LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

OPEN OFFER BY

Mr. Pradeep Suseela Viswambharan,
residing at E-8, Prashant, Devaswom Lane,
Kesavadasapurm, Trivandrum-695004, Kerala

To

Acquire 9,36,300 equity shares of Rs. 10/- each representing 20% of the total voting capital of Target Company at a price of Rs. 51/- (Rupees Fifty One only) per fully paid equity shares, payable in Cash.

Of

Hitech Entertainment Ltd

Registered Office: No: 4, BSEL Tech Park, Plot No: 39/5 & 39/5A, Sector 30-A, Vashi, Navi Mumbai-400 075, Maharastra
Tel. (022) 2055 0213 Fax: (022) 2527 6184

Pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof

ATTENTION:

1. The offer is not a conditional offer.
2. Approval for transfer of shares of a company registered in India by a Non-resident to a person resident in India is not required as the shares allotted to the non- residents are on non-repatriable basis vide Notification No. FERA 1/4-92-RB dated 27.04.1992 issued under section 29(1) read with section 19(1) of FERA, 1973.
3. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, can withdraw the same upto three working days prior to the date of closure of the offer i.e. Saturday, 27th May 2006.
4. If there is any upward revision in the Offer Price by the Acquirer upto seven working days prior to the date of closure i.e. upto 27th May 2006 (Saturday), the same would be informed by way of a Public Announcement in the same newspapers where the original Public Announcement had appeared. Such revision in the Offer Price would be payable for all the equity shares tendered anytime during the Offer Period.
5. If there is a Competitive Bid: The Public Offers under all the subsisting bids shall close on the same date. As the Offer Price can not be revised during 7 working days prior to the closing date of the offers /bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly
6. A copy of Public Announcement, Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal are also available on SEBI's web- site: www.sebi.gov.in

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

Issued by:	Registrar to the Offer
Manager to the Offer Khandwala Securities Limited Contact: Mr. Sameer V. Upadhyay, Vikas Building, Ground Floor, Green Street, Fort, Mumbai 400 023 Tel.: (022) 22642300 Fax: (022) 22615172 Email: hel@kslindia.com	**Sharex Dynamic (India) Pvt.Ltd,** **Contact: Mr. T. Shashi Kumar** Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Sakinaka, Andheri East, Mumbai –400 072 Tel: (022) 2851 5606 Fax: (022) 2851 2885 Email: sharexindia@vsnl.com
OFFER OPENS ON : Monday 8th May 2006	**OFFER CLOSES ON : Saturday 27th May 2006**

FOR PROCEDURE FOR ACCEPTANCE OFTHIS OPEN OFFER PLEASE REFER SECTION "10" PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OFTHE OFFER" (PAGE NOS 19)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT AND FORM OFWITHDRAWAL ARE ENCLOSEDWITHTHIS LETTER OF OFFER.

Schedule of Activities pertaining to the Offer:

ACTIVITY	DAY & DATE
Specified Date (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	Friday, 7th April 2006
Last date for Competitive Bid	Thursday, 13th April 2006
Date by which Letter of Offer to be posted to the shareholders.	Saturday, 6th May 2006
Date of Opening of the Offer	Monday, 8th May 2006
Last date for revising the offer price / Number of shares	Friday, 19th May 2006
Last date up to which shareholders may withdraw	Tuesday, 23rd May 2006
Date of Closure of the Offer	Saturday, 27th May 2006
Date by which acceptance/ rejection would be communicated and the corresponding payment for the acquired shares and/ or the unaccepted shares/ share certificates will be dispatched/ credited.	Saturday, 10th June 2006

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1. DEFINITIONS

1	Acquirer or The Acquirer	Mr. Pradeep Suseela Viswambharan
2	BSE	Bombay Stock Exchange Ltd, Mumbai
3	MSE	Mangalore Stock Exchange
4	FERA	Foreign Exchange Regulation Act
5	Form of Acceptance	Form of Acceptance cum Acknowledgement
6	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
7	Hitech/Target Company	**Hitech Entertainment Ltd referred in the document as Hitech Entertainment Ltd or Hitech.**
8	LoO or Letter of Offer	Offer Document
9	Manager to the Offer or, Merchant Banker	Khandwala Securities Ltd
10	Highest Price Paid by The Acquirer through Market Purchases	Rs.50/- (Rupees Fifty Only) per fully paid-up equity share of face value of Rs.10/- each.
11	Offer or The Offer	9,36,300 equity shares of Rs. 10/- each representing 20% of the total voting capital of Target Company at a price of Rs. 51/- (Rupees Fifty One Only) per fully paid equity share, payable in Cash.
12	Offer Price	Rs. 51/- (Rupees Fifty One Only) per fully paid equity share, payable in Cash
13	Persons eligible to participate in the Offer	Registered shareholders of Hitech Entertainment Ltd and unregistered shareholders who own the equity shares of Hitech Entertainment Ltd, any time prior to the Offer closure other than the Parties to Acquisition i.e. Acquirer & the Sellers
14	Public Announcement or "PA"	Announcement of the Open Offer by The Acquirer, which appeared in the newspapers on Thursday, 23rd March 2006.
15	RBI	Reserve Bank of India
16	Registrar or Registrar to the Offer	**Sharex Dynamics (India) Pvt. Ltd.**
17	SEBI	Securities and Exchange Board of India

18	SEBI (SAST) Regulations, 1997/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
19	SEBI Act	Securities and Exchange Board of India Act, 1992
20	Sellers	The Shareholders of Hitech Entertainment Ltd excluding the Acquirer who participates in open offer.
21	Specified Date	Friday 7th April 2006

2. RISK FACTORS

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

2.2 Association of the Company with the Acquirer does not warrant any assurance with respect to the future financial performance of the Company or any of its subsidiaries.

2.3 The Acquirer makes no assurance with respect to the market price of the shares both during an offer period and upon completion of the offer, and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the offer.

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of HITECH or any other related matters, and are neither exhaustive not intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of HITECH are advised to consult their stockbrokers or investment consultants, if any for further risk with respect to their participation in the offer.

3. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANYWAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI.THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF HITECH ENTERTAINMENT LIMITED TO TAKE AN INFORMED DECISION WITH REGARDTOTHE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OFTHE ACQUIRER, PERSONS ACTING IN CONCERT OR THE COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, KHANDWALA SECURITIES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 07.04.2006 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FORTHE PURPOSE OFTHE OFFER.

4. DETAILS OF THE OFFER

4.1 Background of the Offer

4.1.1 The offer is being made under Regulation 10 read with Regulation 12 and as a result of this offer, the Acquirer will have substantial acquisition of shares or voting rights accompanied with complete change in control and management of "Hitech Entertainment Limited". This offer (the "Offer") is being made by **Mr. Pradeep Suseela Viswambharan** (hereinafter referred to as Acquirer/Acquirer) for the purpose of this open offer; no other person is acting in concert with the Acquirer for the Offer

4.1.2 The Acquirer through market purchases have acquired on 16th March 2006, 6,13,000 shares and further acquired on 20th March 2006 5,50,526 shares totaling to 11,63,526 shares representing 24.85% of the total paid up equity share capital of "Hitech Entertainment Limited" from among the promoters of HITECH, namely, M/s. Contact Consultancy Services Pvt. Ltd. and M/s. Total Network Solutions Ltd, Mumbai (Collectively referred to as the **Sellers**), at a price of Rs 50/- (Rupees Fifty Only) per fully paid up equity shares bought through Market. The same has been disclosed by him to the company, as per the provisions of Regulation 7(1) of SEBI (SAST) Regulation, on 17th March 2006 and 21st March 2006 respectively. On the same day as per the provisions of Regulation 7(3) of SEBI (SAST) Regulation, company has informed to exchange i.e. on 17th March 2006 and 21st March 2006 respectively The total consideration for the shares acquired under the said market purchase amounted to Rs. 5,81,76,300/- (Rupees Five Crore Eighty One Lakhs Seventy Six Thousand Three Hundred Only). The Acquirer will not exercise the voting rights on shares acquired through market purchases and will do so only up on completion of the open offer formalities.

4.1.3 **The important features of the Acquisition are laid down as under:**

The obligation of the Acquirer to purchase shall be conditional upon the satisfaction of the following condition(s):

a) Completion of the financial, legal and technical due diligence of the Target Company and the findings of the same being to the full and complete satisfaction of the Acquirer

b) The Acquirer undertakes and covenants to take all steps and actions as may be necessary for compliance with the provisions of the Takeover Code. The Promoters agree to provide the Acquirer with all necessary support, for complying with the provisions of the Takeover Code relating to public offers as are applicable to the transaction envisaged herein.

c) On completion, by the Acquirer, of the obligations relating to the public offer under the Takeover Code, as certified by Khandwala Securities Limited, the manager to the offer appointed for such public offer in accordance with the Takeover Code, the parties shall ensure that the Board of Directors of the target company shall pass effective resolutions for recording the transfer of shares of the target company to the Acquirer and appointment of the persons nominated by the Acquirer on the Board of Directors of the target company.

4.1.4 Neither the Acquirer, Sellers nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

4.1.5 Acquirer has not acquired any equity shares of the Target Company after the date of Public Announcement till the date of Letter of Offer.

4.1.6 There may be a change in the composition of the Board of Directors of the Target Company in course of normal business.

4.2 Details of the proposed offer

4.2.1 The Acquirer has made a Public Announcement, which was published on Monday, 23rd March 2006 in the following newspapers in accordance with the Regulation 15 and pursuant to Regulation 10 and 12 of SEBI (SAST) Regulations, 1997

Publication	Editions
The Free Press Journal (English)	All Editions
Pratah Kaal (Hindi)	All Editions
Navasakthi (Marathi)	All Editions

The Public Announcement is also available on the SEBI website at www.sebi.gov.in

4.2.2 The Acquirer is making an offer under the SEBI (SAST) Regulations, 1997 to acquire 9,36,300 equity shares of Rs. 10/- each fully paid up representing 20% of the voting capital of "HITECH" at a price of Rs. 51/- (Rupees Fifty One Only) per fully paid up equity share ("Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter. The Offer is not subject to any minimum level of acceptances from shareholders.

4.2.3 There are no partly paid up shares in “Hitech Entertainment Limited ".

4.2.4 The Offer is not subject to any minimum level of acceptances from the shareholders. The Acquirer will accept the equity shares of HITECH those are tendered in valid form in terms of this offer up to maximum of 9,36,300 equity shares.

4.2.5 Apart from the 11,63,526 equity shares constituting 24.85% of the total issued, subscribed, paid-up and voting share capital from the sellers through market purchases, the Acquirer has not acquired any equity share in the Target Company since the date of Public Announcement i.e. 23rd March 2006 up to the date of Letter of Offer. As per the requirement of Regulation, Acquirer will not The Acquirer will not subscribe any further equity shares of Target Company from the secondary market or by way of agreement, from the date of Public Announcement till the completion of open offer and will not exercise voting rights from the shares acquired by him from secondary market, till completion of open offer procedure and filing of report to SEBI.

4.3 Object of the acquisition/offer

4.3.1 Hitech is an Entertainment, Communications and Software Company. The company to strengthen its revenue model has embarked on acquisitions in the space of Software, Software Products and Business Process Outsourcing Services. To strengthen the operational supervision and scale up the business, Hitherto, The Board of Directors of Hitech have identified Mr. Pradeep Suseela Viswambharan and took him as an additional director on the board and expressed the need for scaling up of operational revenues with more business growth for maximization of shareholders wealth and further, the Board of Directors of Hitech proposed to Mr. Pradeep Suseela to consider for functioning as a whole time director, overseeing the management and operations of the company. Mr. Pradeep Suseela Viswambharan is an Engineering Graduate from University of Kerala and also a Master’s in Business Management from TAPMI, Manipal. Mr. Pradeep Suseela has more than 16 years of experience in Software Services, Business Process Outsourcing Services and Software Products. He is one of the pioneers, who propagated the Healthcare BPO potential in India through leading Software Platforms like NASSCOM and lead several delegations to USA and UK.

4.3.2 Mr. Pradeep Suseela Viswambharan has expressed the need for professional independent management and for his dedicated participation in the company growth process, the promoters of Hitech voluntarily expressed their interest to sell their holdings upto 24.85% and accordingly through market purchases Mr. Pradeep Suseela Viswambharan has acquired 24.85% from the existing promoter group companies, thus triggered the takeover code of SEBI. The Acquirer is interested in taking over the management and control of HITECH Thus substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for the acquisition. Hitech.

4.3.3 The Offer to the Public shareholders of HITECH is for the purpose of acquiring 20% of the total voting capital/rights of HITECH. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Targe t Company.

5. BACKGROUND OF THE ACQUIRER

5.1 The Open Offer is being made by **Mr. Pradeep Suseela Viswambharan,** Aged 36 years, residing at E-8, Prashant, Devaswom Lane, Kesavadasapurm, Trivandrum-695004, Kerala. There are no other Acquirer or other entities / persons who are or can be deemed to be persons acting in concert for the purpose of this offer.

5.2 The Acquirer Mr. Pradeep Suseela Viswambharan is an individual acquirer and do not belong to any group and is not related to Promoters of HITECH.

5.3 Salient features of the agreement entered between them with regard to the acquisition of shares.

5.3.1 The Acquirer through market purchases have acquired on 16th March 2006, 6,13,000 shares and further acquired on 20th March 2006 5,50,526 shares totaling to 11,63,526 shares representing 24.85% of the total paid up equity share capital of "Hitech Entertainment Limited" from among the promoters of HITECH, namely, M/s. Contact Consultancy Services Pvt. Ltd. and M/s. Total Netwrok Solutions Ltd, Mumbai (Collectively referred to as the **Sellers**). Consideration being purchase price of Rs 50/- (Rupees Fifty Only) per fully paid up equity shares bought through Market.

5.3.2 The total consideration for the shares acquired under the said market purchase amounted to Rs. 5,81,76.300/- (Rupees Five Crore Eighty One Lakhs Seventy Six Thousand Three Hundred Only).

5.3.3 That the Acquirer shall comply with all the requirements of SEBI (SAST) Regulations.

5.3.4 That in case of non-compliance of any provisions of the SEBI (SAST) Regulations, the agreement shall not be acted upon by the Seller or the Acquirer.

5.3.5 The Seller hereby agree that between the date of signing of the agreement (i.e. 20th March 2006) and the Date of Closure, the Seller/Promoters:

5.3.5.1 Shall operate the Target Company only in the ordinary course of business and shall not execute, enter into or operate any unusual or large transactions. If any decision is to be taken in the interest of the Target Company, the same shall be taken in consultation with the Acquirer.

5.3.5.2 Shall not change any of the Target Company's banking arrangements.

5.3.6 Notwithstanding anything contained hereinabove, the obligations of the Acquirer under the Public Offer shall remain as per the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 as amended upto date.

5.4 Principal areas of business and relevant experience: -

5.4.1 Mr. Pradep Suseela Viswambharan is an Engineering Graduate from University of Kerala and also a Master's in Business Management from TAPMI, Manipal. Mr.Pradeep Suseela has more than 16 years of experience in Software Services, Business Process Outsourcing Services and Software Products. He is one of the pioneers, who propagated the Healthcare BPO potential in India through leading Software Platforms like NASSCOM and lead several delegations to USA and UK.

5.4.2 Acquirer is specialised in the process industry with expertise in Distributed Control Systems; Programmable Logical Controller based Process Integration etc. While he worked with

Hindustan Organic Chemical Limited (HOCL), he was instrumental in bringing the quality drive in the organization, which eventually materialized as ISO 9001 certification. As a specialist in process optimization, he was in charge of design & implementation of revamping project for cryogenic distillation techniques.

5.4.3 Acquirer has undertaken several organizational studies and Management projects in companies like MICO BOSCH Bangalore, Coats Viyella (India) Ltd., Bangalore, TI Cycles Madras, Home TV etc. After his engineering he started his career with Hindustan Organic Chemicals Ltd., a public sector undertaking and after five years of service he pursued entrepreneurial skills in Software Services, Software Business Process Outsourcing Services and Products.

5.5 The Net worth of Mr. Pradeep Suseela Viswambharan, as on 22nd March 2006, i.e. post acquisition of shares from secondary market, stands at Rs. 5,15,80,000/- (Rs. Five Crore Fifteen Lakhs Eighty Thousand Only) post acquisition through market purchase. Pre acquisition through market purchase net worth of Mr. Pradeep was Rs. 10,97,56,300/- (Rupees Ten crores Ninety Seven Thousand Fifty Six Thousand Three Hundred only). The Net wroth workings are certified by Mr. Dilip Jagad (Membership No: 40844) Proprietor of Jagad & Co, Chartered Accountants, having their office at 1/61, Parijat, Mahavir Nagar, Kandivili (West), Mumbai-400067 (Telephone No: 022-32525298) vide their certificate dated March 22, 2006.

5.6 The provisions of Chapter II of the Regulations were not applicable to the acquirer as he was not Shareholder of Target Company prior to acquisition of 6,13,000 shares on 16th March 2006 and further acquired on 20th March 2006, 5,50,526 shares totaling to 11,63,526 shares. The equity shares purchased through market purchase has been disclosed by him to the company, as per the provisions of Regulation 7(1) of SEBI (SAST) Regulation, on 17th March 2006 and 21st March 2006 respectively. On the same day as per the provisions of Regulation 7(3) of SEBI (SAST) Regulation, company has informed to exchange i.e. on 17th March 2006 and 21st March 2006 respectively. However, after the completion of the Open Offer the same shall be applicable to them and they shall have to comply with them within the prescribed time limit.

5.7 Acquirer is not appointed as full time director in any Company.

5.8 The Acquirer has not promoted any other company.

5.9 Acquirer is a Director in Hitech Entertainment Limited w.e.f 28th February 2006.

5.10 There are no Prior acquisitions to this open offer by the Acquirer or any other entity in Target Company.

5.11 No action has been taken by SEBI under section 11B or under any of the Regulations made under the SEBI Act, 1992 against the Acquirer and disclosure in this regard have been made.

6. DISCLOSURE IN TERMS OF REGULATION 16 (IX)

6.1 The Acquirer is interested in taking over the management and control of HITECH. Thus substantial acquisition of shares and voting rights accompanied with proposed change in control and management is the reason and rationale for the acquisition.

6.2 The present Promoters of Hitech, hitherto inducted Mr. Pradeep Suseela Viswambharan, an Information Technology / Information Technology Enabled Services expert on their Board and requested him to oversee the company's acquisition plans in Software, Software Products and Business Process Outsourcing Services as a business strategy going forward and voluntarily expressed their intention to sell their holdings to the extent of 24.85% in Hitech to Acquirer expressing that such stake acquisitions by Pradeep Suseela Viswamabharan will enable the business prosper further in the best interests of the residual holdings of the promoters and the public share holders at large.

6.3 The present Promoters of HITECH further voluntarily expressed their intentions to hand over the control and management subject to necessary compliances of SEBI through takeover code as the presence of Mr. Pradeep Suseela with his vast experience in Software Industry will help the company in maximizing the shareholders wealth.

6.4 The Acquirer by virtue of their managerial and administrative expertise intend to expand further into the software services, software products and business process outsourcing services in large scale by taking management control through acquisition of shares of Target Company.

6.5 The Acquirer has not promoted any other company.

6.6 The Acquirer do not have any intention to dispose of or otherwise encumber any assets of the Company in the next two years from the date of the closure of the offer, except in the ordinary course of business with the prior approval of the shareholder of the Company.

7. DELISTING OPTION TO THE ACQUIRER

7.1 Pursuant to this offer the public shareholding will not be reduced to a level below the limit specified in the Listing Agreement with the stock exchanges for the purpose of listing on continuous basis as a consequence of this offer.

8. BACKGROUND OF HITECH ENTERTAINMENT LIMITED

8.1 Hitech Entertainment Limited is a Public Limited Company having its Registered Office at No:4, BSEL Tech Park, Plot No: 39/5 & 39/5A, Sector 30-A, Vashi, Navi Mumbai-400 075, Maharastra.

8.1.1 The Company was originally incorporated on 12/08/1991 with the name M/s.Highway Resorts Pvt. Ltd and the company was converted into public limited company w.e.f 25/10/1994. The name of the company was subsequently changed to Hitech Entertainment Limited on 16/12/1999. To suit its diversification plans and acquisition plans the Board of Directors of the company has resolved to change the company's name to M/s. Accentia Technologies Limited, and ROC approval for the name availability has been obtained on 09/03/2006, and the same was kept for the approval of shareholders in the EGM which was held on 28th March 2006 and the EGM has approved the name change.

8.1.2 The Authorized Share Capital of the Company as on the date is Rs. 20,00,00,000 divided in to 2,00,00,000 equity shares of Rs. 10/- each . The issued, subscribed and paid up share capital is Rs. 4,68,15,000/- comprising 46,81,500 fully paid-up equity shares of Rs. 10/- each.

8.1.3 The total income of the Company for the 12 months ended on 31st March 2005 was Rs. 214.23 Lakhs and a profit after tax of Rs. 204.49 Lakhs. The net worth of the Company was Rs. 660.42 Lakhs. Whereas the total income for the 9 months ended 31st December 2005 was at Rs. 504.24 lakhs and PAT of Rs. 495.32 lakhs. The book value per share as on 31st March 2005 was Rs. 14.11 and Rs. 24.69/- for the 9 months ending 31st December 2005. The earning per share for 2004-05 stood at Rs. 4.37 and for 9 months period ended the EPS was at Rs. 10.58 and return on net worth stood at 43% for 9 months period ending 31st December 2005. The 9 months unaudited financials are certified by their auditor.

8.2 The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and Mangalore Stock Exchange (MSE). Company has initiated process of delisting from Mangalore Stock Exchange for which approval is awaited. No trading has taken place during 26 weeks prior to date of PA in MSE. As per details available volume traded on the exchange is quite frequent **The shares have never been suspended.** The Company is complying with the requirements of the Listing Agreement entered with BSE & MSE. No Punitive action has been initiated against the target Company.

8.3 The present capital structure of HITECH is as under: -

Paid-up equity shares of HITECH	**No. of Equity Shares/ Voting Rights**	**% of shares/ Voting Rights**
Fully paid-up equity shares	46,81,500	100%
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	46,81,500	100%
Total Voting Rights in HITECH	**46,81,500**	**100%**

8.4 At present, HITECH has been engaged business of Entertainment and Communication Technology, outsourcing services, software, exports and imports

8.5 The current capital structure of HITECH has been build up since inception as under: -

Date of Allotment	Face Value (Rs)	Issue Price (Rs)	No. of Shares	Cumulative No. of Shares	Nature of Allotment	Consideration
12/8/91	10	10	400	400	Subscription to Memorandum	Cash
1/10/93	10	10	300	700	Further Issue to Promoters	Cash
25/3/94	10	10	99300	100000	Further Issue to Promoters	Cash
28/9/94	10	10	686900	786900	Further Issue to Promoters	Cash
29/11/94	10	10	1554300	2341200	Further Issue to Promoters	Cash
26/3/96	10	10	163800	2505000	Further Issue to Promoters	Cash
26/3/96	10	10	1252500	3757500	Further Issue to Promoters	Cash
27/6/96	10	10	1252500	5010000	Public Issue	Cash
Total				4681500*		
*3,28,500 Equity Shares were forfeited on 29/01/2000 due to non payment of allotment money						

8.6 The Acquirer has acquired 11,63,526 number of equity shares of the Target Company during the 12 months period prior to the date of Letter of offer.

8.7 There are no outstanding convertible instruments like warrants, FCDs or PCDs etc. in HITECH.

8.8 Based on the information available, there were few delays in compliance of provisions of chapter II of the regulations and of the requirements of listing agreement by the target company, sellers, promoters and other major shareholders of HITECH. No stock exchange has initiated any punitive action against the company. The information regarding compliance of provisions of chapter II is enclosed as annexure I. As detailed in the Annexure, there was a delay of around 19 days in compliance with the regulation 6(2) & 6(4) during the year 1997. The target company is of the opinion that, since the Company was not in a position to employ full time Company Secretary, compliance in regulation 8(2) & 8(3) of SAST Regulation was minimal delay during the year 1998 and 1999. Since the significant delay has taken place in compliance with chapter II, SEBI may initiate punitive / appropriate action for the said non-compliance.

8.9 The composition of the Board of Directors of HITECH as on the date of this letter of offer is as under:-

Sl. No.	Name	Age	Designation	Qualification and Experience in no. of years	Address	Date of Appointment
1	Mr. Kirit Kanakiya	48	Chairman & Non Executive Director	Qualification : C.A / 20 years of experience in software, marketing, office & administrative, and trading.	**Block No: 14, Rohini, Plot No: 178, Behind Rupam Talkies, Sion East, Mumbai-400 022.**	**01/04/1997**
2	Ms. Pooja Tyagi	28	Director	5 years of experience in Office Administration	**E-821, Maruthi Paradise, 8th Floor, Section No:14, CBD Belapur West, Navi Mumbai-400 614.**	**20/09/2005**
3	Mr. Pradeep Suseela Viswambharan	36	Director	Qualification: B.Tech, M.B.A /16 years of experience in Software Services, Products and Business Process Outsourcing Services.	E-8, Prashant, Devaswom Lane, Kesavadasapuram Trivandrum-695004. Kerala	**28/02/06**
4	Dr. Vivek Hebbar	37	Director	Qualification: M.B.B.S, M.D, AFIH, DHA /10 years of experience in MANAGEMENT OF OPD & ICU, in reputed Hospitals	A 703, GURUDEV APTS, CHEMBUR NAKA, CHEMBUR, MUMBAI – 400071. INDIA.	**28/02/06**
5	Mr. C.K. Sooraj	32	Director	Qualification: B.E, M.B.A and above 10 years of experience in the operations of Business Process Outsourcing Services	TC 3/1548, MI Nagar, 4th Lane, Thiruvananthapuram.	**22/03/06**

As on date out of total board strength Mr. Pradeep Suseela Viswambharan is the acquirer under this offer.

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

8.11 The audited financial information of HITECH is as under:

Profit and loss Statement (Rs. In Lakhs)	**Year ended 31.03.2003 Audited**	**Year ended 31.03.2004 Audited**	**Year ended 31.03.2005 Audited**	**9 months Ended Upto 31.12.2005**
Operating Income	0.00	5.08	3.44	18.03
Other Income	0.39	0.51	210.79	486.21*
Total Income	0.39	5.59	214.23	504.24
Total Expenditure	5.66	3.93	6.30	5.09
Profit before Depreciation, Tax and Provisions	**-5.27**	**1.66**	**207.93**	**499.15**
Depreciation	5.36	4.96	5.03	3.83
Profit before Tax	-10.63	-3.29	202.91	495.32
Add. Profit on Sale of Office Premises	0.00	11.14	0.00	0.00
Tax and Provisions	0.00	1.50	-1.58	0.00
Prior Period Items	-0.05	1.26	0.00	
Profit After Tax	**-10.58**	**5.08**	**204.49**	**495.32**

Balance Sheet Statement (Rs. In Lakhs)	**Year ended 31.03.2003 Audited**	**Year ended 31.03.2004 Audited**	**Year ended 31.03.2005 Audited**	**9 months Ended Upto 31.12.2005**
Sources of Funds				
Paid up Share Capital	468.15	468.15	468.15	468.15
Reserves and Surplus	65.69	70.77	192.27	687.59
Secured Loans	0.00	0.00	0.00	0.00
Unsecured Loans	0.00	0.00	0.00	0.00
Current Liabilities	2.87	2.28	7.07	5.00
Total	536.71	541.20	667.50	1160.74
Uses of Funds				
Net Fixed Assets	146.48	121.80	117.75	117.71
Investments	69.42	69.42	21.53	1.53
Current Assets	313.70	344.02	523.40	1037.75
Miscellaneous Assets not written off	7.11	5.96	4.81	3.75
P&L Account Debit Balance	0.00	0.00	0.00	0.00
Total	536.71	541.20	667.50	1160.74

Other Financial Data	**Year ended 31.03.2003 Audited**	**Year ended 31.03.2004 Audited**	**Year ended 31.03.2005 Audited**	**9 months Ended Upto 31.12.2005 Unaudited**
Net Worth (In Lacs)	533.84	538.92	660.42	1155.74
Dividend (%)	NIL	NIL	NIL	10%
Earning Per Share (in Rs.)	NIL	0.11	4.37	*10.58
Return on Net worth (%)	-1.98%	0.94%	30.96%	42.86%
Book Value Per Share (in Rs.)	11.40	11.51	14.11	24.69

(* for 9 months period, duly certified by Statutory Auditor.)

Dividend (%)	= (Dividend Paid/Face Value of Equity shares issued)*100
Earning Per Share	= Profit After Tax / No. of Equity Shares issued
Return on Net worth (%)	= (Profit After Tax / Net worth)*100
Book Value Per Share	= Net worth / No. of Equity shares issued

Financial Analysis:-

The company for the period between March 31st 2003 and 2005 has shown a tremendous transformation in its revenue increase. The total income of the company has increased from Rs.5.59 lakhs in the year 2003-04 to Rs. 214.23 lakhs for the corresponding year 2004-05. The nine months period ending on 31st March 2005 was proved to be a good time for the company from its total income perspective as the company could post a revenue of Rs. 504.24 lakhs. Total revenue includes other income of Rs. 486.21 which has occurred on sale of investment of the Company. Unaudited financial for the nine months ended 31st December 2005 are certified by Statutory Auditor of the Company. Of the total income, the operating income constitutes a small percentage and other income occupies a significant percentage, thus stressing the need for strengthening the core activities of the company.

The net worth of the company has seen a good rise with the accumulation of Reserves and Surpluses. Reserves & Surpluses went up from Rs. 65.69 lakhs in 2002-03 to Rs. 192.27 lakhs in 2004-05 and a further addition took up the reserves for the 9 months period ending on December 31st, 2005 to Rs. 687.59 lakhs.

During the year 2005-06, the company has declared an interim dividend of 10% and posted Return on Net wroth for the 9 months period at 42.86%. The Book value per share of the company based on 9 months provisional numbers stands at Rs. 24.69.

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

Sr No.	Shareholder Category	Shareholding & Voting rights prior to the Acquisition and Offer		Shares/voting rights acquired Which triggered off the Regulations		Shares/Voting rights to be acquired in the open offer (assuming full acceptance)			Shareholding/voting Rights After the Acquisition and Offer
		(A)		(B)		(C)			(D)
1	PROMOTER GROUP								
(a)	Parties to the Agreement (through market sales)	2614053	55.84%	NA	NA	NA	NA	2063527*	44.08%*
(b)	Promoters other than (a) above	NA	NA	NA	NA	NA	NA	NA	NA
	Total 1(a+b)	2614053	55.84%	NA	NA	NA	NA	2063527*	44.08%*
2	ACQUIRER								
(a)	Mr. Pradeep Suseela Viswambharan	613000	13.09%	550526	11.76%	936300	20%	2099826	44.85%
(b)	PAC's	NA	NA	NA	NA	NA	NA	NA	NA
	Total 2(a+b)	613000	13.09%	550526	11.76%	936300	20%	2099826	44.85%
3	Parties to the Agreement other than (1) (a) & (2)	NA	NA	NA	NA	NA	NA	NA	NA
4	Public (Other than parties to agreement, Acquirer & PAC's								
(a)	FIs/MFs/FIIs/Banks, SFI etc	137510	2.94%	NA	NA	NA	NA	137510	2.94%
(b)	Others	1316937	28.13%	NA	NA	NA	NA	380637 *	8.13%*
	Total 4 (a+b)	1454447	31.07%	NA	NA	NA	NA	518147	11.07%
	Grand Total (1+2+3+4)	4681500	100%	550526	11.76%	936300	20.00%	4681500	100%

* 2063527 shares, constituting 44.08% of the paid up capital of the company, shown presently forms part of promoters group, however on completion of open offer management control will change and hence the present holder of this shares will form part of others in Non-promoter shareholding. Hence, post offer non-promoter holding will be 55.15%.

Note: The data within bracket and '–ve' indicates sale of equity shares.

8.16 The approximate number of shareholders in HITECH in public category is 580.

8.17 The company has complied with the conditions / requirement of corporate governance.

8.18 The name and contact details of the compliance officer are as under:- Name of the Compliance Officer: Dr. Vivek Hebbar, Contact Address: No:4, BSEL Tech Park, Plot No: 39/5 & 39/5A, Sector 30-A, Vashi, Navi Mumbai-400 075, Maharastra. (Contact Telephone No: 022-2055 0213)

8.19 There is no litigation initiated by and against the company.

8.20 There is no competitive bid on the date of letter of Offer.

9. OFFER PRICE AND FINANCIAL ARRANGEMENTS

The Offer Price Rs. 51/-

9.1 The Offer Price

9.1.1 The Equity Shares of Hitech are listed on the Bombay Stock Exchange Limited ("BSE") and Mangalore Stock Exchange, However the company has applied for delisting from Mangalore Stock Exchange for which the confirmation is awaited.

9.1.2 The annualized trading turnover in the shares of Hitech on BSE based on trading volume during September 2005 to March 2006 (six calendar months preceding the date of PA is made) is as given below:

Stock Exchange	Total No. of Shares traded during 6 calendar months preceding the month in which the PA is made	Total No. of Listed Shares	Annualized Trading Turnover (as % of Total Shares Listed)
BSE	**1092284**	**4681500**	**46.66%**
Mangalore	*NIL	4681500	*NIL
*The company has applied for delisting from Mangalore Stock Exchange			

(Source: www.bseindia.com)

9.1.3 The average of the weekly high and low of the closing prices of the shares of the target company as quoted on the stock exchange where the shares of the company are most frequently traded during the twenty six weeks or the average of the daily high and low prices of the shares as quoted on the stock exchange where the shares of the company are most frequently traded during the two weeks preceding the date of public announcement, whichever is higher referred to in clause (c) of sub-regulation (4) of regulation 20.

26 weeks weekly high/ low

Sr. No.	Date	High	Low	Avg	Volume
1	24-Mar-06	51.50	49.95	50.73	**1226396**
2	14-Mar-06	51.00	50.00	50.50	**138387**
3	08-Mar-06	51.30	49.80	50.55	**459821**
4	08-Mar-06	47.75	34.50	41.13	**11295**
5	22-Feb-06	35.80	30.20	33.00	**34060**
6	15-Feb-06	38.75	37.25	38.00	**69533**
7	08-Feb-06	44.60	40.00	42.30	**81050**
8	01-Feb-06	45.60	43.65	44.63	**48866**
9	25-Jan-06	48.60	45.20	46.90	**11142**
10	18-Jan-06	50.20	49.50	49.85	**24943**
11	10-Jan-06	52.00	50.00	51.00	**46281**
12	04-Jan-06	52.20	49.90	51.05	**53659**
13	28-Dec-05	50.00	49.00	49.50	**33490**
14	21-Dec-05	51.95	48.90	50.43	**27890**
15	14-Dec-05	50.25	47.90	49.08	**19580**
16	07-Dec-05	49.30	45.00	47.15	**10196**
17	30-Nov-05	51.00	47.95	49.48	**10375**

Sr. No.	Date	High	Low	Avg	Volume
18	23-Nov-05	56.15	52.50	54.33	**14345**
19	16-Nov-05	57.65	55.90	56.78	**19715**
20	09-Nov-05	57.50	56.05	56.78	**11180**
21	02-Nov-05	54.85	47.30	51.08	**9375**
22	26-Oct-05	45.65	43.50	44.58	**10070**
23	19-Oct-05	48.65	45.35	47.00	**15680**
24	11-Oct-05	53.15	48.50	50.83	**12172**
25	05-Oct-05	51.45	46.75	49.10	**99370**
26	28-Sep-05	62.80	53.95	58.38	**59611**
	Average Price			**48.62**	

Two weeks daily high/ low

Day	Date	High	Low	Avg	Volume
1	21-Mar-06	51.5	50.25	50.88	19400
2	20-Mar-06	51.8	49.75	50.78	562165
3	17-Mar-06	51	50	50.5	16602
4	16-Mar-06	53.55	50	51.78	628229
5	14-Mar-06	51	50.4	50.7	7411
6	13-Mar-06	52.6	49.7	51.15	30515
7	10-Mar-06	51.8	50	50.9	40550
8	09-Mar-06	52	49.95	50.98	59911
	Average Price			**50.25**	

9.1.4 The Equity Shares of Hitech are frequently traded on BSE and infrequently traded on MSE within the meaning of explanation (i) to regulation 20(5) of the Regulations.

9.1.5 In accordance with regulations 20(4) and 20(5) of the Regulations, the Offer Price of Rs.51/- per share is higher than any of the following:

a	Negotiated Price under the agreement for acquisition of share or voting rights or deciding to acquire shares or voting rights	Not applicable
b	Highest Price paid by the Acquirer/PAC for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to (March 23, 2006) (i.e. the date of Public Announcement)	Rs.50/-
c	The highest of the average of the weekly high and low of the closing prices for the equity shares of Hitech for the 26 week period is 48.62 and the average of the daily high and low prices of the equity shares during the 2 weeks preceding the date of public announcement is 50.25	Rs. 50.25 Rounded Off to Rs. 51/-
d	Other Parameters based on the audited accounts of Hitech for nine months ended 31/12/05	
	Return on Net worth (%)	43%
	Book Value Per Share (Rs)	24.51
	Earnings Per Share (Rs.) Annualized	7.93
	Price/Earnings Ratio	6.42

9.1.6 The Company is operating in the Industry segment of “Entertainment, Communications, Media and Software”. On the basis of comparable companies in the industry, the average comparable industry PE is working out to be 8.08. (Source: Capital Market Ole, Online, Sector: Entertainment / Communications & Media Software)

9.1.7 The Industry PE is not strictly comparable as the Industry segment covered by the Capital Market Ole consists of companies, which have varied and different businesses compared to Hitech and also vary widely in terms of financial parameters with Hitech.

9.1.8 Justification of Offer Price:

a) Based on above information, the equity shares of the Company are deemed to be traded frequently on BSE and the average of the weekly high and low of the closing prices for the 26 weeks period is found to be Rs. 48.62/- share and based on the average daily high and low prices of the equity shares during the 2 weeks preceding is found to be Rs. 50.25/-share (Rounded Off to Rs.51/-share).

b) The Offer Price is determined in accordance with the requirement of Regula tion 20(5) of the Regulations.

9.1.9 The Share Price of Rs.51/- per fully paid up equity share of Hitech is justified in terms of Regulation 20 (5) of the Takeover Regulations since the same has been determined after considering the fact that the proposed Open Offer is justified in terms of regulations 20(4) and 20(5) of the Regulations.

9.1.10 The above workings are certified by Mr. Dilip Jagad (Membership No: 40844) Proprietor of Jagad & Co, Chartered Accountants, having their office at 1/61. Parijat, Mahavir Nagar, Kandivili (West), Mumbai-400 067 (Telephone No: 022-32525298) vide their certificate dated March 22, 2006.

9.1.11 Based on the above information, in the opinion of the Manager to the Offer, the Offer Price is Rs. 51/- per share is being justified in terms of Regulation 20 (5) of the Takeover Regulations of the SEBI (SAST) Regulations, 1997 is justified.

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

9.2 **Financial Arrangements**

9.2.1 Acquirer have adequate and firm financial arrangements in terms of Regulation 16(xiv) out of their business income, investments, personal savings and other assets to fulfill the obligations under the open offer. No borrowings from Bank/ Financial Institution are being made for the purpose. The funds to be utilized shall be domestic and not any foreign funds.

9.2.2 The Net worth of Mr.Pradeep Suseela Viswambharan, as on 22nd March 2006, i.e. post acquisition of shares from secondary market stands at Rs. 5,15,80,000/- (Rs.Five Crore Fifteen Lakhs Eighty Thousand Only). The Net wroth workings are certified by Mr. Dilip Jagad (Membership No: 40844) Proprietor of Jagad & Co, Chartered Accountants, having their office at 1/61. Parijat, Mahavir Nagar, Kandivili (West), Mumbai-400 067 (Telephone No: 022-32525298) vide their certificate dated March 22, 2006.

9.2.3 The maximum purchase consideration payable by Acquirer in case of full acceptance of offer i.e. 9,36,300 equity shares of Rs. 10/-- at a price of Rs.51/- per equity share aggregating to Rs.4,77,51,300/- (Four Corer Seventy Seven Lacks Fifty-One Thousand and Three Hundred only) (the "Offer Price") payable in cash subject to the terms and conditions mentioned hereinafter.

9.2.4 The total fund requirements for the acquisition of 9,36,300 equity shares/voting capital of "HITECH" at Rs. 51/- per share is Rs. 4,77,51,300/- (Rupees Four Crore Seventy Seven Lakhs Fifty One Thousand Three Hundred Only). In accordance with Regulation 28 of the SEBI (SAST) Regulations, 1997.. In accordance with Regulation 28 of the SEBI (SAST) Regulations, 1997 the Acquirer has made arrangements for an Escrow Account and has deposited an amount of Rs. 1,20,00,000/- (Rupees Thirty Five Lakhs Seventy Five Thousand Only) (being more than 25 % of the consideration) with UTI Bank Ltd., Chembur Branch, Mumbai-400 071 payable to shareholders under the offer.

9.2.5 The Acquirer, from their internal sources, has sufficient means to fulfill the obligations under the offer to complete the offer in accordance with the SEBI (SAST) Regulations, 1997 to acquire the shares under offer

9.2.6 The Manager to the Offer has been duly authorized by the Acquirer vide his letter dated 22nd March 2006 to realize the value of escrow account in terms of the Regulation.

9.2.7 The above working is certified by Mr. Dilip Jagad (Membership No: 40844) Proprietor of Jagad & Co, Chartered Accountants, having their office at 1/61. Parijat, Mahavir Nagar, Kandivili (West), Mumbai-400 067 (Telephone No: 022-32525298) vide their certificate dated March 22, 2006, that sufficient resources are available with the Acquirer to fulfill its obligations under the Offer.

9.2.8 Manager to the Offer is satisfied that firm arrangement through verifiable means are in place and the Acquirer have adequate financial resources to meet the obligation under the offer.

9.2.9 The Acquirer has empowered Khandwala Securities Limited, Manager to the Offer to operate and realize the value of the Escrow Account in terms of SEBI (SAST) Regulations, 1997.

9.2.10 In terms of Regulation 28(13), in case of non-fulfillment of obligations by the Acquirer, the Manager to the Offer shall ensure realisation of escrow amount by way of foreclosure of deposit of money in the Escrow Account.

9.2.11 The Manager to the Offer has satisfied itself about the Acquirer's ability to implement the offer in accordance with the SEBI (SAST) Regulations, 1997.

10. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

10.1 Procedure for accepting the offer by eligible persons shall be mentioned indicating:

Name and Address of the entities Registrar to whom the shares should be sent	Working days and Timing	Mode of Delivery
Registrar to the Offer **Sharex Dynamic (India) Pvt.Ltd,** **Contact: Mr. T. Shashi Kumar** Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Sakinaka, Andheri East, Mumbai – 400 072 Tel: (022) 2851 5606 Fax: (022) 2851 2885 Email: sharexindia@vsnl.com	Monday to Saturday 11.00 a.m. to 5.00 p.m. (excluding Sunday and Bank Holidays)	Hand delivery /registered post or through courier

10.2 Shares and other relevant documents should not be sent to the Acquirer / target company / Merchant Banker.

10.3.1 For shares held in physical form:

Registered Shareholders should enclose:

- Form of Acceptance 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 forms duly signed as transferors by all registered shareholders (in case of joint holding) in the same order and as per specimen signatures registered with the Company and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this Letter of Offer. In case the present signature of the shareholder(s) differ from the specimen signatures lodged with HITECH, transfer deeds should be duly witnessed at the appropriate place by a notary or bank manager. In each case, the name and address of the attesting authority, attesting authority's seal and registration number (if the authority is a notary public/member of stock exchange) or the name and address of the bank (if the authority is a Bank Manager) should appear. If the said guidelines are not followed, Acquirer reserves the right to reject the transfer deed along with the application. Notwithstanding that the signature(s) of the transferor(s) has/have been attested as aforesaid, if the signature(s) of the transferor(s) differ(s) from the specimen signature(s) recorded with HITECH or are not in the same order, such equity shares are liable to be rejected under this offer even if the offer has been accepted by a bonafide owner of such equity shares.

Unregistered owners should enclose:

Form of Acceptance 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.

For shares in Dematerialized Forms:

- Persons holding shares in dematerialized form are required to state the following details: 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 favor of the Special Depository Account.
- The Registrar to the offer, M/s. **Sharex Dynamic (India) Pvt. Ltd** has opened a special depository account with Suresh rathi & Associates Shop No. 11 & 12, A wing, Mithela Apartment, Opp Jankalyan Bank, J B Nagar, Andheri-East, Mumbai-59. [Tele No. (022) 28205533 / Fax (022) 28205533] who is acting as Depository Participant and registered with CDSL. Relevant details viz DP ID, Client ID, etc. will be disclosed in the Letter of Offer to be mailed to the shareholders of the Company.
- 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 upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be pre conditions for valid acceptance. In case the present signature of the shareholder(s) differ from the specimen signatures lodged with HITECH, transfer deeds should be duly witnessed at the appropriate place by a notary or bank manager. In each case, the name and address of the attesting authority, attesting authority's seal and registration number (if the authority is a notary public/member of

stock exchange) or the name and address of the bank (if the authority is a Bank Manager) should appear. If the said guidelines are not followed, Acquirer reserves the right to reject the transfer deed along with the application. Notwithstanding that the signature(s) of the transferor(s) has/have been attested as aforesaid, if the signature(s) of the transferor(s) differ(s) from the specimen signature(s) recorded with HITECH or are not in the same order, such equity shares are liable to be rejected under this offer even if the offer has been accepted by a bonafide owner of such equity shares.

10.3.1 Beneficial owners should enclose:

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, as per the records of the 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 owners should submit separate Form of Acceptance.

10.3.2 Unregistered Owners of equity shares / Registered shareholders who have not received the Letter of Offer and are holding physical shares should enclose the Acceptance Form which is available on SEBI web site (www.sebi.gov.in), duly completed and signed in accordance with the instructions contained there in or an application in writing on a plain paper with Original Equity share certificates, original broker contract note, valid share transfer deed(s) as received from the market stating the name, address, number of shares held, number of shares offered, distinctive numbers and folio number. All other requirements for valid transfer (including matching of signatures) will be precondition for acceptance. No indemnity is required from the unregistered owners.

10.4 The Equity shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the acceptance is being sent. Such documents may include (but are not limited to):

- Duly attested death certificate and succession certificate / No Objection Certificates / letters from legal heirs (in the case of single shareholder) where the original shareholder has expired.
- Duly attested Power of Attorney, if any person other than the Shareholder has signed the Form of Acceptance cum acknowledgement or transfer deed(s).
- In case of companies, the necessary corporate authorizations (including Board and General Meeting Resolutions) and specimen signatures of authorized signatories.
- Any other relevant documents, as deemed necessary.

10.5 While tendering shares under the offer, NRIs/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 NRI /OCB / foreign shareholder.

10.6 Eligible shareholders are entitled to receive interest at the rate of 10% pa of the delay in payment of purchase consideration beyond Saturday, 10th June 2006 the date by which acceptance/rejection would have been intimated and the corresponding payment for the acquired shares and/or the share certificates/shares for the rejected shares would have been dispatched/returned, as per the schedule in terms of Public Announcement made on Thursday, 23rd March 2006.

10.7 The consideration for the equity shares accepted by the Acquirer will be paid by crossed account payee cheques / demand drafts. Such considerations in excess of Rs. 1,500/- or unaccepted Share certificates, transfer forms and other documents, if any, will be returned by Registered Post / Speed post at the shareholders / unregistered owners sole risk to the sole / first shareholder. Consideration upto Rs. 1,500/- will be dispatched Under Certificate of Posting. It is mandatory that shareholders provide bank account details in the Acceptance Form so that the same can be incorporated in the cheque / demand draft.

10.8 The Registrars to the Offer will hold in trust the share certificates, Form of Acceptance cum Acknowledgement, if any and the transfer form(s) on behalf of the shareholders of HITECH who have accepted the Offer, till the cheques/ demand drafts for the consideration and/ or the unaccepted shares / share certificates are returned/ dispatched.

10.9 Shares of Target Company are in Physical as well as in Demat mode.

10.10 In case of Non-resident equity shareholders, Foreigners, photocopies of the approval(s) by the Reserve Bank of India for acquiring and holding equity shares in HITECH.

10.11 In accordance with Regulation 22(5A) of the Regulations, shareholders who have tendered the requisite documents in terms of the PA and Letter of Offer shall have the option to withdraw acceptances tendered upto three working days prior to the offer closing date. The withdrawal option can be exercised by submitting the documents as per the instructions given below so as to reach the Registrars to the Offer at the collections centers mentioned above as per the mode of delivery indicated therein on or before Tuesday, 23rd May 2006.

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

- In case of physical shares: name, address, distinctive numbers, folio number, share certificate number, number of shares tendered, date of tendering the shares.
- The withdrawal of shares will be available only for the share certificates / shares that have been received by the Registrar to the offer or credited to the Special Depository Escrow Account.
- In case of dematerialized shares: name, address, number of shares tendered, DP name, DP ID, date of tendering the shares, beneficiary account number and a photocopy of the delivery instructions in "off-market' mode or counterfoil of the of the delivery instruction in "off-market' mode, duly acknowledged by the DP, in favour of the "Hitech-Escrow Demat A/C."

10.13 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 1700 hours on Saturday, 27th May 2006.

10.14 In terms of regulation 21(6) where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by the person making the offer, such person shall, accept the offers received from the shareholders on a proportional basis, in consultation with the merchant banker, 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.

10.15 The marketable lot of the shares of the target company is one share.

11 DOCUMENTS FOR INSPECTION

- Copies of the following documents will be available for inspection at NO: 4, BSEL Tech Park, Plot No: 39/5 & 39/5A, Sector 30-A, Vashi, Navi Mumbai-400 075, Maharastra the place where the registered office of the Acquirer is situated, during normal business hours (10.00 A.M. to 5.00 P.M.) on all working days (except Saturdays and Sundays) during the period from the date of this Letter of Offer till date of closure of the Offer.
- Certificate dated 22nd March 2006 Mr. Dilip Jagad (Membership No: 40844) Proprietor of Jagad & Co, Chartered Accountants, having their office at 1/61. Parijat, Mahavir Nagar, Kandivili (West), Mumbai-400 067 (Telephone No: 022-32525298) certifying that the Net Worth of Mr. Pradeep Suseela Viswambharan as on 22nd March 2006 is Rs. 5,15,80,000/- (Rs.Five Crore Fifteen Lakhs Eighty Thousand Only)..
- Certificate dated 22nd March 2006 Mr. Dilip Jagad (Membership No: 40844) Proprietor of Jagad & Co, Chartered Accountants, having their office at 1/61. Parijat, Mahavir Nagar, Kandivili (West), Mumbai-400 067 (Telephone No: 022-32525298) certifying that the Acquirer has adequate liquid resources to meet the fund requirements of the Offer, including expenses thereof.
- Published Audited accounts of HITECH for the years 2002-03, 2003-04, 2004-05 and Unpublished Unaudited results, duly certified by the auditor of the company, for Nine months ended upto 31st December 2006
- Audited accounts of Mr. Pradeep Suseela Viswambharan for the year 2003-2004 and 2004-2005 and upto 31st December 2006.
- Copy of valuation report certifying the value per share of the target company.
- Share Purchase Agreement.
- A Published Copy of the Public Announcement made in newspapers on 23rd March 2006.
- Due Diligence letter dated 07th April 2006 submitted to SEBI by M/s. Khandwala Securities Limited, Manager to the Offer
- Certified Copies of Certificate of Incorporation of HITECH, the Target Company.
- Copy of Agreement dated 22nd March 2006 between the Acquirer and Manager to the Offer.
- Copy of letter of appointment and terms of offer dated 21st March 2006 between the Acquirer and Registrar to the Offer.
- Memorandum of Association / Articles of Association of HITECH.
- Letter from bank confirming amount kept in escrow account.
- Copy of letter from SEBI as per regulation 18(2) of SEBI (SAST) Regulation.

12 DECLARATION

In accordance with the Regulation 22 (6) of the SEBI (SAST) Regulations, Mr. Pradeep Suseela Viswambharan. The acquirer accepts the responsibility for the information contained in this Letter of Offer.

The Acquirer shall be responsible for ensuring compliance of the Regulations.

Signed by

The Acquirer

Place: Mumbai

Date: 07th April 2006

Encl.:

1. Form of Acceptance cum Acknowledgement.

2. Form of Withdrawal

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

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

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

OFFER OPENS ON	: Monday, 8th May 2006
OFFER CLOSES ON	: Saturday, 27th May 2006

Please read the Instructions overleaf before filling -in this Form of Acceptance

From :

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

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

To,
Sharex Dynamic (India) Pvt.Ltd,
Unit-1, Luthra Industrial Premises,
Andheri Kurla Road,
Safed Pool, Sakinaka,
Andheri East,
Mumbai –400 072

Dear Sirs,

Sub: Open Offer to acquire 9,36,300 equity shares of Rs. 10/- each representing 20% of the total equity/voting share capital of HITECH at an offer price of Rs. 51/- (Rupees Fifty One Only) per fully paid equity share of Rs.10/- each by Mr. Pradeep Suseela Viswambharan

I/we, refer to the Letter of Offer dated 07th April 2006 for acquiring the equity shares held by me /us in **HITECH ENTERTAINMENT LIMITED** .

1. I / We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
2. I / We, unconditionally offer to sell to **MR. PRADEEP SUSEELA VISWAMBHARAN**, (hereinafter referred to as the "Acquirer") the following equity shares in HITECH ENTERTAINMENT LIMITED (hereinafter referred to as "HITECH"), held by me/ us, at a price of Rs.51/-per fully paid-up equity share.

SHARES HELD IN PHYSICAL FORM

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

Ledger Folio No……………………………… No. of share certificates attached………………..
Representing ………………………… equi ty shares

Number of equity shares held in HITECH		Number of equity shares offered	
In figures	In words	In figures	In words

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

SHARES HELD IN DEMATERIALIZED FORM

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

4. I/We have done an off market transaction for crediting the equity Shares to the special depository account with Suresh Rathi & Associates. styled "" Hitech-Escrow Demat A/C" ("Depository Escrow Account") details are as under

DP Name	: SURESH RATHI & ASSOCIATES
Client ID Number	: 00052961
DP ID Number	: 1201210
Depository	: Central Depository Services (India) Limited ("CDSL")

ACKNOWLEDGEMENT SLIP

Open Offer to acquire 9,36,300 equity shares of Rs. 10/- each representing 20 % of the total equity/voting capital of HITECH, at an offer price of Rs. 51/- (Rupees Fifty One Only) per fully paid equity share of Rs. 10/- each by Mr. Pradeep Suseela Viswambharan.

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

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

Authorised Signatory   Stamp
Date

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

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

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

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

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

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

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

Name and complete address of the Sole / First holder (in case of member(s), address as registered with HITECH ENTERTAINMENT LIMITED):
____
____________________________________Place: ___________ Date: _____________ Tel. No(s). : ______________ Fax No.: _________________

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

Bank Account No.:________________________Type of Account: ____________________ (Savings / Current / Other (please specify))

Name of the Bank: __________________________

Name of the Branch and Address:
____

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

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

Yours faithfully,

Signed and Delivered:

	FULLNAME(S) OF THE HOLDER S	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

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

INSTRUCTIONS

1. Please read the enclosed Letter of Offer carefully before filling -up this Form of Acceptance.
2. The Form of Acceptance should be filled - up in English only.
3. Signature(s) other than in English, Hindi, Marathi, and thumb impressions must be attested by a Notary Public under his Official Seal.
4. Mode of tendering the Equity Shares Pursuant to the Offer:
   I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of HITECH.
   II. Shareholders of HITECH to whom this Offer is being made, are free to offer his /her / their shareholding in HITECH for sale to the Acquirer, in whole or part, while tendering his/ her / their equity shares in the Offer.
5. Business Hours : Mondays to Saturday : 1100 hours to 1700 hours

   Holidays : Sundays and Bank Holidays

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

Sharex Dynamic (India) Pvt.Ltd,

Contact: Mr. T. Shashi Kumar

Unit-1, Luthra Industrial Premises,
Andheri Kurla Road,
Safed Pool, Sakinaka,
Andheri East,
Mumbai –400 072
Tel: (022) 2851 5606
Fax: (022) 2851 2885
Email: sharexindia@vsnl.com

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

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

OFFER OPENS ON	: Monday, 08th May 2006
LAST DATE OF WITHDRAWAL	: Tuesday, 23rd May 2006
OFFER CLOSES ON	: Saturday, 27th May 2006

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

From:

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

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

To,

Sharex Dynamic (India) Pvt.Ltd,
Unit-1, Luthra Industrial Premises,
Andheri Kurla Road,
Safed Pool, Sakinaka,
Andheri East,
Mumbai –400 072

Dear Sirs,

Sub: Open Offer to acquire 9,36,300 equity shares of Rs. 10/- each representing 20 % of the total Share/voting capital of HITECH, at an offer price of Rs. 51/- (Rupees Fifty-One Only) per fully paid equity share of Rs. 10/- each by MR. PRADEEP SUSEELA VISWAMBHARAN

Dear Sir,

I/We refer to the Letter of Offer dated 07th April 2006 for acquiring the equity shares held by me/us in The Hitech Entertainment Limited

I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein. I/We wish to withdraw our acceptance tendered in response to the said offer. We had deposited/sent our 'Form of Acceptance' to you on __________ alongwith original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

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

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

--TEAR HERE--

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

(ACKNOWLEDGEMENT SLIP)

Received from Mr./Ms.____

Address:

____

____

_______Form of withdrawal in respect of ________________________ Number of Share Certificates representing ________________________ numberofshares.

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

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

Sharex Dynamic (India) Pvt.Ltd, Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Sakinaka, Andheri East, Mumbai –400 072

Tel: (022) 2851 5606, Fax: (022) 2851 2885, Email: sharexindia@vsnl.com

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

SHARES HELD IN DEMATERIALIZED FORM

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

12. I/We have done an off market transaction for crediting the equity Shares to the special depository account in styled "Hitech Escrow Demat A/C details are as under

DP Name : SURESH RATHI & ASSOCIATES
Client ID Number : 00052961
DP ID Number : 1201210

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

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

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

Yours faithfully,

Signed and Delivered:

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

Place:

Date:

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

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 1700 hours up to the last date of withdrawal i.e. Friday, 23rd May 2006.

2. Shareholders should enclose the following:-
   a. For Equity Shares held in demat form:
      Beneficial owners should enclose
      i. Duly signed and completed Form of Withdrawal.
      ii. Copy of the Form of Acceptance cum Acknowledgement/ Plain paper application submitted and the Acknowledgement slip.
      iii. Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP.
   b. For Equity Shares held in physical form:
      Registered Shareholders should enclose:
      i. Duly signed and completed Form of Withdrawal.

ii. Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip.

iii. In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Target Company and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal.
- Copy of the Form of Acceptance cum Acknowledgement/Plain paper application submitted and the Acknowledgement slip

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

4. The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company/ Depository as the case may be.

5. The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer.

6. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from HITECH. The facility of partial withdrawal is available only on to Registered shareholders.

7. Shareholders holding Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

M/s. Hitech Entertainment Ltd.

ANNEXURE UNDER REGULATION 6 AND 8

STATUS OF COMPLIANCE WITH THE PROVISION OF CHAPTER II OF THE TAKEOVER REGULATION BY THE TARGET COMPANY

SI. No	Regulation	Due Date	Actual Date	Delay, if any*
1	2	3	4	5
1	6(2)	20.05.1997	08.06.1997	19 days
2	6(4)	20.05.1997	08.06.1997	19 days
3	8(3)	30.04.1998	08.06.1998	9 days
4	8(3)	30.04.1999	08.06.1998	9 days
5	8(3)	30.04.2000	25.04.2000	-
6	8(3)	30.04.2001	29.04.2001	-
7	8(3)	30.04.2002	18.04.2002	-
8	8(3)	30.04.2003	21.04.2003	-
9	8(3)	30.04.2004	22.04.2004	-
10	8(3)	30.04.2005	21.04.2005	-

* The delay has happened due to not having a competent person with the company.

M/s. Hitech Entertainment Ltd.

ANNEXURE UNDER REGULATION 8(2)

STATUS OF COMPLIANCE WITH THE PROVISION OF CHAPTER II OF THE TAKEOVER REGULATION BY THE TARGET COMPANY

Sl. No	Regulation	Due Date	Actual Date	Delay, if any*
1	2	3	4	5
1	8(2)	21.04.1998	01.05.1998	10 days
2	8(2)	21.04.1999	01.04.1999	-
3	8(2)	21.04.2000	19.04.2000	-
4	8(2)	21.04.2001	16.04.2001	-
5	8(2)	21.04.2002	16.04.2002	-
6	8(2)	21.04.2003	21.04.2003	-
7	8(2)	21.04.2004	15.04.2004	-
8	8(2)	21.04.2005	20.04.2005	-
9	8(2)+ Book closure for Dividend	16.12.2005	13.12.2005	-

* The delay has happened due to not having a competent person with the company.