LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

OPEN OFFER BY

FORTUNE BUILDPROP (P) LIMITED (Acquirer)
Registered Office: Lotus Tower, Community Centre,
New Friends Colony, New Delhi-110065.
Tel No. 011-26930500; Fax No. 011-26930500

Along with Persons Acting in Concert (PACs)

Guinea Infotech (P) Limited and Ryot Impex (P) Limited having their Registered Office situated at A-212, 1st Floor, Shivalik, New Delhi-110017.

To

Acquire 3,23,65,740 equity shares of Rs. 1/- each representing 57% of the total capital and resultant voting rights of Target Company at a price of Rs. 4/- (Rupees Four Only) per fully paid equity share and Rs. 3.50 (Rupees Three and Paisa Fifty Only) per partly paid up equity shares ("Offer Price")

Of

INTRA INFOTECH LIMITED

Registered Office: 704, 7th Floor, Deepali Building, 92, Nehru Place, New Delhi-110019
Tel. No. (011)-26681661; Fax No. (011)-26482050

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. As on the date of Public Announcement no approval from Acquirer's banks /financial institutions are required for the purpose of this Offer.
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. upto **January 30, 2008, Wednesday.**
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 **January 24, 2007, Monday** 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
7. **There was no Competitive Bid.**

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

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
CHARTERED CAPITAL AND INVESTMENT LIMITED 13, Community Centre, East of Kailash, New Delhi - 110065. Tel nos.: 011-26419079/ 26218274; Fax no.: 011 - 26219491; Email: charteredcapital@gmail.com delhi@charteredcapital.net Contact Person: ***Mr Priyaranjan***	**BEETAL FINANCIAL & COMPUTER SERVICES PVT. LIMITED** Beetal House, 3rd Floor, 99, Madangir,Near Dada Harsukh Das Mandir, New Delhi-110062 E- Mail: beetal@rediffmail.com Tel. Nos.: 29961281-82, Fax No.: 29961284 Contact Person: ***Mr. Punit Mittal***
OFFER OPENS ON: JANUARY 16, 2008	**OFFER CLOSES ON: FEBRUARY 04, 2008**

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 9 "PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER" (PAGE NOS. 15 TO 18)

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

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Sr. No.	Activity	Original Schedule (Date and Day)	Revised Schedule (Date and Day)
1.	**Date of Public Announcement (PA)**	**September 28, 2007, Friday**	**September 28, 2007, Friday**
2.	Specified Date	October 20, 2007, Saturday	October 20, 2007, Saturday
3.	**Last Date for a Competitive Bid(s)**	**October 19, 2007, Friday**	**October 19, 2007, Friday**
4.	Date by which Letter of Offer will be dispatched to the Shareholders.	November 10, 2007, Saturday	January 10, 2008, Thursday
5.	**Offer Opening Date**	**November 16, 2007, Friday**	**January 16, 2008, Wednesday**
6.	**Last Date for the Revision of the Offer Price / Number of Equity Shares.**	**November 26, 2007, Monday**	**January 24, 2008, Thursday**
7.	**Last date to withdraw acceptance tendered by shareholders**	**November 30, 2007, Friday**	**January 30, 2008, Wednesday**
8.	**Offer Closing Date**	**December 05, 2007, Wednesday**	**February 04, 2008, Monday**
9.	Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired equity shares and / or the unaccepted equity shares / share certificates will be dispatched.	December 20, 2007, Thursday	February 19, 2008, Tuesday

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DEFINITIONS

1.	Acquirer or The Acquirer or FBPL	Fortune Buildprop (P) Limited
2.	Book Value per share	Net worth / Number of equity shares issued
3.	BSE	Bombay Stock Exchange Limited, Mumbai
4.	DSE	The Delhi Stock Exchange Association Limited, Delhi
5.	EPS	Profit after tax / Number of equity shares issued
6.	FEMA	Foreign Exchange Management Act, 1999
7.	Form of Acceptance	Form of Acceptance cum Acknowledgement
8.	Form of Withdrawal	Form of Withdrawal cum Acknowledgement
9.	GIPL	Guinea Infotech (P) Ltd
10.	"IIL" or the Target Company	Intra Infotech Limited, i.e. Target Company
11.	LOO or Letter of Offer	Offer Document
12.	Manager to the Offer or, Merchant Banker	Chartered Capital and Investment Limited
13.	N.A.	Not Applicable
14.	Negotiated Price	Rs 1 (Rupees One Only) per fully paid-up equity share of face value of Rs 1/- each.
15.	Offer or The Offer	3,23,65,740 equity shares of Rs. 1/- each representing 57% of the total capital of Target Company at a price of Rs. 4.00 (Rupees Four Only) per fully paid equity share and Rs. 3.50 (Rupees Three and paisa Fifty Only) per partly paid up equity share payable in Cash.

16.	Offer Price	Rs. 4.00 (Rupees Four Only) per share for fully paid equity shares of face value of Rs. 1/- each and Rs. 3.50 (Rupees Three and Paisa Fifty Only) per partly paid up equity share of face value of Rs 1/- each, payable in Cash.
17.	Persons eligible to participate in the Offer	Registered shareholders of Intra Infotech Limited, and unregistered shareholders who own the equity shares of Intra Infotech Limited any time rior to the Offer closure other than the Parties to SPA i.e. Acquirer & the Sellers.
18.	Public Announcement or "PA" or Corrigendum to PA	Announcement of the Open Offer by The Acquirer, which appeared in the newspapers on September 28, 2007 and Corrigendum to PA, published on January 08, 2008.
19.	Persons Acting in Concert or "PAC"	Guinea Infotech (P) Ltd and Ryot Impex (P) Ltd
20.	RBI	Reserve Bank of India
21.	Registrar or Registrar to the Offer	M/s Beetel Financial & Computer Services Private Limited
22.	RIPL	Ryot Impex (P) Limited
23.	Return on Net Worth	(profit after tax/net worth) *100
24.	SEBI	Securities and Exchange Board of India
25.	SEBI (SAST) Regulations, 1997 or Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
26.	SEBI Act	Securities and Exchange Board of India Act, 1992
27.	Sellers	M/s Moonlite Chit fund (P) Ltd, Mr Pramod Sharma, Mr N L Sharma and Mrs Shilpi Sharma
28.	SPA	Share Purchase Agreement
29.	Specified Date	October 20, 2007

RISK FACTORS

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

ii. **The acquirer intends to make an offer for 57% of the capital and resultant voting rights amounting to 3,23,65,740 equity shares of IIL under the SEBI (SAST) Regulations, 1997. Further, the shares tendered in the offer will lie to the credit of a designated escrow account, till the completion of the offer formalities. Accordingly, the acquirer make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer.**

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

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

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of IIL 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 IIL are advised to consult their stockbrokers or investment consultants, if any, for further risk with respect to their participation in the offer.

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF INTRA INFOTECH LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, OR THE COMPANY WHOSE SHARES 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 IS 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 ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 09.10.2007 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 1997 AND SUBSEQUENT AMENDEMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3 DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 The offer to the shareholder of IIL is being made in accordance with and as required under Regulations 10 and 12 of the SEBI (SAST) Regulations, 1997 i.e. for substantial acquisition of shares and change in management and control of IIL.

3.1.2 Fortune Buildprop (P) Limited is the Acquirer & GIPL & RIPL are person(s) acting in concert with the Acquirer in respect of this offer.

3.1.3 The Acquirer entered into an **SPA** dated September 25, 2007 to acquire an aggregate of 1,02,05,000 (One Crore Two Lacs Five Thousand Only) fully paid up equity shares of Rs. 1/- each representing 17.97% of the total equity share capital and resultant voting rights of "Intra Infotech Limited" from the promoter shareholders of IIL, namely, M/s Moonlite Chit fund (P) Ltd, Mr Pramod Sharma, Mr N L Sharma and Mrs Shilpi Sharma (referred to as the **Sellers**), at a price of Rs 1/- each (Rupees One Only) per fully paid up equity share payable in cash (**Negotiated Price**). The total consideration for the shares to be acquired under the SPA is Rs. 1, 02,05,000 (Rupees One Crore Two Lacs five Thousand Only) to be discharged to the sellers by the Acquirer as per the terms agreed upon and contained in the SPA.

3.1.4 The important features of the SPA are laid down as under:

a. In consideration of the purchase of the shares, the Acquirer shall pay total cash consideration of Rs.1,02,05,000/- (Rupees One Crore Two Lacs five Thousand Only).

b. Against payment of the sale consideration, the Sellers as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirer and the Acquirer shall purchase and acquire from the sellers, shares free from all encumbrances, all rights, title and interests of the Sellers in the shares together with all accrued benefits, rights and obligations attaching thereto.

c. The Acquirer undertakes and covenant to take all steps and actions as may be necessary for compliance with the provisions of the Takeover Code. The sellers agree to provide the Acquirer with all necessary support, for complying with the provisions of the Takeover Code relating to Public Offer as are applicable to the transaction envisaged herein.

d. On completion, by the Acquirer, of the obligations relating to the Public Offer under the Takeover Code, as certified by Chartered Capital And Investment 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.

e. In the event the Acquirer and Sellers fail to comply with the applicable provisions of the Regulations relating to the Public Offer, the SPA shall stand terminated and shall be null and void.

3.1.5 The Details of the Sellers are as under:

Sr. No.	Name of the shareholders/ sellers	Address	Phone No.	No. of Shares sold	% to total capital	Amount (In Rs.)
1	Moonlite Chit Fund (P) Ltd.	Kothi No. 65, 1st Floor, Sector-46, Faridabad-121003	(011) 42415101	25,55,000	4.50	25,55,000
2	Pramod Sharma	A-21, Shivalik Gitanjali Road, New Delhi-110017	(011) 26482050	46,00,000	8.10	46,00,000
3	N L Sharma	C-109, LGF, Shivalik Gitanjali Road, New Delhi-110017	(011) 26482050	24,50,000	4.31	24,50,000
4	Shilpi Sharma	A-21, Shivalik Gitanjali Road, New Delhi-110017	(011) 26482050	6,00,000	1.06	6,00,000
	Total			**10205000**	**17.97**	**10205000.00**

3.1.6 The Acquirer does not hold any equity shares of IIL during the past 12 months prior to the date of this Public Announcement.

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

3.1.8 Acquirer may be entitled to be appointed on Board of Directors of the Target Company after a period of 21 days from the date of the PA in terms of Regulation 22(7) of SEBI (SAST) Regulations, 1997 and at present no Directors representing Acquirer is appointed on the Board of Target Company.

3.2 Details of Proposed Offer

3.2.1 The Acquirer has made a Public Announcement, which was published on September 28, 2007 and Corrigendum to Public Announcement published on January 08, 2008 in the following newspapers in accordance with the Regulation 15 and read with Regulation 10 and 12 of SEBI (SAST) Regulations, 1997.

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Nav Shakti (Marathi)	Mumbai

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

3.2.2. The Acquirer is making this Open Offer under the SEBI (SAST) Regulations, 1997, to acquire in aggregate 3,23,65,740 equity shares of Rs. 1/- each representing 57% of the total share capital and resultant voting rights from the public shareholders of IIL, other than the parties to the SPA, on the terms and subject to the conditions set out in this Letter of Offer, at a price of Rs. 4.00 (Rupees Four Only) per fully paid-up equity share and Rs 3.50 (Rupees Three and Paise Fifty Only) per partly paid up equity shares of face value of Rs. 1/- each. These equity shares are to be acquired by the Acquirer, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.3 The Acquirer intends to acquire 3,23,65,740 fully paid-up equity shares representing 57% of the total share capital and resultant voting rights of the Target Company at a price of Rs. 4.00 (Rupees Four Only) per fully paid-up equity share and Rs 3.50 (Rupees Three and Paise Fifty Only) per partly paid up equity shares of face value of Rs. 1/- each, payable in cash.

3.2.4 There are 15217000 partly paid up shares of face value of Rs 1.00 each in the Target Company in respect of which Rs 0.50 is paid up and Rs 0.50 is unpaid as on date of Public Announcement.

3.2.5 The Offer is not a competitive bid.

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

3.2.7 Apart from the 1,02,05,000 number of equity shares in aggregate representing 17.97% of total paid-up share/voting capital of the target company to be acquired from promoters-sellers under SPA, the Acquirer has not acquired any equity shares in the Target Company since the date of Public Announcement i.e. **September 28, 2007**, upto the date of Letter of Offer.

3.3 Objects of the Offer

3.3.1 The Offer to the Public shareholders of IIL is for the purpose of acquiring 57% of the voting capital. After the proposed Offer and transfer of the shares so acquired under **para 3.1.3** above, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

3.3.2 The Object of the takeover is to change the existing line of business of the target company in order to start the business of Real Estate Development and it will also impact on the earnings and profitability of the Acquirer because acquirer is engaged in the same line of business i.e Real Estate Development . The Object Clause of Memorandum of Association of Target Company will be changed in order to undertake business of Real Estate Developments after completion of Open Offer formalities.

4. BACKGROUND OF THE ACQUIRER AND PACs

4.1 Fortune Buildprop (P) Ltd (Acquirer)

4.1.1 Fortune Buildprop Pvt. Ltd, a company incorporated under the Companies Act, 1956 as a Private Limited Company with the Registrar of Companies N.C.T of Delhi & Haryana vide its certificate of incorporation dated 2nd March, 2006 and having its Registered Office at Lotus Tower, Community Centre, New Friends Colony, New Delhi-110065, Tel No.: 011-26930500, Fax: 011-26930500. The Acquirer does not belong to any group.

4.1.2 M/s. Fortune Buildprop (P) Limited is the Acquirer in the present offer and GIPL & RIPL are acting as person(s) acting in concert with FBPL in respect of this Open Offer.

4.1.3 The Acquirer is engaged in business of Real Estate development etc.

4.1.4 The Directors of the Acquirer are Mr. Amit Kumar and Ms. Anuradha Kapur.

4.1.5 The Authorized share capital of FBPL as on September 30, 2007 stood Rs 150.00 lacs comprises of 15,00,000 equity share of Rs 10 each and Issued and paid up share capital of the company constitutes of 14,60,000 equity shares of Rs. 10 each aggregating Rs. 146 lacs.

4.1.6 The shareholding pattern of Fortune Buildprop (P) Limited as on September 30, 2007 is as follows:

S.N.	Name of Person	Number of Shares
1	Amit Kumar	5000
2.	Anuradha Kapur	5000
3.	Guinea Infotech (P) Ltd	725000
4.	Ryot Impex (P) Ltd	725000
	TOTAL	**1460000**

4.1.7 The Board of Directors of FBL as on P.A. date has the following members:-

Name of Director	Experience	Qualifications	Date of Appointment	Residential Address
Anuradha Kapur	8 Years in Real Estate	Master in Arts	12.02.2007	A-212, I Floor, Shivalik, Malviya Nagar, New Delhi-110017
Amit Kumar	6 Years in Real Estate	Bachelor in Business Administration	12.03.2007	52/103, C. R. Park, New Delhi-110019

None of the above directors are on the Board of the Target Company

4.1.8 The Shares of the Company are not listed on any stock exchange.

4.1.9 The Brief Financials of FBPL are as under:-

(Amount in Lakhs)

Profit & Loss Statement	Year Ended March 31, 2006 (Audited)	Year Ended March 31, 2007 (Audited)	Period Ended November 30, 2007 (Audited)
Income from operations	Nil	Nil	16.56
Other Income	Nil	Nil	Nil
Total Income	Nil	Nil	16.56
Total Expenditure	Nil	Nil	4.02
Profit Before Depreciation Interest and Tax	Nil	Nil	12.54
Depreciation	Nil	Nil	0.07
Interest	Nil	Nil	Nil
Profit Before Tax	Nil	Nil	12.47
Provision for Tax	Nil	Nil	4.00
Profit After Tax	Nil	Nil	8.47

Balance Sheet Statement	Year Ended March 31, 2006 (Audited)	Year Ended March 31, 2007 (Audited)	Period Ended November 30, 2007 (Audited)
A. Sources of funds			
Paid up equity share capital	1.00	1.00	146.00#
Reserves and Surplus (excluding revaluation reserves)	Nil	Nil	1313.47
Secured loans	Nil	Nil	Nil
Unsecured loans	Nil	Nil	Nil
Current Liabilities	Nil	Nil	5.34
Total	**1.00**	**1.00**	**1464.81**
B. Uses of funds			
Net fixed assets	Nil	Nil	1.24
Investments	Nil	Nil	102.05
Net Current assets	0.87	0.80	1359.29
Total miscellaneous expenditure not written off	0.13	0.20	2.23
Total	**1.00**	**1.00**	**1464.81**

C.	Other Financial Data	Year Ended March 31, 2006 (Audited)	Year Ended March 31, 2007 (Audited)	Period Ended November 30, 2007 (Audited)
	Dividend (%)	-	-	-
	Earning Per Share	-	-	0.58
	Networth	1.00	1.00	1459.47
	Return on Networth	-	-	0.58
	Book Value Per Share	10.00	10.00	99.96

* Source: Annual Report and Audited Balance Sheet for the period ended 30.11.2007.

The Company has allotted 14,50,000 equity shares of Rs 10 each at premium of Rs 90 per share vide its Board Resolution dated 29.09.2007.

Formula: - Return on Net Worth= (profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

The Company is not a Sick industrial undertaking.

4.1.10 Significant Accounting Policies for the year ended March 31, 2007

1. **Basis of Preparation of Financial Statements:**

   The Financial Statements have been prepared under the historical cost convention in accordance with generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

2. **Gratuity/Retirements Benefits:**

   Since there is no employee who has put in 5 years of service in the Company, the provisions for Gratuity has not been made in the accounts.

4.1. 11 Status of Corporate Governance and pending Litigation matters

Corporate Governance:

Fortune Buildprop (P) Limited is an unlisted Company, hence the provisions of Clause 49 of the Listing Agreement are not applicable to it.

Pending Litigation:

There are no litigation pending against the company as on date of Public Announcement.

4.1.12 There are no amalgamation/ merger in FBPL since inception.

4.1.13 There is no change in Accounting Policies since inception.

4.1.14. The Acquirer has not promoted any company since inception.

4.1.15 The Compliances under Chapter II of the Regulations are not applicable to the acquirer because it is not holding any equity shares of the target company.

4.2 Guinea Infotech (P) Limited

4.2.1 Guinea Infotech (P) Limited, a Company incorporated under the Companies Act, 1956 as a Private Limited company vide certificate of incorporation dated July 01, 2004 issued by Registrar of Companies N.C.T of Delhi & Haryana. The company at present has its Registered Office at A-212, Ist Floor, Shivalik, New Delhi-110017, Tel No.: 011- 26673069, Fax No. 011-26673069. At present GIPL is engaged in the business of Designing, Developing and Trading of Computer Software and also providing training to Professionals.

4.2.2 The present Directors of GIPL is Mr Naresh Kumar Gupta and Mr Stanislas Linda.

4.2.3 The Compliances under Chapter II of SEBI (SAST) Regulations, 1997 are not applicable to the GIPL because it is not holding any equity shares of the target company.

4.2.4 The Authorised Share Capital of GIPL as on the date of Public Announcement is Rs 271.50 Lacs, comprising of 2715000 equity shares of Rs 10/- (Rupees Ten Only) each. The issued, subscribed and paid-up equity share capital as on date of Public Announcement stood at Rs 271.30 Lacs comprising of 2713000 equity shares of Rs 10/- (Rupees Ten Only) each.

4.2.5 The shareholding pattern of GIPL as on the date of public announcement are as under:

Sl. No.	Shareholder's Category	No. & % of shares held
1.	Promoters and Persons Acting in Concert	10000 (0.36%)
2.	Mutual Funds/FIIs/Banks	-
3.	Public and Others	2703000 (99.64%)
	TOTAL	**2713000 (100%)**

4.2.6 The Board of Directors of GIPL as on P.A. date consists of following members:-

Name of the Director	Designation	Qualification and Experience in Field/ No. of years	Residential Address Address	Date of Appointment
Naresh Kumar Gupta	Director	B.Com having 10 years of experience in Real Estate & Import/Export	A-62, Chander Vihar, I.P. Extension, Delhi-110092	03.12.2004
Stanislas Linda	Director	M.Com having 7 years of experience in Real Estate and Computer Software Business	A-146, Khanpur, Delhi-110062	03.12.2004

None of the above Directors are on the Board of the Target Company.

4.2.7 The Shares of the GIPL are not listed on any stock exchange.

4.2.8 The Brief financials of GIPL are as under:-

(Rs. In Lacs)

Profit & Loss Statement	Year Ended 31.3.2005 (Audited)	Year Ended 31.03.2006 (Audited)	Year Ended 31.03.2007 (Audited)	8 Months Ended November 30, 2007* (Certified)
Income from Operations	-	-	-	5.28
Other Income	1.96	183.42	249.31	2.37
Total Income	**1.96**	**183.42**	**249.31**	**7.65**
Total Expenditure	0.18	7.04	13.26	23.78
Profit before Depreciation, Interest and Tax	**1.78**	**176.38**	**236.05**	**(16.13)**
Depreciation	-	-	-	-
Interest	-	-	-	-
Profit before Tax	**1.78**	**176.38**	**236.05**	**(16.13)**
Provision for Tax	0.25	19.45	29.50	-
Profit after Tax	**1.53**	**156.93**	**206.55**	**(16.13)**

(Rs. In Lacs)

Balance Sheet as Statement	Year Ended 31.3.2005 (Audited)	Year Ended 31.03.2006 (Audited)	Year Ended 31.03.2007 (Audited)	8 Months Ended November 30, 2007* (Certified)
Sources of Funds				
Paid up Share Capital	64.00	237.50	271.30	271.30
Reserves & Surplus (Excluding Revaluation Reserve)	568.53	2286.96	2797.72	2781.58
Secured Loan	-	-	-	-
Unsecured Loan	-	-	-	-
Current Liabilities	-	-	-	-
Deferred Tax Liability	-	-	-	-
Total	**632.53**	**2524.46**	**3069.02**	**3052.88**
Uses of Funds				
Net Fixed Assets	-	-	-	-
Investments	402.64	2494.13	2142.08	2436.16
Net Current Assets	229.81	30.27	926.90	616.70
Miscellaneous Expenses not written off	0.074	0.056	0.037	0.02
Total	**632.53**	**2524.46**	**3069.02**	**3052.88**

Other Financial Data	Year Ended 31.3.2005 (Audited)	Year Ended 31.03.2006 (Audited)	Year Ended 31.03.2007 (Audited)	8 Months Ended November 30, 2007* (Certified)
Net Worth (Rs.in Lacs)	632.46	2524.41	3068.98	3052.86
Dividend (%)	-	-	-	-
Earning Per Share (Rs.)	0.24	6.61	7.61	-
Return on Networth (%)	0.24	6.22	6.73	-
Book Value Per Share	98.82	106.29	113.12	112.53

*As Certified by Mr. R K Aggarwal (Membership No. 91005), Partner of Dinesh Jain & Associates , Chartered Accountants, Statutory Auditor of the company having office at A-115, IInd Floor, Shakarpur, Vikas Marg, Delhi-110092, vide their certificate dated January 01, 2008.

Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

The GIPL is not a Sick industrial undertaking

4.2.9 There are no contingent liabilities in the company as per Annual Report 2006-2007.

4.2.10 Reasons for rise/fall in profit during the relevant years.

The Income of the company was increased for the Year ended 31.03.2006 as compared to P.Y ended 31.03.2005 due to sale of investments of an amounts Rs 160.17 lacs during the year ended March 31, 2006, which also affects profitability of the company for the year ended 31.03.2006.

4.2.11 There is no litigation pending against the Guinea Infotech (P) Ltd.

4.2.12 SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The accounts have been prepared using historical cost convention in accordance with generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

INVESTMENT

Investments are valued at cost of acquisition.

GRATUITY/ RETIREMENT BENEFITS

No provisions have been made against present liability of future payments of gratuity and leave encashment payable to the employees at the time of retirement as none of the employee have completed the required period of service.

MISCELLANEOUS EXPENSES

The Miscellaneous expenses is written off over a period of 5 years.

Provision for Current Tax

The provision for Current Tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

4.2.13 Guinea Infotech Private Limited has not promoted any Company since inception.

4.2.14 GIPL has not made any earlier acquisition in the target company including acquisition through Open Offer.

4.3 Ryot Impex (P) Limited

4.3.1 Ryot Impex (P) Limited, a Company incorporated under the Companies Act, 1956 as a Private Limited company vide certificate of incorporation dated July 12, 2004 issued by Registrar of Companies N.C.T of Delhi & Haryana. The company at present has its Registered Office at A-212, Ist Floor, Shivalik, New Delhi-110017, Tel No.: 011- 26673069, Fax No. 011-26673069. At present GIPL is engaged in the business of Export/Import, Sale and Trade of Electrical & Electronics Components.

4.3.2 The present Directors of RIPL is Mr Naresh Kumar Gupta and Mr Stanislas Linda.

4.3.3 The Compliances under Chapter II of SEBI (SAST) Regulations, 1997 are not applicable to the RIPL because it is not holding any equity shares of the target company.

4.3.4 The Authorised Share Capital of RIPL as on the date of Public Announcement is Rs 215 Lacs, comprising of 2150000 equity shares of Rs 10/- (Rupees Ten Only) each. The issued, subscribed and paid-up equity share capital as on date of Public Announcement stood at Rs 214.80 Lacs comprising of 2148000 equity shares of Rs 10/- (Rupees Ten Only) each.

4.3.5 The shareholding pattern of RIPL as on the date of public announcement are as under:

Sl. No.	Shareholder's Category	No. & %age of shares held
1.	Promoters and Persons Acting in Concert	10000 (0.46%)
2.	Mutual Funds/FIIs/Banks	-
3.	Public and Others	2138000 (99.54%)
	TOTAL	**2148000 (100%)**

4.3.6 The Board of Directors of RIPL as on P.A. date consists of following members:-

Name of the	Designation	Qualification and Experience in Field/ No. of years	Residential Address	Date of Appointment
Naresh Kumar Gupta	Director	B.Com having 10 years of experience in Real Estate & Import/Export	A-62, Chander Vihar, I.P. Extension, Delhi-110092	03.12.2004
Stanislas Linda	Director	M.Com having 7 years of experience in Real Estate and Computer Software Business	A-146, Khanpur, Delhi-110062	03.12.2004

None of the above Directors are on the Board of the Target Company

4.3.7 The Shares of the RIPL are not listed on any stock exchange.

4.3.8 The Brief financials of RIPL are as under:-

(Rs. In Lacs)

Profit & Loss Statement	Year Ended 31.3.2005 (Audited)	Year Ended 31.03.2006 (Audited)	Year Ended 31.03.2007 (Audited)	8 Months Ended November 30, 2007* (Certified)
Income from Operations	-	-	-	4.93
Other Income	0.12	177.29	14.73	3.02
Total Income	0.12	177.29	14.73	7.95
Total Expenditure	0.09	5.21	113.65	176.71
Profit before Depreciation, Interest and Tax	0.03	172.08	(98.92)	(168.76)
Depreciation	-	-	-	-
Interest	-	-	-	-
Profit before Tax	0.03	172.08	(98.92)	(168.76)
Provision for Tax	0.02	20.66	-	-
Profit after Tax	0.01	151.42	(98.92)	(168.76)

(Rs. In Lacs)

Balance Sheet as Statement	Year Ended 31.3.2005 (Audited)	Year Ended 31.03.2006 (Audited)	Year Ended 31.03.2007 (Audited)	8 Months Ended November 30, 2007* (Certified)
Sources of Funds				
Paid up Share Capital	64.50	202.30	214.80	214.80
Reserves & Surplus (Excluding Revaluation Reserve)	571.52	1963.13	1976.71	1924.20
Secured Loan	-	-	-	--
Unsecured Loan	-	-	-	--
Current Liabilities	-	-	-	--
Deferred Tax Liability	-	-	-	--
Total	**636.02**	**2165.43**	**2191.51**	**2139.00**
Uses of Funds				
Net Fixed Assets	-	-	-	-
Investments	297.76	1471.31	2008.94	1743.60
Net Current Assets	338.18	694.06	182.53	279.13
Miscellaneous Expenses not written off	0.08	0.057	0.038	0.02
Profit/Loss account debit balance	-	-	-	116.25
Total	**636.02**	**2165.43**	**2191.51**	**2139.00**

Other Financial Data	Year Ended 31.3.2005 (Audited)	Year Ended 31.03.2006 (Audited)	Year Ended 31.03.2007 (Audited)	8 Months Ended November 30, 2007* (Certified)
Net Worth (Rs.in Lacs)	635.94	2165.37	2191.47	2022.73
Dividend (%)	-	-	-	-
Earning Per Share (Rs.)	-	7.48	-	-
Return on Networth (%)	-	7.00	-	-
Book Value Per Share	98.60	107.04	102.02	94.16

*As Certified by Mr. R K Aggarwal (Membership No. 91005), Partner of Dinesh Jain & Associates , Chartered Accountants, Statutory Auditor of the company having office at A-115, IInd Floor, Shakarpur, Vikas Marg, Delhi-110092, vide their certificate dated January 01, 2008.

Formula: - Return on Net Worth=(profit after tax/net worth) *100; Book value of shares=net worth divided by number of equity shares issued; EPS= profit after tax /number of equity shares issued.

The RIPL is not a Sick industrial undertaking

4.3.9 There are no contingent liabilities in the company as per Annual Report 2006-2007.

4.3.10 Reasons for rise/fall in profit during the relevant years.

The income from operations of the company was increased for the Year ended 31.03.2006 as compared to P.Y ended 31.03.2005 due to sale of investments of an amounts Rs 165.89 lacs during the year ended March 31, 2006, which also affects profitability of the company for the year ended 31.03.2006.

4.3.11 There is no litigation pending against the Ryot Impex (P) Ltd.

4.3.12 SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The accounts have been prepared using historical cost convention in accordance with generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

INVESTMENT

Investments are valued at cost of acquisition.

GRATUITY/ RETIREMENT BENEFITS

No provisions have been made against present liability of future payments of gratuity and leave encashment payable to the employees at the time of retirement as none of the employee have completed the required period of service.

MISCELLANEOUS EXPENSES

The Miscellaneous expenses is written off over a period of 5 years.

PROVISION FOR CURRENT TAX

The provision for Current Tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

4.3.13 Ryot Impex Private Limited has not promoted any Company since inception.

4.3.14 RIPL has not made earlier any acquisition in the target company including acquisition through Open Offer.

4.4 **DISCLOSURE IN TERMS OF REGULATION 16(ix):**

The Acquirer at present have no intention to sell, dispose of or otherwise encumber any significant assets of IIL in the succeeding two years, except in the ordinary course of business of IIL. IIL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders at a General Body Meeting of IIL.

5. DISCLOSURE IN TERMS OF REGULATION 21(2):

Pursuant to this Offer, assuming full acceptance the Public Shareholding in the Target Company would not falls below 25% of its outstanding equity share capital of the target company as the level specified for continuous listing of Public Shareholding in the Listing Agreement entered with the stock exchanges.

6. BACKGROUND OF THE TARGET COMPANY - INTRA INFOTECH LIMITED (IIL)

6.1 The Target Company was originally incorporated as a Private Limited Company and registered with Registrar of Companies, N.C.T of Delhi & Haryana vide its Certificate of Incorporation dated July 5, 1984 under name Kumaon Pharmacaps & Chemicals (P) and the Company was converted in to Public Limited Company vide fresh Certificate of Incorporation dated May 04, 1995 issued by Registrar of Companies, N.C.T of Delhi & Haryana. The name of the Company was changed to Intra Infotech Limited vide fresh Certificate of Incorporation dated March 29, 2001 issued by Registrar of Companies, N.C.T of Delhi & Haryana. The Company at present its Registered Office situated at 704, 7th Floor, Deepali Building, 92, Nehru Place, New Delhi-110 019. Phone No. (011)-26681661; Fax No. (011)-2648205. The company has not any other units or locations of manufacturing facilities.

6.2 As on the date of PA, IIL has an Authorized Share Capital of Rs. 650 lacs, comprising of 6,50,00,000 equity shares of Rs 1/- each. It has an Issued and subscribed equity share capital of Rs. 567.82 lacs, consisting of 5,67,82,000 equity shares of Rs.1/- each and out of which 1,52,17,000 equity shares are partly paid up in respect of which Rs 0.50 is paid up and Rs 0.50 is unpaid per equity share as on date of Public Announcement.

Paid up Equity Shares of IIL	No. of Equity shares/ voting rights	% of Shares / voting rights
Fully paid-up equity shares	41565000	100.00
Partly paid-up equity shares	15217000	Nil
Total paid-up equity shares	5,67,82,000	100.00
Total voting rights in the Target Company	5,67,82,000	100.00

6.3 The shares of "IIL" are presently listed on The Bombay Stock Exchange Limited, ("BSE") and The Delhi Stock Exchange Association Limited ("DSE"). The shares of IIL has been delisted from Hyderabad Stock Exchange Limited, Ahmedabad Stock Exchange Limited and Jaipur Stock Exchnage Limited vide their letter no. HSE/LIST/2007/407 dated March 07, 2007, ASEL/2006/1966 dated February 27, 2007 and JSEL/2007/416 dated March 28, 2007 respectively. At present the shares of Company have not been suspended at any stock exchange and also no punitive action has been taken against IIL by the stock exchange. However the target company has filed an application for voluntary delisting of its equity shares before DSE but till date company has not been delisted by DSE.

6.4 At present IIL has been engaged in the business of film(s) production and sale and distribution thereof and television programming and syndication, home video acquisition and distribution, operation of studio facilities, development of new entertainment technologies and distribution of film entertainment, telecasting entertainment events, dubbing, broadcasting, production of animations, satellite and cable broadcasting, creation and distribution of on line programming, services and development of digital broadcasting and music albums and other entertainment, for public, social, cultural and private amusements.

6.5 The Current Capital Structure of the Company has been build up since inception as under

Date of allotment	No of shares issued	% of shares issued	Cumulative paid up capital in Rs.	Mode of allotment	Identity of allottees (promoters/ ex promoters/ others	Status of compliance
Subscribers to Memorandum	300	0.005	3000	Cash	Promoter	No Compliance Pending
05.02.1994	500	0.009	8000	Cash	Promoter	
17.02.1995	300	0.005	11000	Cash	Promoter	
25.08.1995	548900	9.67	5500000	Cash	Promoter	
07.06.1996	5128200	90.31	56782000	Cash Public Issue (Including Director quota of 1550000 shares)		
TOTAL	**5678200***	**100**				

Note: * The face value of shares was splitted from Rs 10/- to Rs 1/- vide Shareholders Resolution dated 28.09.2005.

6.7 The Target Company, Sellers, Promoters and other major shareholders have complied with the provisions of Chapter II of the regulations. The Target Company has also complied with the requirements of chapter II of the regulations.

6.8 IIL has complied with requirements of the Listing Agreement and no punitive action has been initiated against IIL by the stock exchanges where its equity shares are listed at present.

6.9 The Composition of the Board of Directors of IIL as on date of Public Announcement is as follows:-

Name of the Director	Designation	Qualification and Experience in Field/ No. of years	Residential Address Residential Address	Date of Appointment
Pramod Sharma	Director	M.Com having 15 years of experience in Finance	A-21(GF), Shivalik Geetanjali Road, New Delhi-110017	31.03.2001
Rahul Singh	Director	ACS and having 10 years of experience in Legal & Administration	P-238, Pratap Vihar, Ghaziabad, U.P	07.10.1998
B.S. Negi	Director	M.A (Economics) and having 35 years of experience in Setting of New Projects	E-9, Sector E Quarters, R.K. Ashram Marg, New Delhi-110001	01.03.2006
Kapil Tyagi	Director	B.Com and having 2 years of experience in Accounts & Finance	F-177, Mangal Bazar, Laxmi Nagar, New Delhi-110092	23.03.2007

Source: Target Company

As on date of the PA, none of the directors on the board of the Target Company represent the Acquirer.

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

6.11 The Brief financial of IIL for the relevant period are given as under:

(Rs in Lacs)

Profit & Loss Statement	**Year ended 31.03.2005 (Audited)**	**Year ended 31.03.2006 (Audited)**	**Year ended 31.03.2007 (Audited)**
Income from operations	192.33	6.96	3.97
Increase/Decrease in Stocks	4.89	1.90	1.40
Other Income	Nil	Nil	Nil
Total Income	197.22	8.86	5.37
Total Expenditure	192.66	23.68	10.67
Profit before Depreciation, Interest and Tax	4.56	(14.82)	(5.30)
Depreciation	3.00	2.80	2.14
Interest	Nil	Nil	Nil
Profit before Tax	1.56	(17.62)	(7.44)
Provision for Tax	0.66	Nil	Nil
Profit after Tax (PAT)	0.99	(17.62)	(7.44)
Balance Sheet Statement			
Sources of Funds			
Paid up Share Capital	460.76	491.87*	491.87
Reserves & Surplus (Excluding Revaluation Reserve)	4.18	Nil	Nil

Secured loans	Nil	Nil	Nil
Unsecured loans	Nil	Nil	Nil
Current liabilities	66.62	136.06	113.69
Deferred Tax Liability	1.03	1.03	0.60
Total	**532.59**	**628.96**	**606.16**
Application of Funds			
Net Fixed Assets	7.32	6.65	4.52
Investments	Nil	Nil	Nil
Current Assets	504.62	590.55	565.90
Profit & Loss Account Debit Balance	Nil	14.24	21.36
Miscellaneous Expenses not written off	20.65	17.52	14.38
Total	**532.59**	**628.96**	**606.16**

Other Financial Data	**Year ended 31.03.2005 (Audited)**	**Year ended 31.03.2006 (Audited)**	**Year ended 31.03.2007 (Audited)**
Net Worth (Rs. in lacs)	463.91	476.60	469.91
Dividend (%)	-	-	-
Earning Per Share (Rupees)	0.01	-	-
Return on Networth (%)	0.21	-	-
Book Value Per Share (Rupees)	8.17	0.84	0.83

Note:* The paid up share capital has been increased from Rs 460.76 lacs to Rs 491.87 lacs during the year 2005-06 due to receipt of Calls in arrear of an amount Rs 31.11 lacs during the year 2005-06.

Formula: - Return on Net Worth= (profit after tax/net worth) *100; Book value of shares=net worth/ No. of equity shares issued; EPS= profit after tax /number of equity shares issued., Networth= Paid up share capital+ Reserves and surplus(excluding Revaluation Reserve)-Deferred Tax Liability-Profit & Loss Account Debit Balance

6.12. The reason for fall/ rise in income and PAT in the relevant years are as under:

The Company is mainly engaged in the business of trading of Hardware and Software. In the year 2005, the Company has decided to diversify its business in the entertainment industry and started motion picture business. However during the year 2006 and 2007 company continued in the production of motion picture but stopped the same business due to non availability of time schedule with the Star Cast. Therefore after heavy expenditure in this business, which has already been done by the Company it could not generate revenues from the financial year 2006 and 2007. Hence the revenue of the company falls during the year 2006 and 2007.

6.13 The pre and post shareholding pattern of the target company is given as under:

Sr. No	Shareholder Category	Shareholding & Voting rights prior to the Acquisition and offer (A)`		Shares/Voting rights to be acquired Whitch Triggered off the Regulation (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptance) (C)		Shareholding /Voting rights after the acquisition and Offer i. e. (A+B+C)	
		No.	%	No.	%	No.	%	No.	%
1	**Promoter Group**								
	a. Parties to SPA								
	1. Pramod Sharma	4600000	8.10	(4600000)	(8.10)	Nil	Nil	Nil	Nil
	2. Shilpi Sharma	600000	1.06	(600000)	(1.06)	Nil	Nil	Nil	Nil
	3. N L Sharma	2450000	4.31	(2450000)	(4.31)	Nil	Nil	Nil	Nil
	4. Moonlite Chit Fund (P) Ltd	2555000	4.50	(2555000)	(4.50)	Nil	Nil	Nil	Nil
	Total 1a.	**10205000**	**17.97**	**(10205000)**	**(17.97)**	**Nil**	**Nil**	**Nil**	**Nil**
	b. Promoter Other than (a) above	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total 1 (a+b)	10205000	17.97	(10205000)	(17.97)	Nil	Nil	Nil	Nil
2	**Acquirer**								
	Fortune Buildprop (P) Ltd	Nil	Nil	10205000	17.97	32365740	57.00	42570740	74.97
	Total 2	**Nil**	**Nil**	**10205000**	**17.97**	**32365740**	**57.00**	**42570740**	**74.97**
3	Parties to the Agreement other than 1 & 2	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

4	**Public (other than Acquirer & parties to the Agreement)**								
	FIs / MFs / FIIs / Banks	Nil	Nil	Nil	Nil	(32365740)	(57.00)	14211260	25.03
	Private Corporate Bodies	29366063	51.72	Nil	Nil				
	Others (including public shareholders)	17210937	30.31	Nil	Nil				
	Total (1+2+3+4)	**56782000**	**100.00**	**Nil**	**Nil**	**Nil**	**Nil**	**56782000**	**100.00**

Notes:

" The data within bracket indicates sale of equity shares.

6.14 The changes in the shareholding of the promoters of the company are as per the details mentioned below:

Year	No. of shares held by Promoters & PAC's	Total Equity Capital of the company	% of total capital	% Change in Shareholding of Promoters	Type of Transactions/ Remarks
31.03.1997	2100000	5678200	36.98	-	-
31.03.1998	2100000	5678200	36.98	-	-
31.03.1999	2100000	5678200	36.98	-	-
31.03.2000	2100000	5678200	36.98	-	-
31.03.2001	2100000	5678200	36.98	-	-
03.12.2001	1957200	5678200	34.47	(2.51)	Disclosure filed under Regulation 7 on 03.12.2001
12.12.2001	1915600	5678200	33.74	(0.73)	Disclosure filed under Regulation 7 on 12.12.2001
24.12.2001	1715600	5678200	30.21	(3.53)	Disclosure filed under Regulation 7 on 24.12.2001
26.12.2001	1638400	5678200	28.85	(1.36)	
27.12.2001	1359300	5678200	23.94	(4.91)	Disclosure filed under Regulation 7 on 27.12.2001
28.12.2001	1329500	5678200	23.41	(0.53)	
31.03.2002	1329500	5678200	23.41	-	-
31.03.2003	1329500	5678200	23.41	-	-
31.03.2004	1329500	5678200	23.41		-
31.03.2005	1130500	5678200	19.90	(3.51)	Due to exclusion of name some person from promoter group
31.03.2006	11305000	56782000*	19.90	-	-
31.03.2007	10205000	56782000	17.97	(1.93)	-

Note: * The face value of shares was splitted from Rs 10/- to Rs 1/- vide shareholders resolution dated 28.09.2005.

6.15 The approximate number of shareholders in IIL in public category is 701 (approx) as on PA date, as informed by Target Company.

6.16 The Company has complied with the conditions of Corporate Governance as envisaged under clause 49 of the listing agreement, statutory auditors of the Company have certified compliance of conditions of corporate governance, this certificate is attached with annual report of the Target Company for the year ended March 31, 2007.

6.17 There are no litigation matters pending by and against the Company.

6.18 Ms. Anupriya Garg is the Compliance Officer of the Target Company. Her Correspondence address is 3155, Sector B-4, Vasant Kunj, New Delhi, Contact No.-+91-9810460290.

6.19 There are not any outstanding convertible instruments, warrants pending for conversion in Target Company.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The equity shares of IIL are presently listed on The Bombay Stock Exchange Ltd, Mumbai and Delhi Stock Exchange Association Limited.

7.1.2 The annualized trading turnover of the securities of the company during the preceeding six calendar month ended August, 2007 at the BSE and DSE are as follows:

Name of the Stock Exchange	Total no. of equity shares traded during March, 2007 to August, 2007	Total no. of listed shares	Annualized trading turnover (% to total listed shares)
BSE*	337618	56782000	675236 (1.19%)
DSE&	Nil	56782000	Not Applicable

Source: * www.bseindia.com
& DSE Letter no. DSE/LIST/R/106 Dated 24.09.2007

7.1.3 The shares of "IIL" are at present listed on The Bombay Stock Exchange Limited, Mumbai and Delhi Stock Exchange Association Limited, Delhi. The shares are infrequently traded as per the data available with BSE and DSE within the meaning of explanation (i) to Regulation 20(5) of the SEBI as mentioned in Para 7.1.2 above.

7.1.4 The offer price of Rs. 4/- per equity shares of face value of Rs. 1/- each fully paid-up and Rs 3.50/- each partly paid up shares of face value of Rs 1/- each is justified in terms of Regulation 20 (5) and 20 (10) of the SEBI (SAST) Regulations 1997:

(a)	The negotiated price	Rs. 1.00
(b)	Price paid by the Acquirer by way of allotment in a public or rights or preferential issue during the 26 week period prior to the date of PA	Not Applicable

C.	**Other Financial Parameters**	**Based on the Audited financial data for the year ended 31st March, 2007**
1.	Return on Net Worth (%)	Negative
2.	Book Value per share (Rs.)	0.86
3.	Earning per share (Rs.)	Negative
4.	Price Earning Multiple (with reference to the Offer price of Rs. 4/- per fully paid up share)	-
5.	The average industry P/E for the sector in which IIL operates (Source: Capital Market Journal, dated August 27, 2007 to September 09, 2007 Industry: Entertainment/Electronic media Software)	41.3

7.1.5 Hence, based on the above facts, the Offer Price of Rs. 4.00 per fully paid up equity shares face value of Rs 1.00 each is justifiable in terms of Regulation 20(5). The Offer price of Rs 3.50 in respect of partly paid up shares is justifiable in terms of Regulation 20(10) of the Regulations, as the amount remaing unpaid on partly paid up shares is Rs 0.50 per share and the Offer price in respect of partly paid up shares is calculated as the difference between the Offer Price and the amount due towards Calls in arrear or calls remaining unpaid.

7.1.6 There is no non-compete agreement.

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

7.2 Financial Arrangements

7.2.1 For the Offer assuming full acceptance, the requirement of funds for the Offer would be Rs. 12,94,62,960 (Rupees Twelve Crore Ninty Four Lacs Sixty Two Thousand Nine Hundred and Sixty Only). The Acquirer has sufficient means to fulfill the obligations under this Offer to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997. The Acquirer have made firm arrangement for the resources required to complete the Offer in accordance with the SEBI (SAST) Regulations, 1997. The acquisition will be financed through internal / personal resources i.e from Reserves and Surplus Account of the Acquirer and no borrowing from Banks / Financial Institutions has been made.

7.2.2 Mr. Pankaj Mahajan partner of M/s A. C. Gupta & Associates., Chartered Accountants, having Office at 104-105, M.M. House, Rani jhansi Road, New Delhi-110055 (Membership No. 91876) has certified vide their certificate dated October 05, 2007 that the Net Worth of M/s. Fortune Buildprop (P) Limited, as on 30.09.2007 is Rs. 1450.71 lacs and the letter also confirms that that it has sufficient means to fulfill its part of the obligations under this Offer.

7.2.3 Mr R K Aggarwal partner of Dinesh Jain & Associates, Chartered Accountants having their office at A-115, IInd Floor, Shakarpur, Vikas Marg, Delhi-110092, Tel No. (011) 22509061 (Membership No. 91005) has certified vide his certificate dated January 01, 2008 that the Net Worth of the Guinea Infotech (P) Ltd as on November 30, 2007 is Rs 3052.86 lacs and the letter also confirms that that it has sufficient means to fulfill its part of the obligations under this Offer.

7.2.4 Mr R K Aggarwal partner of Dinesh Jain & Associates, Chartered Accountants having their office at A-115, IInd Floor, Shakarpur, Vikas Marg, Delhi-110092, Tel No. (011) 22509061 (Membership No. 91005) has certified vide his certificate dated January 01, 2008 that the Net Worth of the Ryot Impex (P) Ltd as on November 30, 2007 is Rs 2022.73 lacs and the letter also confirms that that it has sufficient means to fulfill its part of the obligations under this Offer.

7.2.5 As per Regulation 28 of SEBI (SAST) Regulations, 1997, Acquirer has **opened an Escrow Account with Bank of Baroda, East of Kailash, New Delhi and has deposited** Rs 12,95,02,000/- (Rupees Twelve Crore Ninty Five Lacs Two Thousand Only, **being more than 100% of the total consideration payable under the Open Offer by way of cash.**

7.2.6 The Acquirer has duly empowered M/s Chartered Capital And Investment Limited, Manager to the Offer, to realise the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 1997.

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

8. TERMS AND CONDITIONS OF THE OFFER

8.1 Persons eligible to participate in the Offer

8.1.1 Registered shareholders of IIL and unregistered shareholders who own the equity shares of IIL any time prior to the date of Closure of the Offer, other than the parties to the SPA, i.e. Acquirer and Sellers.

8.1.2 As on date of Public Announcement, no shares of the target company are in under lock in requirements.

8.2 Statutory Approvals

8.2.1 The Offer is subject to the acquirer obtaining the approval (s) from the Reserve Bank of India (RBI), wherever applicable, under the Foreign Exchange Management Act, 1999.

8.1.1 As on date of Public Announcement, no approval from Acquirer's Bank(s) is required for the purpose of this open offer.

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

8.1.3 The Offer would be subject to all other statutory approvals that may become applicable at a later date before the completion of offer.

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

8.2 Others

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

8.2.2 This Letter of Offer has been mailed to all the shareholders of IIL (other than as specified in para 8.1.1 above) , whose names appeared on the Register of Members of IIL as on **Friday, September 28, 2007**, being the Specified Date.

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

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

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

9.1 Shareholders who wish to tender their equity shares will be required to send their Form of Acceptance cum Acknowledgement, Original Share Certificate(s) and duly signed Share Transfer Form(s) to the Registrar to the Offer by hand delivery or registered post, as the case may be, at the address mentioned in Para 9.17 in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

9.2 The Registrar to the Offer, M/s **Beetal Financial & Computer Services (P) Limited**, has opened a special depository account with Sam Global Securities Limited (Depository-Central Depository Services Limited) for receiving shares during the offer from eligible shareholders who holds shares in demat form.

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

9.4 Beneficial owner and shareholders holding shares in physical form, who wish to avail of this Offer will have to forward the following documents to the office of the Registrar to the Offer by hand delivery or courier or by registered post, as the case may be, so as to reach them on or before 1700 hours upto the date of closure of the offer i.e. Monday, February 04, 2008.

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

9.5 Beneficial owners and **shareholders holding shares in the dematerialised form**, will be required to send their Form of Acceptance cum Acknowledgement to the Registrar to the Offer either by Registered Post / Courier or by hand delivery on or before 1700 hours upto the date of closure of the offer i.e. Monday, February 04, 2008, along with

- a Form of Acceptance cum Acknowledgement, duly completed and signed in accordance with the instructions contained therein by sole/all shareholders whose names appear (in case of joint holdings) in the same order in which their names appear in their beneficiary account;
- a photocopy of the delivery instructions in "**Off-marke**t" mode or counterfoil of the delivery instruction in "**Off-marke**t" mode, duly acknowledged by the Depository Participant ("DP"), in favour of "**BEETAL - Open Offer Escrow A/c for Fortune Buildprop (P) Ltd**"("Depository Escrow Account") filled in as per the instructions given below:

DP Name	:	Sam Global Securities Limited
Client ID Number	:	00377466
DP ID Number	:	12019101
Depository	:	Central Depository Services (India) Limited (CDSL).

- Delivery Instruction: Special attention should be paid to the following:-
- Beneficial owners, who hold equity Shares of IIL in dematerialised form, are required to execute an "off-market" trade by tendering the Delivery Instruction for debiting their beneficiary account with their concerned depository participant and crediting the above-mentioned account. The credit in the Depository Escrow Account should be received on or before the Offer Closing Date; i.e., Monday, February 04, 2008 else the application would be rejected.
- The Delivery Instructions to be given to the depository participant should be in "For Off Market Trade" mode only. For each Delivery Instruction, the beneficial owner should submit a separate Form of Acceptance cum Acknowledgement.Shareholders

having their beneficiary account in National Services Depository Ltd ("NSDL") have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with CDSL.

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

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

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

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

9.10 **Special Note for shareholders who have sent their Shares for Dematerialisation**: Shareholders who have sent their physical Shares for dematerialisation need to ensure that the process of getting Shares dematerialized is completed well in time so that the credit in the Escrow Depository Account can be received on or before 1700 hours upto the Offer Closing Date i.e Wednesday, December 05, 2007 else the application would be rejected.

9.11 No document should be sent to the Acquirer, PACs or to Target Company or Seller or to the Manager to the Offer.

9.12 In case of non-receipt of Letter of Offer, the eligible shareholders may send his / her / their applications to the Registrar to the Offer on the address mentioned hereinabove, **on a plain paper stating the name, address, number of equity shares held, folio number(s), certificate number(s), distinctive number(s), and number of shares** tendered along with the relevant documents as mentioned hereinabove, so as to reach them on or before **1700 hours** upto the date of closure of the offer i.e. Monday, February 04, 2008.

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

An unregistered shareholder can send his / her / their application to the Registrar to the Offer on the address mentioned hereinabove, on a **plain paper** stating the name, address, number of shares held, folio number(s), certificate number(s), distinctive number(s) and number of equity shares tendered along with the relevant documents as mentioned hereinabove, so as to reach them **on or before 1700 hours on Monday, February 04, 2008.**

9.14 No indemnity is required from the unregistered shareholders.

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

9.16 In case of shareholders who have not received the LOO and holding shares in the dematerialised form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of shares held, Depository name, Depository I.D., Client name, Client I.D., number of shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in para 9.5 above, so as to reach the Registrar to the Offer on or before 1700 hours upto the date of Closure of the Offer i.e. Monday, February 04, 2008. Such shareholders can also obtain the LOO from the Registrar to the Offer by giving an application in writing.

9.17 The following collection centres would be accepting the documents as specified above, both in case of shares in physical and dematerialized form.

Sr. No.	Address of Registrar to the Offer	Business Hours	Mode of Delivery
1.	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir New Delhi 110062 Phone: 011 2996 1280 / 81 / 82 / 83, Fax: 011 2996 1284 E. mail: beetal@rediffmail.com Contact Person: **Mr. Punit Mittal**	**Monday to Friday** 1000 hours to 1700 hours **Saturday** 1000 hours to 1330 hours	Hand Delivery / Courier/ Registered Post
2.	BEETAL Financial & Computer Services Pvt. Ltd. C/o Ghia Textiles Products Co., Office No. 5, Agra Bldg., Ist Floor, 121, M.G. Road, Fort, Mumbai-40000 Phone: 022-39623359 Mobile: 09323761281 Fax: 022- 2265149 E. mail: Mumbai@beetalfinancial.com Contact Person: **Ms. Shashi Shukla**	**Monday to Friday** 1000 hours to 1700 hours **Saturday** 11000 hours to 1330 hours	Hand Delivery / Courier/ Registered Post

Holidays: Sundays and Bank Holidays

9.18 The Registrar to the Offer will hold in trust the shares / share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of IIL who have accepted the Offer, until the cheques / drafts for the consideration and / or the unaccepted shares / share certificates are despatched / returned.

9.19 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to three working days prior to the date of Closure of the Offer i.e. **Wednesday, January 30, 2008.** The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed in the Letter of Offer. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection centre mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 1700 hours upto the last date of withdrawal i.e. **Wednesday, January 30, 2008.**

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

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

9.20.2 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 **"BEETAL- Open Offer Escrow A/c for Fortune Buildprop (P) Ltd" ("Depository Escrow Account").**

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

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

9.22 Acquirer will acquire all the 3,23,65,740 equity shares tendered in the Offer with valid applications.

9.23 Method of Settlement

9.23.1 Where the number of shares offered for sale by the shareholders are more than the shares agreed to be acquired by Acquirer, Acquirer will accept the offers received from the share holders on a proportionate basis, in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. The marketable lot of IIL is 1 (one) share.

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

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

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

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

9.23.6 The Acquirer shall endeavour to complete all procedures relating to the Offer within fifteen days from the date of Closure of the Offer (i.e. Tuesday, February 19, 2008), including payment of consideration to the shareholders of IIL whose equity shares are accepted for purchase by the Acquirer.

9.23.7 While tendering the Shares under the Offer, the NRIs/OCBs/FIIs will be required to submit the No Objection Certificate/Tax Clearance Certificate, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, from the Income Tax Authorities under Income Tax Act, 1961. In case the aforesaid No Objection Certificate/Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder, on the entire consideration amount payable to such shareholder. The Acquirer will send the proof of having deducted and paid the tax along with the payment consideration.

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

9.24 General

9.24.1 The Form of Acceptance and instructions contained therein are integral part of this Letter of Offer.

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

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

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

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

9.24.6 "If there is competitive bid:

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

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

9.24.7 The Acquirer and PACs does not hold any share in the share capital of Target Company.

9.24.8 Wherever necessary, the financial figures are rounded off to nearest lac or crore.

9.24.9 In terms of Regulation 22 (5A), shareholders shall have the option to withdraw acceptance tendered earlier, by submitting the Form of Withdrawal enclosed with the LOO, so as to reach Registrars to the Offer on or before 1700 hours upto three working days prior to the date of Closure of the Offer, i.e. Wednesday, January 30, 2008, as mentioned in para 9.19 above.

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

9.24.11 The Manager to the Offer i.e. Chartered Capital And Investment Limited does not hold any shares in IIL as on the date of PA. They declare and undertake that they shall not deal in the shares of the Target Company during the period commencing from the date of their appointment as Manager to the Open Offer till the expiry of 15 days from the date of closure of Open Offer.

10 DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at - Chartered Capital And Investment Limited, 13, Community Centre, East of Kailash, New Delhi- 110065, Contact Person: Mr. Priyaranjan from 10.30 a.m. to 05:30 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

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

10.2 Annual Reports of Fortune Buildprop (P) Limited, Guinea Infotech (P) Ltd and Ryot Impex (P) Ltd for years ended on March 31, 2005, 2006, 2007 and Certified Financial Figures for the period ended November 30, 2007.

10.3 Annual Reports of Intra Infotech Limited for years ended on March 31, 2005, 2006 and 2007.

10.4 Certificate from Bank of Baroda confirming the amount in favour of Chartered Capital And Investment Limited.

10.5 Copy of Share Purchase Agreement dated September 25, 2007.

10.6 Published copy of the PA, which appeared in the newspapers on September 28, 2007 and Corrigendum to PA, Published on January 08, 2008.

10.7 Copy of agreement entered with DP for opening special depository account for the purpose of the offer.

10.8 Memorandum and Articles of Association of Intra Infotech Limited and Fortune Buildprop (P) Ltd.

10.9 Copy of letter from SEBI in terms of proviso to Regulation 18(2) of the Regulations..

11 DECLARATION BY THE ACQUIRER AND PACs

11.1 The Directors of the Acquirer, Fortune Buildprop (P) Limited having its registered office at Lotus Tower, Community Centre, New Friends Colony, New Delhi-110065 and Directors of PACs Guinea Infotech (P) Ltd and Ryot Impex (P) Ltd having its Registered Office at A-212, Ist Floor, Shivalik, New Delhi - 110017, accept full responsibility for the informations contained in this Letter of Offer (except for the information regarding the Target Company which has been complied from the publicly available information) and for ensuring compliance with the Regulations as laid down in the SEBI (SAST) Regulations, 1997 and subsequent amendments made thereof.

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

For and on behalf of Board of Directors of

Fortune Buildprop (P) Limited

Sd/-

Amit Kumar

(Director)

Place : New Delhi
Date : 08.01.2008

12. ENCLOSURES

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

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as prescribed 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	**:**	**Wednesday, January 16, 2008**
OFFER CLOSES ON	**:**	**Monday, February 04, 2007**

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,

FORTUNE BUILDPROP (P) LIMITED,
C/o. Beetal Financial & Computer Services (P.) Limited,
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi-110062

Dear Sirs,

Sub: Open Offer to acquire 3,23,65,740 equity shares of Rs.1/- each representing 57 % of the total equity/ voting share capital of Intra Infotech Limited , at an offer price of Rs. 4/- (Four Only) per fully paid equity share and Rs 3.50/- per partly paid up equity share of face value of Rs1/- each by Fortune Buildprop (P) Limited

I / We, refer to the Letter of Offer dated 08.01.2008 for acquiring the equity shares held by me / us in **Intra Infotech 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 Fortune Buildprop (P) Limited, (hereinafter referred to as the "Acquirer") the following equity shares in Intra Infotech Limited (hereinafter referred to as "IIL"), held by me / us, at a price of Rs.4/- per fully paid-up equity share.

SHARES HELD IN PHYSICAL FORM

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

Ledger Folio No……………………………… Number of share certificates attached…………….......................….. Representing ………………………… equity shares			
Number of equity shares held in IIL		Number of equity shares offered	
In figures	In words	In figures	In words

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

SHARES HELD IN DEMATERLISED FORM

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

4. I/We have done an off market transaction for crediting the equity Shares to the special depository account in CDSL styled "**BEETAL- Open Offer Escrow A/c for Fortune Builprop (P) Ltd**("Depository Escrow Account") details are as under

DP Name	:	Sam Global Securities Limited
Client ID Number	:	00377466
DP ID Number	:	12019101
Depository	:	Central Depository Services (India) Limited

5. I / We confirm that the equity shares of IIL 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 despatched to the shareholders, as the case may be.
9. I/We note and understand that the Shares would lie in the Special Depository Account until the time the 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 authorise 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 IIL/DP :

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

Place: ----------------- Date: ------------------ Tel. No(s). : ---------------------------- Fax No.: -------------------

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

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

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

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

Yours faithfully,

Signed and Delivered:

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

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

INSTRUCTIONS

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

2 The Form of Acceptance should be filled-up in English only.

3 Signature(s) other than in English, Hindi, Marathi, and thumb impressions must be attested by a Notary Public under his Official Seal.

4 Mode of tendering the Equity Shares Pursuant to the Offer:

I. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of IIL.

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

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

ACKNOWLEDGEMENT SLIP

***Sub**: Open Offer to acquire 3,23,65,740 equity shares of Rs.1/- each representing 57 % of the total equity/ voting share capital of Intra Infotech Limited , at an offer price of Rs. 4/- (Four Only) per fully paid equity share and Rs 3.50 per partly paid up equity share of face value of Rs1/- each by Fortune Buildprop (P) Limited*

Received from Mr. / Ms. / Mrs. ………………………..…………………………………………….. Ledger Folio No/ Client ID. ……………………………DP ID…………………....Number of certificates enclosed ……..…………… under the Letter of Offer dated

_____________________, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

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

Stamp	Authorised Signatory

Date

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

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir
New Delhi 110062
Phone: 011 2996 1280 / 81 / 82 / 83,
Fax: 011 2996 1284
E. mail: beetal_99@sify.com
Contact Person: Mr. Punit Mittal

FORM OF WITHDRAWAL CUM ACKNOWLEDGEMENT

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

OFFER OPENS ON	**:**	**Wednesday, January 16, 2008**
LAST DATE OF WITHDRAWAL	**:**	**Wednesday, January 30, 2008**
OFFER CLOSES ON	**:**	**Monday, February 04, 2008**

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,
FORTUNE BUILDPROP (P) LIMITED,
C/o. Beetal Financial & Computer Services (P.) Limited,
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi-110062.

Dear Sirs,

***Sub**: Open Offer to acquire 3,23,65,740 equity shares of Rs.1/- each representing 57 % of the total equity/ voting share capital of Intra Infotech Limited , at an offer price of Rs. 4/- (Four Only) per fully paid equity share and Rs 3.50/- per partly paid up equity share of face value of Rs1/- each by Fortune Buildprop (P) Limited*

Dear Sir,

I/We refer to the Letter of Offer dated 08.01.2008 for acquiring the equity shares held by me/us in Intra Infotech 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.	**Certificate No.**	**Distinctive No(s)**		**No. Of Shares**
		From	**To**	
	Total number of equity shares			

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.

<u>SHARES HELD IN DEMATERLISED FORM</u>

DP NAME	**DP I.D.**	**CLIENT I D**	**NO OF SHARES OFFERED**	**NAME OF BENIFICIARY**

12. I/We have done an off market transaction for crediting the equity Shares to the special depository account in CDSL styled **"BEETAL - Open Offer Escrow A/c for Fortune Builprop (P) Ltd** ("Depository Escrow Account") details are as under

DP Name	:	Sam Global Securities Limited
Client ID Number	:	00377466
DP ID Number	:	12019101
Depository	:	Central Depository Services (India) Limited

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

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

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

Yours faithfully,

Signed and Delivered:

	FULL NAME OF THE HOLDER(S)	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.

---TEAR HERE---

Folio No.\DP ID Client ID: **Beetal Financial & Computer Services Pvt. Ltd.** Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi 110062 Phone: 011 2996 1280 / 81 / 82 / 83, Fax: 011 2996 1284 E. mail: beetal@rediffmail.com Contact Person: **Mr. Punit Mittal**	Serial No.: (Acknowledgement Slip)

Received from Mr./Ms. ____________________ Address ____________________ Form of withdrawal in respect of __________ Number of Share Certificates representing _________ number of shares.	Signature of Official and Date of Receipt	Stamp of Registrar to the Offer

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

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi 110062
Phone: 011 2996 1280 / 81 / 82 / 83, Fax: 011 2996 1284
E. mail: beetal@rediffmail.com
Contact Person: **Mr. Punit Mittal**

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the collection centres mentioned in the Letter of Offer or above as per the mode of delivery indicated therein on or before 1700 hours upto the last date of withdrawal i.e. Wednesday, January 30, 2008.
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 alongwith 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 IIL. The facility of partial withdrawal is available only to the 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.