tendering shares under the Offer, NRI/OCBs/Foreign Shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

7. In addition to the above mentioned address, the equity shareholders of the HSS, who wish to avail of and accept the Offer can also deliver the Acceptance Form along with all the relevant documents at any of the collection centres below. All the centres mentioned herein below would be open as follows:

(Monday to Saturday : 10.00 am to 7.00 p.m.)

Address	Contact Person	Mode of Delivery	Phone No.	Fax
G1, Swathy Court 22, Vijaya Raghava Road T Nagar, Chennai 600017	Mr. Alex Cherian	Hand Delivery	(044) 28153445 / 28151034	(044) 28153181
Karvy House, 46, Avenue 4 Street No. 1, Banjara Hills Hyderabad – 500 034.	Ms. Anitha Mr.Nageshwar Rao	Hand Delivery/ Registered Post	(040) 23312454/ 23320751-53	(040) 23311968
49, Jatin Das Road Kolkata –700029	Mr. Sujit Kundu	Hand Delivery	(033) 24647231 / 24644891	(033) 24644866
16/22, Bake House Maharashtra Chamber of Commerce Lane Opp. MSC Bank, Fort, Mumbai – 400 023	Ms. Varija Kotian	Hand Delivery	(022) 56382666	(022) 56331135
7, Andheri Industrial Estate Off. Veera Desai Road, Andheri (W), Mumbai 400053	Ms.Vishakha Shringarpure	Hand Delivery	(022) 26730799 / 26730843	(022) 26730152
105-108, Arunachal Building 19, Barakhamba Road Connaught Place, New Delhi – 110001	Mr.Michael George	Hand Delivery	(011)23324401-5	(011) 23324621

Shareholders who cannot hand deliver their documents at the Collection Centers referred above, may send the same by Registered Post, at their own risk and cost, to the Registrar to the Offer at their address given below:

Karvy Consultants Limited, 46, Avenue 4, Street 1, Banjara Hills, Hyderabad 500 034. Telephone No.: (040) 2331 2454, Fax no.: (040) 2331 1968.

8. In terms of Regulation 22 (5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptance tendered by them in the Offer, may do so up to three working days prior to the date of closure of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centres mentioned above as per the mode of delivery indicated therein on or before September 15, 2003.

The withdrawal option can be exercised by submitting the Form of withdrawal as enclosed with the Letter of Offer.

- a) Shareholders should enclose the following:

- i. For Equity Shares held in demat form:

Beneficial owners should enclose

- Duly signed and completed Form of Withdrawal.
- Acknowledgement slip in original / Copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.
- Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP.

- ii. For Equity Shares held in physical form:

Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal.
- Acknowledgement slip in original/ Copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.
- 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 HSS and duly witnessed at the appropriate place.

- iii Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal.
- Acknowledgement slip in original/ Copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.

In case of non-receipt of Form of withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details

- In case of physical shares: Name; Address; Distinctive Numbers; Folio Number; Number of Shares tendered and
- In case of dematerialised shares: Name; Address; Number of Shares offered; DP name; DP ID; Beneficiary Account Number and a photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favour of the special depository account.

- b) 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.
- c) The intimation of returned shares to the Shareholders will be at the address as per the records of the HSS/Depository as the case may be.

- d) The Form of Withdrawal should be sent only to the Registrar to the Offer.
 - e) 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 the HSS.
 - f) Partial withdrawal of tendered shares can be done only by the Registered shareholders / Beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.
 - g) Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.**
9. In case of delay in receipt of statutory approvals beyond October 18, 2003, interest will be payable for the delayed period in terms of Regulation 22(12) of SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by Acquirer in obtaining the requisite approvals, Regulation 22(13) of SEBI (SAST) Regulations will also become applicable.
 10. Payment of consideration will be made by crossed account payee cheque / demand draft and sent by registered post, to those shareholders/unregistered owners and at their own risk, whose shares/ share certificates and other documents are found in order and accepted by Acquirer. In case of joint registered holders, cheques /demand drafts will be drawn in the name of the sole/first named holder/unregistered owner and will be sent to him. **It is desirable that shareholders provide bank details in the Form of Acceptance cum Acknowledgment, so that same can be incorporated in the cheque / demand draft.**
 11. Unaccepted or withdrawn Share Certificate(s), transfer form(s) and other documents, if any, will be returned by Registered Post at the shareholders'/unregistered owners' sole risk to the sole/first named shareholder/unregistered owner. Unaccepted or withdrawn shares held in demat form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement.
 12. The Registrar to the Offer will hold in trust the Share(s)/Share certificate(s), Shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders/unregistered owner(s) of HSS, who have accepted the Offer, till the cheques / drafts for the consideration and/or the unaccepted shares/ share certificates are despatched / returned.

9. DOCUMENTS FOR INSPECTION

The following material documents are available for inspection at the office of the Manager to the Offer DSP Merrill Lynch Limited from 10.30 a.m. to 1.00 p.m. on any day, except Saturdays, Sundays and Holidays, until the Offer closes:

1. Agreement Copies
2. Charter/By-laws/Memorandum/Articles/Certificate of Incorporation of the Acquirer and the PACs.
3. Memorandum and Articles of Association of HSS.
4. Financials for Acquirer/PACs:
 - I. The News Corporation Limited: Audited financials for three years ended June 30, 2000, 2001 & 2002. Unaudited results for 9 months ended March 31, 2003.
 - II. HNS Mauritius: Audited financials for three years ended Dec 31, 2000, 2001 & 2002; Unaudited Financial for 6 months ended June 30, 2003
 - III. HNSI: Audited financials for three years ended March 31, 2000, 2001 & 2002. Unaudited results for 12 months ended March 31, 2003.
 - IV. Hughes: Audited results for three years ended Dec 31, 2000, 2001 & 2002. Unaudited results for 3 months ended March 31, 2003.
5. Audited results of HSS for four years ended March 31, 2000, 2001, 2002 & 2003.
6. Copy of the Escrow Agreement entered into between DSPML, HDFC Bank and HNSI in accordance with Regulation 28 of the SEBI (SAST) Regulations.
7. Published copy of Public Announcement dated July 14, 2003.
8. Letter dated July 11, 2003 confirming the arrangement of funds by PAC to Acquirer.
9. SEBI observation letters.

10. DECLARATION BY ACQUIRER AND PACs

The Acquirer and PACs accept responsibility for the information contained in this Letter of Offer. The Acquirer and the PACs are jointly and severally responsible for fulfillment of their respective obligations under the SEBI (SAST) Regulations.

The News Corporation Limited (Acquirer)

Sd/-

A.M. Siskind

(Authorized Signatory)

HNS Mauritius Holdings (PAC)

Sd/-

Pranav Roach

(Authorized Signatory)

Place: Mumbai

Date: August 13, 2003

Encl:

1. Form of Acceptance cum Acknowledgement
2. Form of Withdrawal
3. Transfer deed for shareholders holding shares in physical form

Hughes Network Systems India Limited (PAC)

Sd/-

Pranav Roach

(Authorized Signatory)

Hughes Electronics Corporation (PAC)

Sd/-

Pranav Roach

(Authorized Signatory)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form with enclosures to the Registrar to the Offer ONLY at their address given overleaf)
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
PLEASE READ THE PARA ON "PROCEDURE FOR THE ACCEPTANCE AND SETTLEMENT" OF THE LETTER OF OFFER BEFORE FILLING THIS FORM
OFFER

Opens on	August 20, 2003
Closes on	September 18, 2003
Last date of withdrawal	September 15, 2003

To,
The News Corporation Limited
 121 King William Street, Adelaide, S.A., Australia 5000

Sub: Voluntary offer to the shareholders of Hughes Software Systems Limited ("Target Company" / "HSSL") to acquire upto 6,734,265 equity shares ("shares(s)") of Rs. 5/- each representing 20% of the voting share capital ("Offer Size") of HSSL at a price of Rs. 232/- (Rupees Two Hundred and Thirty Two only) per fully paid up share ("Offer Price") payable in cash.

Dear Sir,
 I/We refer to the Letter of Offer dated August 13, 2003 for acquiring the Equity Shares held by me/us in **Hughes Software Systems Limited**.
 I/We the undersigned, have read the Letter of Offer and accept unconditionally its contents including the terms and conditions and procedures as mentioned therein.

For Shares held in Physical Form

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

Ledger Folio No. No. of Share Certificate(s) No. of Equity Shares

Sr.No.	Certificate No.	Distinctive Nos.		No. of Shares
		From	To	
(In case the space provided is inadequate, please attach a separate sheet with details.)				Total number of equity shares

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

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 pays 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.

For Shares held in Demat Form

I/We hold shares in demat form and accept the Offer and enclose photocopy of the Delivery Instruction duly acknowledged by my/our DP in respect of my/our equity shares as detailed below:

DP Name	DP ID	Client ID	No. of Equity Shares	Name of Beneficiary

I/We have done an off market transaction for crediting the shares to the Escrow Account named "Karvy Consultants Ltd. Escrow Account-Open Offer for HSSL" (the "Depository Escrow Account") with the following particulars: DP Name – **Karvy Consultants Ltd.**, DP ID - **IN 300394** Client ID - **12377479**

Shareholders whose shares are held in beneficiary Account with CDSL have to use an inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the Depository Escrow Account with NSDL.

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

For NRIs/OCBs/FIIs/Foreign Shareholders:

I/We have enclosed the following documents : No Objection Certificate / Tax Clearance Certificate from Income Tax Authorities. Previous RBI approvals for holding the shares of Hughes Software Systems Ltd. hereby tendered in the Offer.

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

I/We authorise the Acquirer to accept the shares so offered which it 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, equity shares/share certificate(s) in respect of which the Offer is not found valid / not accepted without specifying the reasons thereof.

I/We authorise the Acquirer or the Manager to the Offer to send by registered post/speed post, the draft / cheque in settlement of the amount, to the sole / first holder at the address recorded with the Company/Depository Participant.

Tel.No. _____ Fax No. _____ Email _____

Place : _____ Date : _____

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

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

P.T.O.

TEAR ALONG THIS LINE

Folio No.: _____ **Sr. No.** _____ **Acknowledgement Slip**

The News Corporation Limited
 121 King William Street, Adelaide, S.A., Australia 5000

Received from Mr/Ms. _____

Address _____

Form of acceptance cum acknowledgement, # _____ Number of Share Certificates for _____ Equity shares/

copy of Delivery instruction to (DP) for _____ Equity shares

Delete whatsoever is not applicable

Signature of Official and Date of Receipt	Stamp of collection centre

Yours faithfully,
Signed and Delivered:

	FULL NAMES	SIGNATURE(S)
First/Sole Shareholder		
Second Shareholder		
Third Shareholder		

Note: In case of joint holdings, all holders must sign. In case of body corporate, stamp of the company should be affixed and necessary board resolution should be attached. So as to avoid fraudulent encashment in transit, the shareholder(s) holding shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For shares that are tendered in electronic form, the Bank account as obtained from the beneficiary position download to be provided by the depositories will be considered and the Cheque or demand draft will be issued with the said Bank particulars.

Name of the Bank		Branch	
Account Number		Savings/Current/(Others: please specify)	

Address	Contact Person	Mode of Delivery	Phone No.	Fax
G1, Swathy Court 22, Vijaya Raghava Road T Nagar, Chennai 600017	Mr. Alex Cherian	Hand Delivery	(044) 28153445 / 28151034	(044) 28153181
Karvy House, 46, Avenue 4 Street No. 1, Banjara Hills Hyderabad – 500 034.	Ms. Anitha Mr. Nageshwar Rao	Hand Delivery/ Registered Post	(040) 23312454/ 23320751-53	(040) 23311968
49, Jatin Das Road Kolkata –700029	Mr. Sujit Kundu	Hand Delivery	(033) 24647231 / 24644891	(033) 24644866
16/22, Bake House Maharashtra Chamber of Commerce Lane Opp. MSC Bank, Fort, Mumbai – 400 023	Ms. Varija Kotian	Hand Delivery	(022) 56382666	(022) 56331135
7, Andheri Industrial Estate Off. Veera Desai Road, Andheri (W), Mumbai 400053	Ms. Vishakha Shringarpure	Hand Delivery	(022) 26730799 / 26730843	(022) 26730152
105-108, Arunachal Building 19, Barakhamba Road Connaught Place, New Delhi – 110001	Mr. Michael George	Hand Delivery	(011)23324401-5	(011) 23324621

Business Hours : Monday to Friday : 10.00 a.m. to 1.00 p.m. & 2.00 p.m. to 4.00 p.m.
Saturday : 10:00 a.m. to 1.00 p.m.
Holidays : Sundays and Holidays

INSTRUCTIONS

- In the case of demat shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account, before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares not credited in favour of the special depository account, before the closure of the Offer will be rejected.
- Shareholders should enclose the following :-
 - For Equity shares held in demat form :- Beneficial owners should enclose
 - Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).
 - Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.
 - For each delivery instructions the beneficial should submit separate Form of Acceptance.
In case of non-receipt of the aforesaid documents, but receipt of the shares in the special depository account, the offer shall be deemed to be accepted.
 - For Equity shares held in physical form :- 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 on the share certificates.
 - Original Share Certificate(s).
 - 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 Hughes Software Systems Ltd. and duly witnessed at the

appropriate place. A blank Share Transfer form is enclosed along with the Letter of Offer.

In case of registered shareholder, non-receipt of the aforesaid documents, but receipt of the share certificates alongwith the duly completed transfer form, the Offer shall be deemed to be accepted.

III Unregistered owners should enclose

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- Original Share Certificate(s).
- Original broker contract note.
- Valid Share Transfer form(s) as received from the market.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirer as buyer will be filled by the Acquirer upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

- Non resident shareholders should enclose a copy of the permission received from RBI for the equity shares held by them in Hughes Software Systems Ltd. If, the shares are held under General Permission of RBI the non resident shareholder should state that the shares are held under General Permission and whether on repatriable basis or non repatriable basis.
- Non resident shareholders should enclose No objection certificate/Tax Clearance certificate from the Income Tax Authorities under income Tax Act, 1961, indicating the tax to be deducted by the Acquirer before remittance of consideration otherwise tax will deducted at marginal rate as may be applicable to the category of the shareholder on the consideration payable by the Acquirer.

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

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

Karvy Consultants Limited
(Unit : Hughes Software Systems Ltd.)
46, Avenue 4, Street No 1, Banjara Hills
Hyderabad 500 034
Tel. : (040) 2331 2454, Fax: (040) 2331 1968
Email: murali@karvy.com

PLEASE READ PARA 8 OF THIS LETTER OF OFFER TITLED "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER" BEFORE FILLING THIS FORM

From :

FORM OF WITHDRAWAL

OFFER

Opens on	August 20, 2003
Closes on	September 18, 2003
Last date of withdrawal	September 15, 2003

To,
The News Corporation Limited
 121 King William Street, Adelaide, S.A., Australia 5000

Dear Sir,

Sub: Voluntary offer to the shareholders of Hughes Software Systems Limited ("Target Company" / "HSSL") to acquire upto 6,734,265 equity shares ("shares(s)") of Rs. 5/- each representing 20% of the voting share capital ("Offer Size") of HSSL at a price of Rs. 232/- (Rupees Two Hundred and Thirty Two only) per fully paid up share ("Offer Price") payable in cash.

I/We refer to the Letter of Offer dated August 13, 2003 for acquiring the Equity Shares held by me/us in **Hughes Software Systems Limited**. I/We the undersigned, have read the Letter of Offer and accept unconditionally its contents including the terms and conditions and procedures as mentioned therein.

I/We have read the procedure for withdrawal of equity shares tendered by me/us in the Offer as mentioned in the para 8(8) of the Letter of Offer and unconditionally agree to the terms & condition mentioned therein.

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

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

I/We note that this Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal (i.e. September 15, 2003).

I/We note that the Acquirer/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit of the equity shares held in physical form and also for the non receipt of equity shares held in the dematerialised form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirer will return Original Share Certificate(s), Share Transfer Deed(s) and equity shares only on completion of verification of the documents, signatures and beneficiary position data as available from the Depository from time to time, respectively.

The particulars of withdrawal of original shares certificates and duly signed transfer deed(s) are detailed below:

Ledger Folio No. _____ No. of Share Certificate(s) _____ No. of Equity Shares _____

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

(In case of insufficient space, please use an additional sheet and authenticate the same)

TEAR HERE

FOLIO NO.

ACKNOWLEDGEMENT SLIP

SR. No.

The News Corporation Limited
 121 King William Street, Adelaide, S.A., Australia 5000

Received from Mr./Ms./M/s. _____

Form of Withdrawal dated _____ Number of Share Certificates for _____

Equity Shares /# Copy of Delivery instruction to (DP) for _____ Equity Shares.

Signature of Official and Date of Receipt	Stamp of collection centre

Delete whichever is not applicable.

I/We hold the following equity shares in dematerialised Form and tendered the Equity Shares in the Offer and had done an off-market transaction for crediting the Shares to the "KARVY CONSULTANTS LTD. ESCROW A/C. - OPEN OFFER FOR HSSL" (Depository Escrow Account) as per the following particulars:-

DP Name – **Karvy Consultants Ltd.** DP ID - **IN 300394** Client ID - **12377479**

Please find enclosed a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP.

The particulars of the account from which my/our Shares have been tendered are as detailed below :

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares

Address of First / Sole Shareholder : _____

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

I/We note that the equity shares will be credited back only to that Depository Account, from which the Equity 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)	SIGNATURE(S)	Verified and Attested by us. Please affix the stamp of DP (in case of demat Shares)/ Bank (in case of physical Shares)
First/Sole Shareholder			
Second Shareholder			
Third Shareholder			
Fourth Shareholder			

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

Place :

Date :

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

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

Karvy Consultants Limited
(Unit : Hughes Software Systems Ltd.)
 46, Avenue 4, Street No 1, Banjara Hills
 Hyderabad 500 034
 Tel. : (040) 2331 2454, Fax: (040) 2331 1968
 Email: murali@karvy.com