

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form with enclosures to the Registrars of the Offer ONLY at their Collection Centers as mentioned herein)
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)
From,

OFFER	
Opens on : July	28, 2005
Closes on : August	16, 2005

To,
Intime Spectrum Registry Limited
Unit : Fortune Infotech Limited ("FIL")
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W), Mumbai - 400 078.

Dear Sir,

Sub.: **Open Offer to acquire 10,81,020 fully paid-up Equity Shares of Rs. 10/- each of Fortune Infotech Limitd ("FIL"), representing 20% of the outstanding equity share capital of FIL, at a price of Rs. 32.50/- per fully paid-up Equity Share, payable in cash, by Covansys (India) Private Limited ("the Acquirer")**

I/We refer to the Letter of Offer dated July 19, 2005 for acquiring the Equity Shares held by me/us in FIL.
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 Equity Share Certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below:

Sr. No.	Ledger Folio No.	Certificate No.	Distinctive Nos.		No. of Equity Shares
			From	To	
Total No. of Certificates			Total No. of Equity Shares		

Please attach an additional sheet of paper if the above space is insufficient.

FOR SHARES HELD IN DEMAT FORM

I/We accept the Offer and enclose photocopy/counterfoil of the Delivery Instructions duly acknowledged by my/our depository participant 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 Equity Shares to the Special Depository Account with NSDL named as "ISRL - Escrow A/c. – Fortune Infotech Ltd.", whose particulars are :

DP ID Number : IN 301549 DP Name : HDFC BANK
Client ID Number : 18850685 Depository : National Securities Depositories Limited

(Shareholders of FIL, having their beneficiary account with Central Depository Services Limited ("CSDL"), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NDSL.)

I/We have enclosed the following documents :

Enclosures (Please tick as appropriate) (Refer paragraph 9 of the Letter of Offer):

- ☐ No objection Certificate/Tax Clearance Certificate under Income-tax Act, 1961, for Non-resident shareholders as applicable.
☐ RBI permission obtained by Non-resident Shareholders for holding equity shares of FIL hereby tendered in the Offer
☐ Power of Attorney
- ☐ Corporate authorization in case of company
☐ Death Certificate/ Succession Certificate
☐ Others (please specify): _____

I/We confirm that the Equity Shares of FIL which are being tendered herewith by me/us under the Offer are free from lien, charges and encumbrances of any kind whatsoever. I/we are not debarred from dealing in shares of FIL.

I/We note and understand that the Equity Shares/ Equity Share Certificate(s) and valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the 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.

I/We authorize the Acquirer to accept the Equity 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 Share certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof.

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

I/We authorise the Acquirer to send by registered post/speed post/UCP the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned above.

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

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

Yours faithfully,
Signed and Delivered:

	Full Name(s) of the Shareholder(s)	Signature
First/Sole Shareholder		
Second Shareholder		
Third Shareholder		

Note: In case of joint holdings, all holders must sign. A corporation must affix its rubber stamp and necessary Board Resolution must be attached.

Tel No. _____; Fax No. _____; Email: _____

Place : _____ Date : _____

In order 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 details as obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars.

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

----- Tear along this line -----

Acknowledgement Slip

FOLIO NO. _____

INTIME SPECTRUM REGISTRY LIMITED
UNIT : FIL
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078.

Sr. No. _____

Received from Mr./Ms. _____
Address _____
Form of acceptance cum acknowledgement, # _____ number of equity share Certificates for _____ Equity Shares
/ # Copy of Delivered Instruction to (DP) for _____ Equity Shares
Delete whatsoever is not applicable

Signature of Official and Date of Receipt	Stamp of the Collection center

INSTRUCTIONS

1.

Please read the enclosed Letter of Offer carefully before filling this Form of Acceptance.

2.

The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Equity Shareholders of FIL. Each equity shareholder of FIL to whom this Offer is being made, is free to offer his equity shareholding in FIL in whole or in part while accepting the Offer.

3.

Shareholders should enclose the following :

Procedure for Equity Shares held in Physical Form

Registered shareholders of FIL should enclose :

➤

Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the equity share certificate(s) and in the same order and as per the specimen signature lodged with FIL;

➤

Original Equity Share Certificate(s);

➤

Valid Share Transfer Deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with FIL and duly witnessed at the appropriate place. The Transfer Deed should be left blank, except for the signatures as mentioned above. A blank share transfer form is enclosed along with this Letter of Offer.

Unregistered owners of Equity Shares of FIL should enclose :

➤

Form of Acceptance duly completed and signed in accordance with the instructions contained therein;

➤

Original Equity Share Certificate(s);

➤

Original Broker Contract Note;

➤

Valid Share Transfer Deed(s) as received from the market. The details of buyer should be left blank failing which the same will be considered invalid under the Offer. All other requirements for valid transfer (including matching of signatures) will be preconditions for acceptance.

Procedure for Equity Shares held in Demat Form

Beneficial Owners should enclose :

➤

Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose names appear in the beneficiary account and in the same order therein.

➤

A photocopy or counterfoil of the Delivery Instructions in "off market" mode, duly acknowledged by the beneficial owners depository participant and filled as per the details of the Special Depository Account given below.

➤

Registrars to the Offer has for the purpose of this Open Offer, opened a Special Depository Account with National Securities Depository Ltd. ("NDSL") "ISRL - Escrow A/c –Fortune Infotech Ltd", whose particulars are :
DP ID Number: IN 301549; **DP Name:** HDFC BANK; **Client ID Number:** 18850685; **Depository:** National Securities Depository Ltd.
Shareholders, having their beneficiary account with CSDL, have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NDSL. Since the Equity Shares of FIL are in compulsory demat mode, the minimum marketable lot for such shares will be one.
The credit in the Special Depository Account should be received on or before August 16, 2005. In order to ensure this, Beneficial Owners should tender the Delivery Instructions at least two working days prior to date of closing of the Offer.
For each Delivery Instruction the Beneficial Owner should submit separate Form of Acceptance.

4.

Where the number of Equity Shares offered for sale by the shareholders are more than the Equity Shares agreed to be acquired by the Acquirer under this Offer, they shall, accept the offers received from the shareholders on a proportional basis, in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. Provided that acquisition of Equity Shares from a shareholder shall not be less than the minimum marketable lot or the entire holding, if it is under the marketable lot.

5.

In case of joint holdings, all the holders whose names appears on the Equity Share Certificate or in the beneficiary account must sign this Form of Acceptance in the same order in which these names appears on the register of members/ beneficial account and as per the specimen signature(s) lodged with FIL or the beneficial owner's depository participant.

6.

In case of physical Equity Shares, the enclosed transfer deed should be duly signed as transferors by all shareholders in the same order and as per specimen signatures lodged with FIL and should be duly witnessed at the appropriate place. The Transfer Deed should be left blank, excepting the signatures as mentioned above. Attestation, where required (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar Authority holding a Public Office and authorised to use the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank. PLEASE DO NOT FILL UP ANY DETAILS ON THE TRANSFER FORM. Relevant Equity Share Certificates must be annexed.

7.

The shareholders of FIL who have sent their equity shares certificates for dematerialisation should submit their form of acceptance and other documents, as applicable, along with a copy of the dematerialisation request form duly acknowledged by their DP. Shareholders of equity shares of FIL who have sent their equity shares for transfer should enclose, Form of Acceptance duly completed and signed, copy of the letter sent to FIL (for transfer of shares) and valid share transfer form(s).

8.

In case of bodies corporate, proper corporate authorization should be enclosed.

9.

All owners of Equity Shares, registered or unregistered, who own the Equity Shares of FIL, except the Acquirer, at any time prior to the date of closing of the Offer, are eligible to participate in the Offer. Unregistered owners can send their application in writing to the Registrars to the Offer, Intime Spectrum Registry Limited, at the collection centers mentioned hereunder in paragraph 13, on or before the date of closing of the Offer, i.e. August 16, 2005 on plain paper stating Name, Address, No. of Equity Shares held, No. of Equity Shares offered, Distinctive Nos., Folio No., together with the original Share Certificate(s), valid transfer deeds in case of Equity Shares held in physical form or in case of Equity Shares held in dematerialised form details of their DP Name, DP ID and Client ID alongwith photocopy or counterfoil of the delivery instructions in "Off-market" mode and the original contract note issued by the broker through whom they acquired their Equity Shares. No indemnity is required from the unregistered owners.

10.

Non-resident shareholders of FIL should also enclose a copy of the RBI permission received by them for acquiring equity shares held by them in FIL. Non Resident shareholders will be required to submit a No Objection Certificate (NOC) or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from Income Tax authorities under the Income Tax Act indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, otherwise, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders on the entire consideration amount payable to such shareholders.

11.

Shareholders of FIL, other than the Acquirer who wish to avail this Offer should forward the under mentioned documents, by hand delivery on days and during the business hours mentioned below, at any of the collection centres listed below, or by registered post to the Registrar to the Offer, **Intime Spectrum Registry Limited**, C 13, Pannalal Silk Mills Compund; LBS Marg, Bhandup (W), Mumbai 400078. Tel.: +91-022-5555 5454; Fax: +91 – 022-5555 5353 ; Email : fortuneinfo@intimespectrum.com; Contact Person: Vishwas Attavar , so as to reach the Registrar on or before August 16, 2005 (i.e. the date of closing of the Offer).

Name & Address of Collection Centres	Mode of Delivery	Contact Person	Contact No.	Fax. No.
Intime Spectrum Registry Ltd., 211 sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad – 380 009.	Mr.Hitesh Patel	Hand Delivery	079-26465179	079-26465179 (TeleFax)
Intime Spectrum Registry Ltd. 203, Davar House, Next to Central Camera, D.N.Road, Fort , Mumbai – 400 001.	Mr.Vivek Limaye	Hand Delivery	022-22694127	022-55555353
Intime Spectrum Registry Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup, Mumbai – 400 078	Mr.Vishwas Attawar	Hand Delivery/ Reg.Post	022-55555491 to 022-55555494	022-55555499
Intime Spectrum Registry Ltd., 201, Sidcup Tower, Near Marble Arch, Race Course Circle, Vadodara – 390 007	Mr.Sunil S Joshi	Hand Delivery	0265-2332474 0265-2312489	0265-2332474

The Equity Shares can be tendered at the above centres between Monday to Friday from 10.00 am to 1.00 pm and 2.00 pm to 4.00 pm. The centres will be closed on Saturdays, Sundays and any other Public Holidays.

Document should not be sent to the Acquirer or the Manager to the Offer or FIL.

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

INTIME SPECTRUM REGISTRY LIMITED
C 13, Pannalal Silk Mills Compund, LBS Marg, Bhandup (W), Mumbai 400 078.
Tel.: + 91-22-5555 5454; Fax : +91 -22- 5555 5353 ;
Email : fortuneinfo@intimespectrum.com, • **Contact Person: Vishwas Attavar**