FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

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

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

OFFER OPENS ON	:	**31 January, 2011 (Monday)**
OFFER CLOSES ON	:	**19 February, 2011 (Saturday)**

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,
BTS Consultancy Services Pvt. Ltd.,
No. 4 Ramakrishna Nagar,
Villivakkam, Chennai - 600 049,
Tamil Nadu, India.

Dear Sir,

Sub: Open Offer to acquire 16,92,200 (Sixteen Lacs Ninety Two Thousand Two Hundred Only) equity shares of Rs. 10/- each representing 20 % of the total paid up capital / the voting share capital of EDUEXEL INFOTAINMENT LIMITED (Formerly TGF MEDIA SYSTEMS LIMITED) at a price of Rs. 16.50/- (Rupees Sixteen and Fifty Paise Only) per fully paid equity shares by DISCOVERY INFOWAYS LIMITED

I / We, refer to the Letter of Offer dated January 24, 2011 for acquiring the equity shares held by me / us in *EDUEXEL INFOTAINMENT LIMITED (Formerly TGF MEDIA SYSTEMS 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 *DISCOVERY INFOWAYS LIMITED*, (hereinafter referred to as the "Acquirer") the following equity shares in *EDUEXEL INFOTAINMENT LIMITED (Formerly TGF MEDIA SYSTEMS LIMITED)* (hereinafter referred to as "EIL"), held by me / us, at price of *Rs. 16.50/- (Rupees Sixteen and Fifty Paise Only)* per fully paid-up equity share.

SHARES HELD IN PHYSICAL FORM

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

Ledger Folio No……………………………… Number of share certificates attached………………..
Representing ………………………… equity shares

Number of equity shares held in EIL		**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 NSDL styled "**BTS CS PL - Escrow Account - Eduexel Open Offer"** ("Depository Escrow Account") details are as under

DP Name	:	**Integrated Enterprises (India) Ltd.**
DP ID	:	**IN 301313**
Client ID No.	:	**21377413**
Depository	:	**National Securities Depository Limited ("NSDL")**

5. I / We confirm that the equity shares of EIL 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 EIL/DP :

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with *EDUEXEL INFOTAINMENT LIMITED (Formerly TGF MEDIA SYSTEMS LIMITED)*):——————————————————————————
——————————————Place: —————— Date: ——————— Tel. No(s). : —————— Fax No.: ——————

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical mode may provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.
Bank Account No.: ——————————— Type of Account: ————————— *(Savings / Current / Other (please specify))*
Name of the Bank: ———————————————————— Name of the Branch : ——————————————
Address of the Bank: ———
I/We want to receive the payment through **Electronic Fund Transfer** ☐ **ECS** ☐ **RTGS** ☐ **NEFT** ☐
In case of **ECS,** 9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank) ☐☐☐☐☐☐☐☐☐
In the case of **RTGS/NEFT,** 11 digit code number issued by the Bank ☐☐☐☐☐☐☐☐☐☐☐

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 and thumb impressions must be attested by a Notary Public under his Official Seal.
4. In the case of ECS, please enclose cancelled cheque or Xerox copy of cheque with this Form.
5. **Applicants are requested to clearly mark the envelope with the words "EDUEXEL INFOTAINMENT LIMITED Open Offer" while sending the documents to the registrar to the offer.**
6. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of EIL.
7. Shareholders of EIL to whom this Offer is being made, are free to offer his / her / their shareholding in EIL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.
8. All future correspondence if any should be addressed to, **BTS Consultancy Services Pvt. Ltd., No. 4 Ramakrishna Nagar, Villivakkam, Chennai - 600049.** Contact Person: Mr. S.Sankar, E Mail: helpdesk@btsindia.co.in, Telephone: 044 2650 3337, Fax: 044 2650 3338
9. Business Hours of Registrar: Monday to Friday- 10:30 A.M. to 5:00 P.M.
   Saturday- 10:30 A.M. to 1:30 P.M.
   Holidays- Sunday and Bank Holidays

Acknowledgement Slip

Open Offer to acquire 16,92,200 (Sixteen Lacs Ninety Two Thousand Two Hundred Only) equity shares of Rs. 10/- each representing 20 % of the total paid up capital / the voting share capital of EDUEXEL INFOTAINMENT LIMITED (Formerly TGF MEDIA SYSTEMS LIMITED) at a price of Rs. 16.50/- (Rupees Sixteen and Fifty Paise Only) per fully paid equity shares by DISCOVERY INFOWAYS 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				

Authorised Signatory: Stamp

Date:

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	:	**31 January, 2011 (Monday)**
LAST DATE OF WITHDRAWAL	:	**15 February, 2011 (Tuesday)**
OFFER CLOSES ON	:	**19 February, 2011 (Saturday)**

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,
BTS Consultancy Services Pvt. Ltd.,
No. 4 Ramakrishna Nagar,
Villivakkam, Chennai - 600 049,
Tamil Nadu, India.

Dear Sir,

Sub: Open Offer to acquire 16,92,200 (Sixteen Lacs Ninety Two Thousand Two Hundred Only) equity shares of Rs. 10/- each representing 20 % of the total paid up capital / the voting share capital of EDUEXEL INFOTAINMENT LIMITED (Formerly TGF MEDIA SYSTEMS LIMITED) at a price of Rs. 16.50/- (Rupees Sixteen and Fifty Paise Only) per fully paid equity shares by DISCOVERY INFOWAYS LIMITED

I / We, refer to the Letter of Offer dated January 24, 2011 for acquiring the equity shares held by me / us in *EDUEXEL INFOTAINMENT LIMITED (Formerly TGF MEDIA SYSTEMS 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 __________ along with 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.

SHARES HELD IN DEMATERLISED FORM

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

I/We have done an off market transaction for crediting the equity Shares to the special depository account in NSDL styled "**BTS CS PL - Escrow Account – Eduexel Open Offer**" ("Depository Escrow Account") details are as under

DP Name	:	**Integrated Enterprises (India) Ltd.**
DP ID	:	**IN 301313**
Client ID No.	:	**21377413**
Depository	:	**National Securities Depository Limited ("NSDL")**

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.

TEAR HERE

Folio No./DP ID/Client ID :

Serial No.:
(Acknowledgement Slip)

Received from Mr./Ms.____

Address ____

____

Form of withdrawal in respect of ______________ Number of Share

Certificates representing ____________________ Number of Share

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

Note: All future correspondence if any should be addressed to, **BTS Consultancy Services Pvt. Ltd., No. 4 Ramakrishna Nagar, Villivakkam, Chennai - 600049.** Contact Person: Mr. S.Sankar, E Mail: helpdesk@btsindia.co.in, Telephone: 044 2650 3337, Fax: 044 2650 3338

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.*

INSTRUCTIONS

1. 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 1730 hours upto the last date of withdrawal i.e. **15 February, 2011 (Tuesday)**
2. Shareholders should enclose the following:-

   a. For Equity Shares held in physical form, Beneficial 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.
   - 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 *EDUEXEL INFOTAINMENT LIMITED (Formerly TGF MEDIA SYSTEMS LIMITED)* and duly witnessed at the appropriate place.

   b. 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 / Shares Certificates that have been received by the Registrar to the Offer.
4. The intimation of returned Shares to the Shareholders will be at the address as per the records of *EDUEXEL INFOTAINMENT LIMITED (Formerly TGF MEDIA SYSTEMS LIMITED)* as the case may be.
5. The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer.
6. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from EIL. The facility of partial withdrawal is available only on to registered shareholders.
7. **Shareholders holding Shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.**