LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Letter of Offer is sent to you as a shareholder of **Axis IT&T Limited**. If you require any clarifications about the action to be taken, you may consult your stock-broker or investment consultant or the Manager/ Registrar to the Offer. In case you have sold your shares in Axis IT&T Limited, please hand over this Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed to the member of the Stock Exchange through whom the said sale was effected.

CASH OFFER

by

The Acquirer:

Tayana Software Solutions Private Limited, ("TSSL" or "Acquirer")

Regd./ Corporate Office: 54, Richmond Road, Bangalore 560 025, India

Tel: +91 80 25594911 - 16 Fax: +91 80 25594917

TO ACQUIRE UPTO 39, 92,097 FULLY PAID-UP EQUITY SHARES

REPRESENTING 20% OF THE VOTING CAPITAL OF

Axis IT&T Limited ("AIT" or "Target Company")

Registered Office: 325, South Ex Plaza-II, 209 Masjid Moth NDSE-11, New Delhi 110 049, India

Telephone No. +91 0120 2442920; Fax No. +91 0120 2442921

AT Rs. 19.59/- (RUPEES NINTEEN AND FIFTY NINE PAISE ONLY) PER FULLY PAID-UP EQUITY SHARE OF FACE VALUE OF Rs.5 EACH. (the "Offer Price")

Pursuant to Regulations 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments there upto the date of the Public Announcement

Attention:

1. The Offer is not conditional upon any minimum level of acceptance.
2. The Offer along with any obligation to make payment for, or purchase the shares tendered and accepted is subject to the receipt of approval from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 ("FEMA") and rules and regulations made there-under, for acquiring Shares from non-resident Indians who validly tender their Shares under this Offer, if applicable. The Acquirer will make the necessary applications to and filings with the various authorities to obtain the requisite RBI Approval on behalf of the non resident Shareholders who validly tender their Equity Shares under this Offer (if applicable)in respect of whom such prior RBI Approval is required.
3. Besides this, as of the date of this Letter of Offer, no other statutory approvals are required to acquire the Equity Shares tendered pursuant to the Offer. If any other statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such other statutory approvals. In terms of Regulation 27 of the Regulations, the Acquirer will not proceed with the Offer in the event that such statutory approvals that are required are not obtained.
4. In case of delay in the receipt of any statutory approvals, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to shareholders who have validly tendered their shares, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will also become applicable.
5. Shareholders who have accepted the Offer by tendering the requisite documents in terms of this Letter of Offer shall have the option to withdraw their acceptance tendered by them up to Wednesday, April 02, 2008 i.e. 3 (three) working days prior to the date of closure of the Offer viz. Monday, April 07, 2008. Such requests for withdrawal should reach the designated collection centres before 5:00 p.m. on Wednesday, April 02, 2008.
6. If there is an upward revision in the Offer Price or withdrawal of the Offer by the Acquirer prior to or on the last date for revising the Offer Price viz. Thursday, March 27, 2008, you will be informed by way of another public announcement in the same newspapers in which the first Public Announcement was published. The Acquirer shall pay such revised price for all the shares validly tendered any time during the Offer and accepted under the Offer.
7. The Acquirer may withdraw the Offer in accordance with the conditions specified in Regulation 27 of the Takeover Regulations. In the event of such withdrawal, the same would be notified by way of a public announcement in the same newspapers in which the PA appeared
8. If the aggregate of the valid responses to the Offer exceeds the Offer size of 39,92,097 fully paid-up equity shares of AIT (representing 20% of the Post Acquisition Capital of AIT), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations.
9. This document has not been filed, registered or approved in any jurisdiction outside India. Recipients of this document resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements.
10. **There has been no competitive bid to the Offer.**
11. The procedure for acceptance is set out in Section 9 of this Letter of Offer. A Form of Acceptance-cum-Acknowledgement and Form of Withdrawal are enclosed with this Letter of Offer.

    The Public Announcement and this Letter of Offer, Form of Acceptance and Form of Withdrawal are also available on SEBI's Website (www.sebi.gov.in) from the Offer Opening Date viz. March 19, 2008. A copy of the Form of Acceptance may also be obtained from the Registrar to the Offer commencing on the date of the dispatch of the Letter of Offer. All future correspondence, if any should be addressed to the Registrar to the Offer at the address mentioned below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Edelweiss Ideas create, values protect	KARVY Karvy Computershare Private Limited
Edelweiss Capital Limited Express Tower, 14th Floor, Nariman Point, Mumbai – 400 021, Tel : + 91 22 4086 3535; Fax: + 91 22 2288 2119 Email: axt.openoffer@edelcap.com Contact Person : Mr. Pallav Shah	**Karvy Computershare Private Limited** 17-24 Vithalrao Nagar, Madhapur Hyderabad - 500081. Tel: + 91 40 23431553; Fax No. + 91 40 23431551 Email: murali@karvy.com; Contact Person; Mr. Murali Krishna
OFFER OPENS ON: March 19, 2008	**OFFER CLOSES ON: April 07, 2008**

(For Schedule of Major Activities of the Offer please refer to the next page)

SCHEDULE OF THE MAJOR ACTIVITES OF THE OFFER:

Activity	Original Schedule (Day & Date)	Revised Schedule (Day & Date)
Public Announcement Date	Tuesday, January 15, 2008	Tuesday, January 15, 2008
Specified Date *	Tuesday, January 22, 2008	Tuesday, January 22, 2008
Last date for a competitive bid	Tuesday, February 05, 2008	Tuesday, February 05, 2008
Date by which Letter of Offer to be dispatched to shareholders	Friday, February 29, 2008	Thursday, March 13, 2008
Date of Opening of the Offer	Monday, March 10, 2008	Wednesday, March 19, 2008
Last date for Revising the Offer price/ number of Shares	Thursday, March 20, 2008	Thursday, March 27, 2008
Last date for Withdrawing of acceptance from the Offer by shareholders	Wednesday, March 26, 2008	Wednesday, April 02, 2008
Last date for Closing of the Offer	Saturday, March 29, 2008	Monday, April 07, 2008
Last date of communicating rejection / acceptance and for dispatch of consideration for acceptance and of Share certificate(s) for the rejected Shares / credit of unaccepted dematerialized Shares.	Monday, April 14, 2008	Tuesday, April 22, 2008

** Specified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of the shares of AIT (except Acquirer and Promoters of AIT) are eligible to participate in the Offer anytime before the closure of the Offer.*

RISK FACTORS

Given below are the risks related to the transactions, the Offer and getting associated with the Acquirer.

1. The Offer is subject to the receipt of the approval of the RBI under FEMA and the rules and regulations made there under for acquiring Equity Shares from Non-Resident Shareholders who validly tender their Equity Shares under this Offer. If any other statutory approvals become applicable prior to the completion of the Offer, the Offer will also be subject to such other statutory approvals.
2. In the event of regulatory approvals not being received in a timely manner or litigation leading to a stay on the Offer, or SEBI instructing that the Offer should not proceed, the Offer process may be delayed beyond the schedule indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders whose Shares have been accepted in the Offer as well as the return of the Shares not accepted by the Acquirer may be delayed. Shareholders should note that after the last date for withdrawal of acceptances under the Offer i.e. April 02, 2008, Shareholders who have lodged the Equity Shares will not be able to withdraw them even if the acceptance of Equity Shares under the Offer and dispatch of consideration gets delayed. The tendered Equity Shares and documents will be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.
3. In case the numbers of valid acceptances are higher than 39,92,097 Equity Shares, then the valid tenders would be accepted on a proportionate basis up to a maximum of 39,92,097 Equity Shares. Hence, there is no certainty that all Shares tendered by the shareholders in the Offer will be accepted, in case there is oversubscription of the Offer.
4. The Acquirer makes no assurance with respect to the market price of the Shares of Axis IT&T Limited, both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the shareholders on whether to participate or not to participate in the Offer.
5. The Acquirer makes no assurance with respect to the financial performance of Axis IT&T Limited.

   The risk factors set forth above pertain to the Offer and do not relate to the present or future business or operations of AIT or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by a shareholder in the Offer. The shareholders of AIT are advised to consult their stockbroker or investment consultant, if any, for further risks with respect to their participation in the Offer.

TABLE OF CONTENTS

LETTER OF OFFER

1. DEFINITIONS

Acquirer/ TSSL	Tayana Software Solutions Private Limited
AIT/Target Company	Axis IT&T Limited
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Depository Escrow Account	The depository account opened by Karvy Computershare Private Limited with National Securities Depository Limited (NSDL) account "KCPL Escrow A/C – AIT Open Offer " The DP ID is IN302470 and the beneficiary client ID is 40224556
DP	Depository Participant
Depositories	Collectively NSDL and CDSL
FII(s)	Foreign Institutional Investors
Form of Acceptance	Form of Acceptance cum –Acknowledgement
FY	Financial Year
IT	Income Tax
ITAT	Income Tax Appellant Tribunal
Letter of Offer	This Letter of Offer
Manager/ Manager to the Offer/ Merchant Banker/ Edelweiss	Edelweiss Capital Limited
NRI	Non Resident Indians
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
Offer	This open offer for acquisition of 39,92,027 fully paid-up equity shares of face value of Rs.5/- each, representing 20% of voting Share Capital at the Offer Price of Rs 19.59/- per Share
Offer Closing Date	Monday, April 07, 2008
Offer Opening Date	Wednesday, March 19, 2008
Offer Price	Rs. 19.59/- (Rupees Nineteen and Fifty Nine Paise only) per Share, payable in cash.
Persons Eligible to Participate in the Offer	The equity shareholders of the Target Company, except the Acquirer and parties to the Share Purchase Agreement
Public Announcement/ PA	Announcement of the Offer made by the Acquirer on January 15, 2008
RBI	Reserve Bank of India
Registrar/ Registrar to Offer	Karvy Computershare Private Limited
Rs./INR	Indian National Rupee
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto upto the date of the Public Announcement
Share(s)/ Equity Shares	Fully paid-up equity shares of face value of Rs. 5/- each of Axis IT&T Limited
Specified Date	Tuesday , January 22, 2008
SPA	The Share Purchase Agreement between the Acquirer on the one hand and Mr. Rohitasava Chand, Mr Ashish Chand , Ms Sarla Shankar, Mr Ajay Shankar, Mr Sohil Chand, Yukti Securities Private Limited, Trak Services Private Limited, Axis Infoway India Private Limited, Rabin Diwan Lai as Karta of D.C.Lai HUF, Rabin Diwan Lai on the other hand (collectively the "Sellers") signed on January 11, 2008.

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF AXIS IT&T 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 OF 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 THE ACQUIRER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER TO THE OFFER IS EXPECTED TO EXERCISE DUE-DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER– EDELWEISS CAPITAL LIMITED HAS SUBMITTED A DUE-DILIGENCE CERTIFICATE DATED JANUARY 29, 2008 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS 1997. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER".

3 DETAILS OF THE OFFER

3.1 Background of the Offer

a) Tayana Software Solutions Private Limited ("TSSL" or "Acquirer"), a company incorporated under the Companies Act, 1956 having its registered office at 54, Richmond Road, Bangalore 560 025, being the Acquirer within the meaning of Regulation 2(1)(b) of the SEBI (SAST) Regulations, has entered into a, share purchase agreement("SPA") dated January 11, 2008 (the "Share Purchase Agreement" or "SPA") with Mr. Rohitasava Chand, Mr Ashish Chand , Ms Sarla Shankar, Mr Ajay Shankar, Mr Sohil Chand, Yukti Securities Private Limited, Trak Services Private Limited, Axis Infoway India Private Limited, Rabin Diwan Lai as karta of D.C. Lai HUF, Rabin Diwan Lai (collectively the "Sellers") to acquire 1,21,12,184 equity shares (the "Sale Shares") of face value of Rs. 5/- each representing 60.69% of the fully paid up share capital of Axis IT &T Limited ("AIT" or "Target Company") being the Target Company as defined in Regulation (2)(1)(o) of the SEBI (SAST) Regulations at a price of Rs.13.50 per share. The total consideration payable in cash for the above transaction in terms of the SPA is Rs. 16,35,14,484/- (Rupees Sixteen Crore Thirty Five Lakhs Fourteen Thousand Four Hundred Eighty Four Only).

b) The Acquirer is making an open offer to the public shareholders of the Target Company pursuant to and in compliance with Regulations 10 and 12 of the SEBI (SAST) Regulations since more than 15% of the voting rights of the Target Company are proposed to be acquired under the SPA and is accompanied with a change in the control of the Target Company.

c) The salient features of the SPA entered into between the Acquirer on the one hand Mr. Rohitasava Chand, Mr Ashish Chand , Ms Sarla Shankar, Mr Ajay Shankar, Mr Sohil Chand, Yukti Securities Private Limited, Trak Services Private Limited, Axis Infoway India Private Limited, Rabin Diwan Lai as karta of D.C. Lai HUF, Rabin Diwan Laiand on the other hand (collectively the "Sellers") signed on January 11, 2008 have been set out in paragraph 3.1 (d) below. The complete Name, Address and contact details of the Sellers are as under:

Name	Address	Telephone No	Fax No.
Rohitasava Chand	B-19, Defence Colony, New Delhi-24	011-41552273	011-41550812
Ashish Chand	B-19, Defence Colony, New Delhi-25	011-41552273	011-41550812
Sarla Shankar	G-117, Palam Vihar, Gurgaon-122017	9811085930	-
Ajay Shankar	G-117, Palam Vihar, Gurgaon-122018	9811085930	-
Sohil Chand	B-19, Defence Colony, New Delhi-24	011-41552273	011-41550812
Yukti Securities Pvt. Ltd.	B-19, Defence Colony, New Delhi-25	011-41552273	011-41550812
Trak Services Pvt. Ltd.	B-19, Defence Colony, New Delhi-25	011-41552273	011-41550812
Axis Infoway India Pvt. Ltd.	B-19, Defence Colony, New Delhi-25	011-41552273	011-41550812
Rabin Diwan Lai (HUF)	B-19, Defence Colony, New Delhi-25	011-41552273	011-41550812
Rabin Diwan Lai	B-19, Defence Colony, New Delhi-25	011-41552273	011-41550812

The sale Shares are proposed to be acquired from each of the Sellers as detailed below :

Sl No	Name of the Seller	Number of shares sold	% to total share capital	Total purchase consideration payable (Rs.)
1	Rohitasava Chand	5,36,101	2.69	72,37,364
2	Ashish Chand	3,02,400	1.51	40,82,400
3	Sarla Shankar	4,400	0.02	59,400
4	Ajay Shankar	25,60,800	12.83	3,45,70,800
5	Sohil Chand	7,65,820	3.84	1,03,38,570
6	Yukti Securities Pvt. Ltd.	25,61,148	12.83	3,45,75,498
7	Trak Services Pvt. Ltd.	15,38,460	7.71	2,07,69,210
8	Axis Infoway India Pvt. Ltd.	15,40,000	7.72	2,07,90,000
9	Rabin Diwan Lai (HUF)	3,38,985	1.70	45,76,297
10	Rabin Diwan Lai (NRI)	12,06,920	6.05	1,62,93,420
11	Rabin Diwan Lai (NRO)	7,57,150	3.79	1,02,21,525
		1,21,12,184	**60.69**	**16,35,14,484**

The Sellers under the SPA who are promoters of Axis IT &T Limited are as follows:

i. Mr Rohitasava Chand;

ii. Mr Ashish Chand;

iii. Ms Sarla Shankar;

iv. Mr Ajay Shankar;

v. Mr Sohil Chand;

vi. Yukti Securities Private Limited;

vii. Trak Services Private Limited; and

viii. Axis Infoway India Private Limited

Out of the Sellers, Mr Rabin Diwan Lai, who holds the shares for himself and as Karta of D.C. Lai (HUF) is neither a promoter nor belongs to the promoter group.

d) The salient features of SPA are as under :

i. The Acquirer shall pay the Sellers within 7 working days from the execution of the SPA, an amount of Rs.3,16,00,547/- (Rupees Three Crores Sixteen Lakhs five hundred forty seven only) being a sum equivalent to 20% of the purchase price pursuant to the set-off of the transaction fee as advance against the purchase price.

ii. The Acquirer shall deposit in an Escrow Account a sum equivalent to 10% of the purchase price amounting to Rs.1,63,51,449/- (Rs One Crore Sixty three lakhs fifty one thousand four hundred forty nine only)as First Installment within 7 working days from the date of execution of the SPA .

iii. The Acquirer shall pay remainder of Purchase Price after set off of the transaction fee amounting to Rs.11,18,87,989/- (Rupees Eleven Crores eighteen lakhs eighty seven thousand nine hundred eighty nine only) after set off of the transaction fee upon completion of the Offer.

iv. The Sellers on execution of the SPA shall deposit the original share certificates and duly executed transfer deeds for the physical Sale Shares together with delivery instructions in respect of the dematerialised Sale Shares in an escrow account.

v. The Sellers have undertaken to do all things and execute all documents necessary to ensure that the legal and beneficial title to the Sale Shares is duly transferred to the Purchaser in accordance with the SPA.

vi. At closing, the escrow agent (YES Bank Limited) shall release the purchase price in favour of the Sellers and the share certificates, share transfer forms, delivery instructions forms in relation to the Sale Shares, in accordance with the provisions of the escrow agreement dated January 16, 2008 executed in relation to the aforementioned escrow arrangement. Simultaneously upon the release of the Purchase Price and the aforesaid documents by the escrow agents, (i) a board meeting of the Company shall be convened wherein necessary resolutions shall be passed to approve and effectuate transfer of the Sale Shares to the Acquirer, make necessary entries in the Registers of the Company, appoint the nominees of the Acquirer as directors of the Target and to make necessary filing with the Registrar of Companies.

vii. During the interim period between execution of the SPA and closing (the interim period), in order to ensure that the Sellers are conducting the business of the Company in the ordinary and usual course without any material interruption or alteration in its scope or manner, the Acquirer is entitled to nominate a person (not as a director) to oversee the conduct of the business of the Company during such interim period.

viii. In case of non-compliance of any provision of the Regulations pertaining to the open offer being triggered by this SPA, the SPA shall not be acted upon by the Sellers or Acquirer.

ix. Upon termination of the SPA, the Sellers are required to forthwith refund the advance (as mentioned in paragraph 3.1(d)(i) above) along with interest calculated at the rate of 10% per annum, Failure to do so would entitle the Acquirer to receive certain Equity Shares from the aforementioned escrow account as subsequently agreed between the parties to the SPA in a letter agreement dated January 18 2008

e) The total fund requirement for the acquisition of up to 39,92,097 fully paid Equity Shares of Rs. 5 each at Rs. 19.59/- (Rupees Nineteen and fifty nine Paise only) per share is Rs. 7,82,05,181 (Rupees Seven Crores, Eighty Two Lakhs, Five Thousand and One Hundred and Eight one Only) (“**Maximum Consideration**”).

f) The Acquirer proposes to fund the Offer out of its owned funds.

g) The Acquirer, Seller and their respective directors have not been prohibited by SEBI from dealing in securities in terms of directions issued u/s 11B of the SEBI Act or under any other regulations made under the SEBI Act. Neither AIT nor its directors have been prohibited by SEBI from dealing in securities in terms of directions issued u/s 11B of the SEBI Act or under any other regulations made under the SEBI Act.

h) The dematerialised Sale Shares purchased under the SPA shall be credited to a separate escrow demat account after the completion of the share sale. Part of the Sale Shares which in physical form would be kept in escrow with the escrow agent as more appropriately described in paragraph 3.1.(d)(iv). These Sale Shares would be released to the Acquirer only after the Manager to the and the Acquirer jointly instructs the release of the Sale Shares

i) The Acquirer and their respective directors, do not hold any Shares of the Target Company, nor have they acquired any shares of the Target Company since the date of the PA or during the 12 months period prior to the date of the PA, except the Shares acquired under the SPA.

3.2 Details of the Offer

3.2.1 The Public Announcement was published in the following newspapers on January 15, 2008, in accordance with Regulation 15 of the SEBI (SAST) Regulations:

Publication	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All

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

a) The acquisition of the shares of the Target Company pursuant to the SPA exceeds 15% of the voting rights in the Target Company and results in a change of control of the Target Company and therefore triggers an open offer under Regulations 10 and 12 of the SEBI (SAST) Regulations. Consequently, the Acquirer is making an open offer to the public shareholders of the Target Company to acquire upto 39,92,097 equity shares of the Target Company being 20% of the Voting share capital of the Target Company ("Offer Share(s)") as on April 22, 2008, being the date which is 15 days from the date of closure of the Offer, as required under Regulation 21(5) of the SEBI (SAST) Regulations. This Offer is being made pursuant to Regulations 10 and 12 of the SEBI (SAST) Regulations, at a price of Rs. 19.59/- per fully paid up Equity Share (the "Offer Price"), payable in cash in accordance with the SEBI (SAST) Regulations and subject to the terms and conditions mentioned hereinafter (the "Offer" or "Open Offer") and the terms and conditions that will be set out in the letter of offer in relation to the Offer (the "Letter of Offer").

b) Subject to the receipt of regulatory approvals as set out in paragraph VIII and other terms and conditions set out in this Letter of Offer, the Acquirer will acquire Equity Shares up to the extent mentioned in this Letter of Offer.

c) Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirer will hold 1,61,04,281 Equity Shares of the Target Company.

d) This Offer is being made to all the public shareholders of the Target Company except the shareholders who are parties to the SPA and is not conditional on any minimum level of acceptances.

e) In terms of Clause 40A of the Listing Agreement with the BSE and the NSE, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis. The Acquirer undertakes to ensure compliance with the provisions of Clause 40A of the Listing Agreement.

f) The Acquirer have not acquired nor been allotted any equity shares of the Target Company save and except that the Acquirer has undertaken to purchase 1,21,12,184 Equity Shares in terms of the SPA as mentioned in Para 3.1 above. As at the date of the PA, the Acquirer does not hold any Equity Shares of the Target Company. The respective directors of the Acquirer have not acquired any Equity Shares in the Target Company at a price above the offer price of Rs. 19.59 (Rupees Nineteen and Fifty Nine Paise Only) per share, including by way of allotment in public or rights issue or by way of preferential allotment by the Target Company during the 26-week period prior to the date of the Public Announcement.

g) The Equity Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

h) As of the date hereof, the subscribed and paid up Equity Share capital of the Target Company is Rs. 999.56 Lacs comprising of 1,99,60,481 equity shares ("Equity Shares") of face value of Rs.5/- each fully paid up.

3.2.2 There are no outstanding instruments or partly paid up shares convertible into equity shares of the Target Company at a future date.

3.2.3 The Offer is not conditional on any minimum level of acceptance by the share holders of the Target Company.

3.2.4 There have been no competitive bids to the Offer.

3.3 Objects of the Offer

3.3.1 The Acquirer envisages that after the current acquisition it shall continue and develop the existing business of the Target Company along with the existing business of the Acquirer. The current acquisition will help the Acquirer to build a franchise of aerospace engineering and communications related business strategically aligned to each other.

4 BACKGROUND OF ACQUIRER

4.1 Tayana Software Solutions Private Limited (TSSL)

4.1.1. Tayana software Solutions Private limited, the Acquirer, is a private Limited company incorporated in Bangalore on 5th June, 2000 under the companies Act, 1956 having its registered/ corporate office at 54 Richmond Road, Bangalore 560 025. Tel no. +91 80 2559 4911-16 Fax no. + 91 80 2559 3418

4.1.2 Tayana Software Solutions Private Limited was originally promoted by BPL Mobile group in the year 2000. Subsequently when the mobile business was hived off, TSSL became part of the Jupiter group. Presently it is a subsidiary of Jupiter Strategic Technologies Private Limited which is a part of Jupiter group.

The Company had set up offshore development centre and had bagged orders from UK, Canada, Australia and France. The Company moved from being a pure offshore Development Centre operator to development of Software products & solutions addressing end to end messaging with solutions for Short Message Service (SMS) centers, gateways & applications and for unified messaging systems. The Company gradually consolidated its operations and successfully transitioned to development and commercialization of Software products & solutions addressing the Global System for Mobile Communication (GSM) Cellular Segment comprising Signal System (SS7) based service nodes, Short Message Service Centre (SMSC), SMS Application Gateway, Bulk Messaging Platforms for corporate segment, Sim Tool Kit (STK) based solutions / Dynamic Subscriber Identity Module (SIM) Browsing Platform, preferred Roaming Platform, Mediation Platforms for Prepaid top up using Automatic Teller Machine (ATM's)/SMS etc. The Company enhanced and upgraded its Products based on market needs and customer feedback and introduced newer Versions of the Software in the Market. The Company has several international telecom companies like Orascom, Orange, Cable & Wireless, Jersey Telecom, Nortel Networks, as its clients.

4.1.3 Shareholding Pattern of TSSL as on date of PA is as under

Sr. No.	Name of shareholder	No. of share	%
1.	Jupiter Strategic Technologies Pvt Ltd	99,99,700	100.00
2.	K M George	300	0.00
	Total	**1,00,00,000**	**100.00**

4.1.4 The Acquirer operates in the wireless telecom domain offering both product solutions and services for GSM network operators worldwide. The Company has several international telecom operators as its clients.

4.1.5 As on January 14, 2008, the paid up capital of the Acquirer is Rs.10,00,00,000 consisting of 1,00,00,000 equity shares of Rs. 10/- each.

4.1.6 The composition of Board of Directors of TSSL, as on date of the Public Announcement was as under:

Name	Appointment Date	Experience	Qualification	Residential Address
Mr. Sudhakar Gande (Chairman)	24/11/2007	23 years experience. American Express Bank Ltd (1985 - 1994) joined as Account Manager III and was promoted as Senior Director in a span of eight years. Lexicon Group, Mumbai (1994 -2001) - worked in the position	BE (E&C), M Tech (IIT), MBA	Atur Terrace 802, 8th Floor Cuffe Parade Mumbai - 400005 Maharashtra

		of Director, focussed on Investment Banking, Corporate Finance, Mergers & Acquisitions, Corporate Advisory Services including Debt restructuring. Global Trust Bank Limited (March 2002 - July 2004) - worked in the position of Managing Director, involved in the amalgamation process of the Bank with Oriental Bank of Commerce (OBC) and worked with OBC from August to December 2004		
Mr. S Ravi Narayanan (Director)	24/11/2007	25 years of experience Has served in the board of directors as an active member of Air India Ltd and Indian Airlines Ltd on a 3 year tenure starting from April 1997. Was part of several board sub committees including fleet expansion, yield, IT, etc. Served as Director of Karnatak Power Transmission Corporation Limited (KPTCL) since July 2004 and also as the Chairman of Audit Committee of KPTCL. Presently serving as Member of the Board & Vice Chairman and MD of Jupiter Aviation since October 2006. In the past he has been involved in efforts for private participation in the areas of avionics development and testing between 1989 and 1998 especially for Light Combat Aircraft (LCA) and Sukhoi program. An aerospace professional with 25 years of experience in aerospace industry as technocrat, entrepreneur and consultant. He has served on the board of directors of both Government and private companies.	B E (Electrical & Electronics)	387, 42nd Cross 5th Block Jayanagar Bangalore 560 041
Mr. K M George Executive (Director)	31/01/2001	31 Years of experience Voltas Ltd, Mumbai (Jun'77 - Aug'85) - worked in various levels such as Manager / Product Promotion and Evaluation Cell, Corporate Planning Advisor, Manager - Marketing and Purchase, Manager - Business Planning Cell.- responsible for marketing services to operating zones, Evaluation of existing / new opportunity areas and recommending product / Technology changes /	B Tech (Electrical Engineering)	No. C – 7, 3rd Floor, Shanti kiran Apartments 52, Nandidurg Road Bangalore 560 046

		Introductions, All India Sales of Principal (Merlin Gerin - France) products. BPL Telecom (Nov'87 onwards) - Head - BCG, BPL Innovision Technologies Ltd (May 2000 onwards) - in the position of Chief Operating Officer, Wireless Innovision Technologies Ltd (2001 onwards) - Chief Operating Office, Tayana Software Solutions Pvt. Ltd (2004 onwards) - Chief Operating Office, presently working as Executive Director & President		
Mr. R Karthikeyan (Director)	01/06/2006	25 years of experience Sundaram Clayton Ltd (Oct'83 - Aug'86) - in charge of costing & MIS, Factory accounts, Budgeting, Excise & Sales Tax, Sales accounting, Stores control. Fenner (India) Ltd - (Aug'86 - Dec'94) - Manager - Finance, Head of corporate finance, Accounts consolidation and audits. WIMCO Limited (Dec'94 - Apr'97 - Head of corporate finance, accounts & MIS with primary responsibilities for mobilisation of finance, Treasury, Corporate accounts, Year-end account consolidation, statutory audits, management reports. Essar Steel Ltd (Apr'97 - Sep'00) - Head of Corporate finance dept with primary responsibilities of long term finance for new projects, expansion, export securitisation, restructuring plans, coordination with FIs and term lending banks. BPL Mobile (Sep'00 - Dec'05) - worked as Head - Finance Jupiter Capital (Dec'05 onwards) - presently working as Vice President & CFO) More than 25 years of experience in corporate finance and accounts covering multifaceted industries. Professional competencies include handling Resource mobilisation, Project Finance, Capital markets, Costing & MIS.	B Com, ACA	No. 301, Mayur Gardens 28th Cross Ejipura Main Road, Bangalore - 560 047
Mr. Anil Bhandary (Director)	01/06/2006	28 years of experience Modi Xerox Limited (1979 - 1986) - worked as Regional Manager with the responsibility of achieving the budgeted	B Com	8/2 Ground Floor Palmgrove Cross Road Victoria Layout Bangalore -

		profitability, cash flow targets through sales, after sales support and customer care. Implementation of systems in various department, HR management including manpower recruitment, training, accounts, finance, statutory, administration and implementation of growth. Transonic (1986 - May'98) - running own business in the position of Chief Executive by independently setting up operations for Modi Xerox in South India and established four branches at Bangalore, Madras, Hyderabad and Cochin, Manufactured EPABX systems in house, exported products to Europe. BPL Telecom & BPL Mobile - as General Manager (Corporate Affairs (June'98 - November'05), Hindusthan Infrastructure & Projects & Engineering Pvt Ltd (Dec'05 onwards) - working as Director & COO.		560 047

4.1.7 None of the directors of TSSL have acquired any share in AIT during the preceding 12 months preceding the Public Announcement.

4.1.8 None of the above directors of TSSL are on the Board of Directors of AIT.

4.1.9 Chapter II of the Regulations are not applicable to the Acquirer with respect to the Target Company since no previous acquisitions have been made by the Acquirer in the Target Company.

4.1.10 TSSL is not a listed Company

4.1.11 Key financials of TSSL for a period of three years as audited by M/s. T. Velu Pillai & co. and the results on September 30, 2007 as certified by the statutory auditors of TSSL, M/s. T Velu Pillai & Co .

(Rs in lacs)

Profit & Loss Statement	**For the half year ended September 30, 2007 (Certified)**	**For the year ended March 31, 2007 (Audited)**	**For the year ended March 31, 2006 (Audited)**	**For the year ended March 31, 2005 (Audited)**
Income from operations	**499.16**	**660.99**	**642.52**	**1,469.33**
Other Income	20.57	25.99	39.91	19.37
Total Income	**519.73**	**686.98**	**682.43**	**1,488.70**
Total Expenditure	438.36	940.12	674.52	1,361.20
Profit Before Depreciation Interest and Tax	81.37	(253.14)	7.91	127.50
Depreciation	36.82	80.92	54.28	37.40
Interest	0	0.09	9.32	1.70
Profit Before Tax	44.55	(334.15)	(55.69)	88.40
Provision for Tax	8.50	23.12	(3.80)	(4.10)
Profit After Tax	36.05	(357.27)	(51.89)	92.50

Balance Sheet Statement	For the half year ended September 30, 2007 (Certified)	For the year ended March 31, 2007 (Audited)	For the year ended March 31, 2006 (Audited)	For the year ended March 31, 2005 (Audited)
Sources of funds				
Paid up share capital	500.00	500.00	300.00	300.00
Share Application Money	348.99	394.00	832.00	0
Reserves and Surplus (excluding revaluation reserves)	0	0	142.12	194.01
Total	**848.99**	**894.00**	**1,274.12**	**494.01**
Secured loans	56.10	59.38	65.66	46.27
Unsecured loans (including deferred tax liability)	40.37	40.37	23.52	24.47
Grand Total	**945.46**	**993.75**	**1363.30**	**564.75**
Uses of funds				
Net fixed assets	469.57	473.36	449.24	96.80
Investments	47.69	53.60	566.07	0.00
Net current assets	248.80	251.28	347.51	467.34
Debit balance of P&L A/c.	179.10	215.15	0	0
Total Miscellaneous Expenditure Not Written Off	0.30	0.36	0.48	0.61
Grand Total	**945.46**	**993.75**	**1363.30**	**564.75**

Other Financial Data	For the half year ended September 30, 2007 (Certified)	For the year ended March 31, 2007 (Audited)	For the year ended March 31, 2006 (Audited)	For the year ended March 31, 2005 (Audited)
Net Worth*	320.90	284.85	442.12	494.01
Dividend (%)	0	0	0	0
Earning Per Share	0.72	(7.15)	(1.73)	3.08
Return on Networth %	11.23	Negative	Negative	18.72
Book Value Per Share(Rs)*	6.42	5.70	14.74	16.47

Note:

(1) Dividend (%) = Dividend paid per equity share / No. of equity shares outstanding at year-end/ Par value per equity share

(2) Earnings per share = Profit after tax (prior to any adjustments) / Weighted Average No. of equity shares outstanding at the end of the year

(3) Return on Net worth (%) = Profit after tax (prior to any adjustments) / Net worth at year-end

(4) Book Value per equity share = Net worth / No. of equity shares outstanding at year end

* does not include the share Application money pending allotment

4.1.12 Significant Accounting Policies:

i. Accounting Conventions:

Accounts has been prepared on historical cost convention in accordance with Indian Generally Accepted Accounting Principles, the Accounting Standards issued by the Institute of Chartered Accountants of India and the Indian Companies Act, 1956 as adopted consistently by TSSL

The fundamental accounting assumptions underlying the preparation and presentation of financial statements are:

a. Going concern: the enterprise is viewed as continuing in operation for the foreseeable future.

b. Consistency: the accounting policies are consistent from one period to the next.

c. Accrual: revenues and costs are accrued as they are earned or incurred and recorded in the financial statements of the period to which they relate.

Fixed Assets and Depreciation:

Fixed Assets:	At cost (including expenditure on installation wherever applicable).
Depreciation:	Depreciation on Fixed assets are provided on straight line method at the rates and in the manner prescribed under schedule XIV of the Companies Act, 1956 except for software which have been depreciated at 25% per annum

ii. Leased Assets:

Assets procured on lease have been accounted for in accordance with AS 19 issued by the Institute of Chartered Accountants of India.

iii. Miscellaneous Expenditure:

Miscellaneous Expenditure is charged off over a period of ten years.

iv. Investments:

Investments are classified into current investments and long term investments. Current investments are carried at the lower of cost and fair value, and provision is made to recognise and decline in the carrying value. Long term investments are carried at cost, and provision is made to recognise any decline, other than temporary in the value of such investments.

v. Foreign Currency Transactions:

Transactions in foreign currency, other than those covered by forward contracts are accounted at the average exchange rates prevailing on the date of the transaction. Assets and liabilities in foreign currency not covered by forward contracts are translated at the exchange rate prevailing on the date of the Balance sheet. All realised exchange adjustment gains and losses are dealt with in the profit and loss statements.

vi. Retirement Benefits:

Contribution to Recognised Provident Fund is made at predetermined rates. The Leave Encashment policy of the company provides for paying off to the employees any leave to their credit at the end of the financial year except for privilege leave which are accumulated for a period of 90 days and any excess thereof alone is encashable. Gratuity Liability is created on an actual basis

vii. Inventory :

Inventory of Hardware Goods (Traded) are valued at Cost

viii. Revenue Recognition:

Revenue from software development is recognised based on software developed and billed to clients as per the terms of specific contracts. Revenue from the sale of software and hardware products are recognized when the sale has been completed with the passing of title.

Revenues from Annual Technical Services (ATS) is recognised on billing & realization.

Interest on deployment of surplus funds is recognised using the time proportion method, based on interest rates implicit in the transaction.

Dividend income is recognised when the right to receive dividend is established.

Revenue from the sale of Special Import Licenses is recognised when the licenses are actually sold.

ix. Borrowing Costs:

Costs directly attributable to the acquisition, construction or production of qualified asset, are capitalised as part of the asset. Other borrowing costs are recognised as expenditure in the period in which they are incurred.

4.1.13 There is no change in the accounting policies from the time of incorporation

4.1.14 Major Contingent Liabilities : As certified by the management, following are the contingent liabilities as on March 31, 2007:

Bank Guarantee outstanding: Rs. 3.50 Lakhs given to customs Department

4.1.15 The reasons for fall/rise in total income and PAT in the last two years.

2005-06 vs 2006-07

The Income from Software Sales/services has increased due to addition of new clients in 2006-07. The expenditure has gone up on account of increased manpower cost, business development, travel, etc. for capturing new markets which has resulted in drop in PAT.

2004-05 vs 2005-06

The Company was predominately focused on domestic market upto 2004-05 which got reduced substantially during FY 2005-06. This has resulted in reduced Income and a drop in PAT.

4.1.16 TSSL have not made any acquisition in the target company.

4.1.17 There has not been any merger/ demerger/ spin off involving TSSL during last three years.

4.1.18 There are no material legal cases pending involving TSSL.

4.1.19 TSSL has not promoted any company in India for the last three years. Tayana Mauritius Inc., (Regd. Office - IFS Court, Twenty Eight, Cyber City, Ebene, Mauritius, Tel no. 00230 467 3000; Fax 00230 467 4000) was promoted by TSSL as a wholly owned subsidiary in Mauritius on January 10, 2005, and was divested during December 2007. Tayana Mauritius provides Consultancy services in the area of software, addressing the GSM Cellular segment.

The financial information of Tayana Mauritius Inc.for last two years is as follows:

Details	For the period ended 31st March, 2007 (USD)	For the period ended 31st March, 2007 (In Rs Lakhs)	For the Period 10th Jan. 2005 to 31st March, 2006(USD)	For the Period 10th Jan. 2005 to 31st March, 2006(In Rs Lakhs)
Equity Capital	54,540	21.43	14,540	5.71
Reserves & Surplus (excluding Revaluation Reserves)	(51,059)	(20.06)	(8,876)	(3.49)
Total Income	45,086	17.71	Nil	Nil
Profit After Tax (PAT)	(42,183)	(16.57)	(8,876)	(3.49)
Earnings per Share (EPS)	N.A.	N.A.	N.A.	N.A.
Net Asset Value (NAV) per share	0.06	2.36	0.39	15.32

(Conversion Rate: Rs 39.29 per USD as on January 14, 2008.(source: www.rbi.org.in))

4.2 Disclosures in terms of Regulation 16(ix) and (ix a) of the SEBI (SAST) Regulations

4.2.1 The Acquirer does not has any plans to dispose off or otherwise encumber any assets of AIT in the next two years except in the ordinary course of business of AIT and except to the extent required for the purpose of restructuring and / or rationalization of operations, assets, investments, liabilities or otherwise of AIT. Notwithstanding the above, it will be the responsibility of the board of directors of the Target Company to make appropriate decisions in these matters, in accordance with the requirements of the business of the Target Company.

4.2.2 The Acquirer undertake that they shall not sell, dispose off or otherwise encumber any substantial assets of AIT except with the prior approval of shareholders of AIT, as required under applicable law.

4.2.3 The acquirers have the following future plans/Strategies with regard to the Target Company:

a. To develop the existing engineering services in Automobile/off-road vehicles/Telecom business verticals by adding new customers.

b. Climb value chain by creating intellectual property, new design and enhancing engineering analysis.

c. To establish design services in Aero Space by entering into parts design and aero structure analysis.

d. To strengthen the business development centers in Europe and USA by expanding facilities and manpower.

e. Content management of engineering design in all the business verticals.

4.2.4 Further, please refer to paragraph 3.3 of this Letter of Offer.

5 DISCLOSURE UNDER REGULATION 21(2)

a) As per the listing agreement with the Stock Exchanges and in terms of Clause 40A of the Listing Agreement, the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis.

b) In the event the public shareholding falls below the minimum level required as per Clause 40A of the listing agreement as a result of the acquisition of the shares tendered in this Offer (such acquisition being a supervening extraordinary event), the Acquirer will take the necessary steps to facilitate compliance of the Target Company with the relevant provisions of the listing agreement and other applicable laws.

6 BACKGROUND OF THE TARGET COMPANY

Axis IT&T Limited

(a) Axis IT&T Limited (formerly IT&T Limited) was incorporated on August 24, 1990 as a private limited company under the Companies Act, 1956 and was converted to a public company on January 07, 1998 and has its registered office at 325, South Ex Plaza-II, 209 Masjid Moth NDSE-11, New Delhi 110 049 ; Telephone No. 0120 2442920 and Fax No. 0120 2442921 and a corporate office at D-30, Sector -3, Noida – 201301, (UP). The company is also having its office at Suite B, 6th Floor, senior Plaza, 3 Mehrauli Gurgaon Road, Gurgaon – 1220 001, Haryana ; Tele Fax No. 0124 4268636/37/38. AIT is promoted by Mr. Rohitasava Chand and Mr. Ajay Shankar.

(b) The Target Company undertakes the business of Engineering Design and Software Development

(c) The Authorised share capital is 26,000,000 equity shares of Rs 5/- each and 1, 00,000 preference shares of Rs. 100 each. The total subscribed and paid up capital of the Target Company as on the date of the Public Announcement is Rs. 999.56 Lacs comprising of 1,99,60,481 equity shares of Rs.5/- each fully paid up. There are no partly paid-up equity shares of the Target Company.

(d) The Equity Shares of the Target Company are listed on the BSE and NSE. The closing price of AIT equity shares on January 14, 2008 was Rs. 18.90 on BSE with a market capitalization of Rs. 37.73 Crores. (Source: www.bseindia.com).

(e) The Target Company has not granted any stock options to its employees under ESOP Plans.

(f) The Target Company has one wholly owned subsidiary namely: Axis, Inc. (Registered Office: 2201 W. Townline Rd., Peoria, Illinois 61615, USA, Ph: 1 - (309) - 691-3988, Fax: 1 - (309) - 691-4172) as on the date of the Public Announcement.

(g) None of the persons having an interest in the Acquirer is on the Board of Directors of the Target Company.

g.1 The total number of shareholders in the Target Company, as on January 15, 2008 was 5,440.

g.2 The share capital structure of the Target Company as on date of Public Announcement, was as follows:

	On the date of the PA		Post Acquisition	
Paid up Equity Shares	**No. of Shares/ voting rights**	**% of Shares/ voting rights**	**No. of Shares/ voting rights**	**% of Shares/ voting rights**
Authorised Equity Shares	2,60,00,000	100	2,60,00,000	100
Fully paid up equity shares	1,99,60,481	100	1,99,60,481	100
Partly paid up equity shares	NIL(51100 shares forfeited on which Rs. 3 was paid up)	-	NIL(51100 shares forfeited on which Rs. 3 was paid up)	-
Total paid up equity shares	1,99,60,481	100	1,99,60,481	100
Total voting rights in Target company	1,99,60,481	100	1,99,60,481	100

g.3 Details of the Changes in share capital of AIT since incorporation and status of compliance with applicable SEBI regulation/ other statutory regulation, are as follows:

Date of allotment	No of shares issued of face value of Rs. 10/ each	No of shares issued of face value of Rs. 5/ each	Cumulative paid up capital (No. of shares of face value of Rs. 5/-)	% of Paid-up capital	Mode of allotment	Identity of allottees (promoters/ ex-promoters/ others)	Status of compliance
01/09/1990	100	200	200	100%	Subscribers Shares	Subscribers /Promoters	Complied
30/03/1991	3,400	6,800	7,000	97.14%	Fresh Issue of at par-	Promoters	Complied
30/03/1991	5,900	11,800	18,800	62.77%	Fresh Issue at par	Others	Complied
01/04/1993	14,460	28,920	47,720	60.60%	Fresh Issue at par	Promoters	Complied
01/04/1993	26,140	52,280	1,00,000	52.28%	Fresh Issue at par	Others	Complied
31/03/1996	19,360	38,720	1,38,720	27.91%	Fresh Issue at par	Promoters	Complied
31/03/1996	30,640	61,280	2,00,000	30.64%	Fresh Issue at par	Others	Complied
27/03/1997	43,023	86,046	2,86,046	30.08%	Fresh Issue at par	Promoters	Complied
27/03/1997	56,977	1,13,954	4,00,000	28.49%	Fresh Issue at par	Others	Complied
31/03/1999	2,66,664	5,33,328	9,33,328	57.14%	Bonus - In the Ratio of 4 shares as bonus for every 1 share held	Promoters	Complied
31/03/1999	5,33,336	10,66,672	20,00,000	53.33%	Bonus - In the Ratio of 4 shares as bonus for every 1 share held	Others	Complied
28/07/1999	317,000	6,34,000	26,34,000	24.07%	Fresh Issue at a premium of Rs 17.30	Others	Complied
28/04/2000	8,41,600	16,83,200	43,17,200	38.99%	Bonus - In the ratio of 16 shares as bonus for every 5 shares held	Promoters	Complied
28/04/2000	33,72,800	67,45,600	1,10,62,800	60.98%	Bonus - In the ratio of 16 shares as bonus for every 5 shares held	Others	Complied
04/05/2000	250,000	500,000	1,15,62,800	4.32%	Fresh Issue at par	OCB(others)	Complied

05/07/2000	1,830	3,660	1,15,66,460	0.26%	Allotment to employees by way of Employees Stock Purchase Scheme.	Others	Complied
19/07/2000	15,150	30,300	1,15,96,760	0.19%	Fresh Issue at par	NRI (Others)	Complied
23/11/2000		38,90,400	1,54,87,160	25.12%	Public issue at a premium of Rs. 76/-	Others	Complied
2002-2003		51,100	1,54,36,060	0.33%	Forfeited for non payment of Balance Rs. 2/- per share	Others	Complied
7/12/05		25,61,020	1,79,97,080	14.23%	Allotment Pursuant to the Scheme of Amalgamation	Promoters	Complied
7/12/05		16,40,980	1,96,38,060	8.36%	Allotment Pursuant to the Scheme of Amalgamation	Others	Complied
13/10/06		3,22,421	1,99,60,481	1.62%	Preferential allotment to Promoter	Promoters	Complied

g.4 The trading in the shares of AIT has never been suspended on BSE and NSE.

g.5 There are no equity linked instruments that are outstanding in the Target Company.

g.6 All applicable clauses of the listing agreement relating to corporate governance, unaudited financial results, secretarial audit, etc. have been complied with. As on date no penal action has been taken against AIT by any stock exchanges. AIT has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, or any other regulations framed there under.

g.7 The composition of Board of Directors of Axis IT&T Limited, as on date of the Public Announcement was as under:

Name & Designation	Appointment Date	Experience	Qualification	Residential Address
Mr. Rohitasava Chand Promoter and (Executive Chairman)	28/07/99	Has more than 35 years of experience in the IT Industry. He was the Founder of Xansa (India) Ltd. (formerly known as IIS Infotech Ltd.). Xansa is amongst India's software exporting companies. He was the Chairman of the company at the time it merged with the FI GROUP OF U.K. He has been awarded the IIT-Delhi Alumni Award for out-standing contribution to National Development.	B. Tech from IIT, Delhi, MBA from KATZ, University of Pittsburgh, USA.	B- 19, Defence Colony, New Delhi – 110 024

Mr. Ajay Shankar (Whole time Director)	29/07/05	Has over 30 years of experience in the engineering design services domain. He founded Axis Inc. in 1987 to provide high quality Engineering, CAD/CAM and Software Development Services. Prior to this, he worked in Caterpillar for 14 years in various functions including Manufacturing, Engineering, World-wide Product Sourcing, and Computer Aided Engineering. His last position at Caterpillar was Manager of Computer Aided Engineering, where he led a group of about 70 engineers providing software for use by Caterpillar Product Design and Manufacturing Engineers at Caterpillar Facilities worldwide.	B. Tech from the IIT, Delhi, India and has a Masters Degree and Ph.D. in Mechanical Engineering from Carnegie-Mellon University, Pittsburgh, PA.	1121 W Austin Drive Peoria, Illinois, USA
Mr. Ashish Chand (Director)	28/10/03	Has 8 years of work experience including experience in the domain of Information Technology. He is a founder member of the Call Center Association of India. Is currently an Executive Director of Trak Services Pvt. Ltd.	M. Sc. in Analysis, Design and Management of Information System from the London School of Economics	B- 19, Defence Colony, New Delhi – 110 024
Mr. Ashok Saigal (Director)	30/01/04	Has over 25 years of experience in the Engineering and Power Industry. He brings with him the know-how and practical experience of the Engineering Industry which is of great value to the country. He is currently working as Managing Director of Frontier Technologies Private Ltd. (which was co-founded by him in 1987). The company develops heat shrink cable accessories and other heat shrink products. These are used primarily in the Power Distribution market through out India. The company has substantial exports to Europe. Prior to this, he worked in big Companies like Raychem Corporation where he was an Area Manager, Larsen and Toubro, etc. He is also a Member of India Standards Sub-Committee on Cable Accessories. He is also a Recipient of the Rotary Foundation Award for International Understanding, 1975-76, from Bombay District. Has been a President of the Harvard South Asian Society in 1976.	B. Tech from IIT Delhi & an MBA from the Harvard Business School	H-35/19, DLF City I, Gurgoan

Mr. Om Prakash Mishra (Director)	05/07/00	He has been in professional practice in the field of Taxation & Company Law Matters from 1992 onwards. He was finance advisor to M/s IIS Infotech Ltd. (Presently Xansa Ltd.) from 1992-1996. He has a vast experience in Mergers, IPOs and has been in the IT sector for the past 15 years.	B.Com and Chartered Accountancy qualification	614, Sector 23, Gurgaon
Mr. Pradeep Maitra (Director)	30/01/04	He has over 32 years of experience in the Engineering Industry (on the Design and Development side) and is currently working as Vice President of Continental Device India Ltd. He has over the period of his career won many awards and is a member of many Industry associations and societies. Has a varied and hands on experience in the field of Engineering Design and Development in various areas.	B. Tech from IIT Delhi and an M.S. in Electrical Engineering from the University of California, Berkley, California.	A-11/12, Vasant Vihar, New Delhi-57
Mr. Vinay Shankar (Director)	30/01/04	He was one of the first few engineering graduates to be selected for the Madhya Pradesh Cadre of the Indian Administrative Service (IAS) which he joined in the year 1963. He, in his career spanning over 37 years, has served various Indian State Government in key positions before reaching the post of Secretary to the Government of India. He has vast experience in the area of Public administration, policy & program formulation, budgeting & implementation. His specialization is in Science & Technology, Rural Development, Rural Energy, Agriculture & Cooperation, and Transport & Education. At present, he is involved actively in consulting in these areas.	Civil Engineer from the University of Roorkee and has a Masters Degree in Economics from the University of Wales, UK.	H-342A, Palam Vihar, Gurgaon
Mr. Kailash M Rustagi (Director)	27/04/05	Has an experience of over 17 years in the field of Capital Markets, Finance, Accounting, Tax and Legal matters. He has also been involved with rendering investment Advisory, Business Valuation and comprehen-sive business analysis services. He has also worked with ICRA Ltd. and has been a member of the Executive Credit Rating Agency of the Company. As a part of his work with ICRA, he was	He is a fellow member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Company Secretaries of India. He is also a Law Graduate	96, Vardan Apartments, Plot No. 64, IP Extn., Delhi-92

		involved in assessing over 350 companies. He is currently working as a partner in VNS Risk Management. The Company is primarily engaged in Business Valuation, Investment Advisory Services, etc.		
Mr. Joseph Koshy (Director)	31/7/07	Managing partner of the Law firm Joseph & Joseph. He has been appointed as counsel for the Union of India, in the High Court of Delhi. Prior to his current position he was heading the IPR division of Fox Mandal & Co. and also handling litigations. He has an experience of 7 years as a lawyer.	LLM from the University of Queensland Brisbane, Australia in Intellectual Property Law. He is a registered member of Bar Council of Delhi	F-55, Sector 41, Noida-201301

Note:
Mr. Ajay Shankar, has resigned from the directorship of the target company with effect from February 01, 2008.
Mr. S. Ravi Narayanan will be nominated by the acquirer on the Board of Directors of AIT after the completion of the offer.

Detail of merger/ demerger; spin off during last three years

Vide Delhi High court order dated 12.07.2005 Axis Computers India Pvt. Ltd.(ACL) and IT&T Learning Solutions Ltd. got merged with Axis IT&T Ltd.(AIT). The idea behind merging ACL with AIT was bringing together of AIT's infrastructure and ACL's customer base to augment growth of the merged unit. ACL had a well established client base in USA and UK and had retained its customers for over 5 years. IT&T Learning Solutions Ltd. was a wholly owned subsidiary of AIT and was focused on providing education and training in the field of Engineering design & development and hence could be beneficially combined with the business of AIT.

g.8 Key audited financials of AIT for the year ending March 31, 2005, March 31, 2006 and March 31, 2007 and six months ending September 30, 2007, are as follows.

(Rs. In lacs)

Profit & Loss Statement	**For the half year ended September 30, 2007 (Certified)***	**For the year ended March 31, 2007 (audited)**	**For the year ended March 31, 2006 (audited)**	**For the year ended March 31, 2005 (audited)**
Income from operations	**360.59**	**553.58**	**405.13**	**161.82**
Other Income	11.59	23.23	54.56	211.21
Total Income	**372.18**	**576.81**	**459.69**	**373.03**
Total Expenditure	426.50	661.63	469.87	328.10
Profit Before Depreciation Interest and Tax	(54.32)	(84.82)	(10.18)	44.93
Depreciation & Amortisation	54.74	98.76	83.52	34.16
Interest	9.88	4.84	1.36	0.88
Profit Before Tax	(118.94)	(188.42)	(95.06)	9.89
Provision for Tax	1.88	3.20	(0.49)	72.37
Profit After Tax	(120.82)	(191.62)	(94.57)	(62.48)

Balance Sheet Statement	For the half year ended September 30, 2007 (Certified)*	For the year ended March 31, 2007 (audited)	For the year ended March 31, 2006 (audited)	For the year ended March 31, 2005 (audited)
Sources of funds				
Paid up share capital	999.56	999.56	1,015.94	773.33
Reserves and Surplus (excluding revaluation reserves)	2981.29	2,981.29	2964.91	2964.91
Networth	**3980.85**	**3,980.85**	**3,980.85**	**3,738.24**
Secured loans	134.60	118.05	3.20	0
Unsecured loans	45.00	0	0	0
Total	**4160.45**	**4,098.90**	**3,984.05**	**3,738.24**
Uses of funds				
Net fixed assets (including capital work in progress)	394.87	399.52	451.99	279.60
Investments	1297.71	1,297.70	1,330.05	1517.18
Net current assets	252.68	307.31	299.26	78.14
Total miscellaneous expenditure not written off	0	0	0	30.45
Debit balance in Profit & Loss Account	2215.19	2,094.37	1902.75	1,832.87
Total	**4160.45**	**4,098.90**	**3,984.05**	**3,738.24**

Other Financial Data	For the half year ended September 30, 2007 (Unaudited)*	For the year ended March 31, 2007 (audited)	For the year ended March 31, 2006 (audited)	For the year ended March 31, 2005 (audited)
Dividend (%)	0	0	0	0
Earning Per Share(Rs)	(0.61)	(0.91)	(0.51)	(0.40)
Return on Networth (%)#	NA	NA	NA	NA
Book Value Per Share- Rs)@	8.85	9.45	10.42	12.34

Notes:

(1) Dividend (%) = Dividend paid per equity share / No. of equity shares outstanding at year-end/ Par value per equity share

(2) Earnings per share = Profit after tax (prior to any adjustments) / Weighted Average No. of equity shares outstanding at the end of the year

(3) Return on Net worth (%) = Profit after tax (prior to any adjustments) / Net worth at year-end

(4) Book Value per equity share = Net worth / No. of equity shares outstanding at year end

Source: Annual Reports of AITL for (i) the FY ended March 31, 2007, (ii) the FY ended March 31, 2006 and(iii) the FY ended March 31, 2005.

**Published un-audited results for 6 months ended 30.09.2007 based on limited review report of statutory auditors of AIT, M/s. Walker, Chandiok & Co.*

@ Book Value per share has been calculated after adjusting the Net worth for the Debit Balance in the Profit and Loss Account

 # NA since Return on Net Worth is negative.

g.9 Following are the contingent liabilities of AIT, as on March 31, 2007:

- Demands raised by Income tax authorities against which the company has filed an appeal;

Rs. 24.12 Lakhs.

- Order passed against the company by a consumer forum, Lucknow, against which th company has filed a revised petition; Rs. 2.26 Lakhs.

g.10 The reasons for fall/rise in total income and PAT in the last two years.

2005-06 vs 2006-07

The total income for the FY 2007 has increased to Rs. 576.81 lakhs from Rs. 459.69 lakhs in the FY 2006 on account of higher revenue in the software division and from addition of Caterpillar EDC (India) as a customer. Anticipating higher volume of business during FY 07, the Company had increased the engineering manpower resulting in higher expenditure and reduced PAT.

2004-05 vs 2005-06

The total income for the FY 2006 has increased to Rs. 459.69 lakhs from Rs. 373.03 lakhs in the FY 2005 on account of addition of the revenues from the software division which became a part of Axis IT &T Ltd due to amalgamation with Axis Computers India Pvt Ltd. The personnel expenses have increased due to Amalgamation with Axis Computer India Pvt. Ltd., The depreciation & amortization has increased mainly on account of Amortization expenses on Goodwill on Amalgamation

g.11 The shareholding and voting pattern of AIT prior to and following the proposed acquisition by the Acquirer of Shares validly tendered pursuant to the Offer (assuming full acceptance), is as under:

Shareholders' category	Shareholding & voting rights prior to the agreement/ acquisition and offer.		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Share holding / voting rights after the acquisition and Offer. i.e.	
	(A)		**(B)**		**(C)**		**(A)+(B)+(C) = (D)**	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group								
1. Parties to agreement, if any								
Rohitasava Chand	536101	2.69	(536101)	(2.69)				
Ashish Chand	302400	1.51	(302400)	(1.51)				
Sarla Shankar	4400	0.02	(4400)	(0.02)				
Ajay Shankar	2560800	12.83	(2560800)	(12.83)				
Sohil Chand	765820	3.84	(765820)	(3.84)				
Yukti Securities P Ltd*	3733356	18.7	(2561148)	(12.83)			1172208	5.87
Trak Services P Ltd.	1538460	7.71	(1538460)	(7.71)				
Axis Infoway India P Ltd.	1540000	7.72	(1540000)	(7.72)				
2. Promoters other than (a) above	-	-	-	-			-	-
Total 1 (a+b)	**10981337**	**55.02**	**(9809129)**	**(49.14)**			**1172208**	**5.87**
<u>(2) Acquirers</u>								
1. Main Acquirer	-	-	12112184	60.69	3992097	20.00	16104281	80.69
2. PACs	-	-	-	-	-	-	-	-
Total 2(a+b)	-	-	12112184	60.69	3992097	20.00	16104281	80.69
(3) Parties to agreement other than(1) (a) & (2)					-	-	-	-
Rabin Diwan Lai (HUF)	338985	1.7	(338985)	(1.7)				

Rabin Lai (NRI)	1964070	9.84	(1964070)	(9.84)				
(4) Public (other than parties to agreement, acquirer & PACs)								
1. FIs/MFs/FIIs/ Banks, SFIs (indicate names) 2. Others (Indicate the total number of shareholders in "Public category")	- 6676089 (5430)	- 33.44	-	-	- (3992097)	- (20.00)	 2683992	 13.45
Total (4)(a+b)	6676089	33.44					2683992	13.45
GRAND TOTAL (1+2+3+4)	**19960481**	**100**					**19960481**	**100**

* After the completion of the offer, Yukti securities Pvt. Ltd. Will hold 11,72,208 equity shares of Axis IT&T Ltd. Representing 5.87% of the total voting rights

g.12 The details of the changes in Shareholding of the promoter group as and when it took place is as follows:

Month	Year	Total Purchase		Total Sale		Cumulative shareholding	Cumulative Promoter Shareholding %	Status of Compliance
		No.	%	No.	%			
September	1990	100	100			100	100	Complied
March	1991	3400	36.17			3500	37.23	Complied
January	1993	1400	14.89			4900	52.12	Complied
April	1993	14460	28.92			19360	38.72	Complied
March	1996	19360	19.36			38720	38.72	Complied
March	1997	43023	21.51			81743	40.87	Complied
June	1998	25795	12.90	40872	20.44	66666	33.33	Complied
March	1999	266664	26.67			333330	33.33	Complied
July	1999			70330	5.34	263000	19.96	Complied
April	2000	841600	15.21			1104600	19.96	Complied
In the Prospectus for the Public Issue the Promoters named were Mr. Krishnan Ganesh, Mr. Hemant Kohli, Mr. Karan Puri & Mr. Rohitasava Chand. Their holding as on 3/10/2000 was as under:								
Sub-division of shares of Rs. 10/- each into 2 shares of Rs. 5 each.								
October	2000					11062800	95.39	
February	2001	600	0.00			11063400		Complied
March	2001	100	0.00			11063500		Complied
May	2001	100	0.00			11063600	71.43	Complied
March	2002			95091	0.61	10968509	70.82	Complied
Aprl-May	2002			448932	2.90	10519577	67.92	Complied
December	2003	2310000	14.96	4620000	29.93	8209577	53.18	Complied

After 19.12.03 only Rohitasava Chand was the Promoter								
January	2004			211865	1.37	6534135	42.33	Complied
July	2004	500000	3.24			7034135	45.56	Complied
October	2004			558135	3.62	6476000	41.95	Complied
February	2005			563000	3.65	5913000	38.30	Complied
After Merger in of Axis Computers India Pvt. Ltd. with Axis-IT&T Ltd. in July 05 Dr. Ajay Shankar (along with his relatives and owned company became Promoter group.								
July	2005	2310000	14.96			8223000	53.27	Complied
December	2005	2561020	13.04			10784020	54.91	Complied
October *	2006	322421	1.62			11106441	55.64	Complied
October **	2007	374896	1.88	500000	2.50	10981337	55.02	Complied

* Company has made a preferential allotment to Mr. Rohitasava Chand (Address: B-19, Defence Colony, New Delhi-24) for 3, 22,421 equity shares @ Rs. 10.08 per shares

** Yukti Securities private Limited (Address: B-19, Defence Colony, New Delhi-24) has Purchased 3, 74,896 equity shares from market @ Rs. 10 per shares.

Note: The promoter seller of the Target Company viz. Mr. Rohitasava Chand and Yukti Securities Pvt. Ltd. have violated Regulation 11 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 on 13/10/2006, 17/10/2007 & 18/10/2007 in the past. Suitable action may be initiated by SEBI at a later stage. The promoter sellers have undertaken to cooperate with SEBI in this regard.

g.13 AIT was listed on NSE on 21st December, 2000 and in BSE during December 2000. The Target company, sellers, promoters and other major shareholders have complied with requirements in terms of Chapter II of the SEBI (SAST) Regulations.

g.14 AIT is in full compliance with clause 49 of the listing agreement on corporate governance.

The details of the various committees constituted in furtherance of compliance with Clause 49 are:

- Audit Committee: It comprises of Mr. Kailash M. Rustagi (Chairman), Mr. Om Prakash Mishra Mr. Ashok Saigal, Mr. Vinay Shankar, Mr. Pradeep Maitra and Mr. Joseph Koshy
- Remuneration committee: It comprises of Mr. Ashok Saigal (Chairman), Mr. Pardeep Maitra, Mr. Ashish Chand and Mr. Vinay Shankar
- Share Allotment, transfer and investor Grievance Committee: It comprises of Mr. O.P. Mishra, Mr. Rohitasava Chand & Mr. Ashish Chand

g.15 Following are the material legal cases involving AIT

By AIT

1. Shree Developers:

The Company had extended an Inter Corporate Deposit of Rs. 3 Crores to M/s. Shree Developers (P) Ltd. in December 2000. The same was renewed on the request of M/s. Shree Developers for a further period of 90 days in April, 2001.

However, the party had not repaid the amount inspite of repeated reminders. The Company had initiated legal proceedings under Section 138 of the Negotiable Instruments Act and also filed a winding up petition against M/s. Shree Developers in the Ahmedabad Court alongwith other proceedings. An Official Liquidator has been appointed in the matter.

Against AIT

1. Gaurav Malik

One of the students – Gaurav Malik had been admitted to the 2002 batch of the Global Business School (run by IT& T Learning Solutions Ltd, now merged with Axis IT&T Ltd.). However, after attending classes only for a month, he requested for a deferment of the admission, as allegedly, he was being offered a promotion and wonderful opportunity with his current Employer. As an exceptional case, the Company granted the Deferment in good faith.

However, the student launched Consumer Court proceedings against the Company stating that he had been misled. He also made other frivolous allegations against the Company. The District Forum at NOIDA deemed it fit to accept his allegation and order refund of fees. However, the State Forum at Lucknow has admitted the appeal of the Company against the order of the District Forum.

A revision petition arising from the order passed against the Company is now pending before the National Consumer Disputes Redressal Commission, New Delhi. The hearing is scheduled for March' 08.

2. **Demand under income tax**

For AY 2002-03 Company's case was under scrutiny and a demand of Rs. 23,32,902/- was raised by the Assessing Officer (AO) which has been fully paid by the company. The company lost the case with CIT appeals and now the case is with ITAT.

Subsequently based on the assessment made by the AO the audit department of Income Tax raised an objection w.r.t allowability of expenditure relating to public issue expenses and company has now received new order superceding the previous order and demand of Rs. 34,67,118/- has been raised on the company out of which approx Rs. 24,00,000 has already been deposited based on the previous demand. The Company has filed an appeal with CIT appeals w.r.t to this demand.

g.16 Name and other details of Compliance Officer:

Ms. Shweta Agarwal - Company Secretary, Registered Office: 325, South Ex Plaza-II, 209 Masjid Moth NDSE-11, New Delhi 110 049, India Telephone No. +91 0120 2442920; Fax No. +91 0120 2442921

7 OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 JUSTIFICATION OF OFFER PRICE

7.1.1 The equity shares of AIT are listed on the BSE and NSE

7.1.2 The annualised trading turnover during the preceding six months , prior to the month in which PA was made, ended December 2007 in each of the stock exchanges on which the Equity Shares of AIT are listed is detailed below:

Name of Stock Exchange	Total no. of shares traded during the 6 calendar months prior to the month in which PA is made	Total No. of listed Shares	Annualized Trading turnover(as a % to total listed shares)	Trading Status in terms of SEBI (SAST) Regulations
BSE	3,155,922	1,99,60,481	31.62%	Frequently Traded
NSE	1,842,885	1,99,60,481	18.47%	Frequently Traded

Source: www.bseindia.com; www.nseindia.com

7.1.3 As the annualized trading turnover (by number of shares) on BSE is more than NSE, the shares of AIT are deemed to be most frequently traded on BSE as per the explanation to Regulation 20(5) of the Regulations.

7.1.4 The Offer price of Rs. 19.59 (Rupees Nineteen and Fifty nine Paise Only) per equity share is justified in terms of Regulation 20(4) of SEBI (SAST) Regulations in view of the following:

Particulars	Price
a) Negotiated Price under the SPA	Rs 13.50/-
b) Highest Price paid by the Acquirer or person acting in concert with him for any acquisition, including by way of allotments in public or rights issue, if any, during 26 weeks period prior to the date of Public Announcement	Not Applicable
c) The average of the weekly High and Low of the closing prices of the shares of the Target Company on the stock exchange where it is most frequently traded (BSE), during 26 weeks period preceding the date of the date of Public Announcement	Rs. 12.52 per share
d) The average of the daily High and Low of the prices of the shares of the Target Company on the stock exchange where it is most frequently traded (BSE), during the 2 week period preceding the date of the date of Public Announcement	Rs. 19.59 per share

7.1.5 The details of closing prices and volume on BSE for the 26 week period prior to the date of the PA are as under:

Week No.	Week Ended	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
1	Monday, January 14, 2008	18.90	18.90	18.90	25716
2	Monday, January 7, 2008	21.90	21.00	21.45	86015
3	Monday, December 31, 2007	17.37	16.30	16.84	91192
4	Monday, December 24, 2007	14.42	13.74	14.08	25275
5	Monday, December 17, 2007	17.70	16.02	16.86	81108
6	Monday, December 10, 2007	13.89	13.35	13.62	36147
7	Monday, December 3, 2007	11.77	10.91	11.34	27100
8	Monday, November 26, 2007	13.31	12.50	12.91	41521
9	Monday, November 19, 2007	10.45	10.00	10.23	29272
10	Monday, November 12, 2007	9.94	9.38	9.66	7698
11	Monday, November 5, 2007	10.24	9.46	9.85	9269
12	Monday, October 29, 2007	10.65	10.00	10.33	9420
13	Monday, October 22, 2007	11.53	10.70	11.12	15790
14	Monday, October 15, 2007	10.51	10.12	10.32	13159
15	Monday, October 8, 2007	12.00	11.05	11.53	12581
16	Monday, October 1, 2007	12.85	12.20	12.53	10590
17	Monday, September 24, 2007	13.53	13.53	13.53	12440
18	Monday, September 17, 2007	11.00	10.60	10.80	2040
19	Monday, September 10, 2007	11.45	11.15	11.30	3020
20	Monday, September 3, 2007	11.50	11.00	11.25	7991
21	Monday, August 27, 2007	10.89	9.87	10.38	48116
22	Monday, August 20, 2007	12.18	11.30	11.74	5738
23	Monday, August 13, 2007	13.10	12.00	12.55	29776
24	Monday, August 6, 2007	12.34	11.66	12.00	5945
25	Monday, July 30, 2007	14.40	13.54	13.97	17723
26	Monday, July 23, 2007	12.44	11.20	11.82	66180
26 Weeks Average			**Rs. 12.52**		

(Source: www.bseindia.com)

The average of daily high and low prices of the Equity shares of AIT during the 2 week period preceding the date of the Public Announcement on BSE is given below:

Day	Date	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
1	Monday, January 14, 2008	18.90	18.90	18.90	25716
2	Friday, January 11, 2008	18.60	18.00	18.30	87099
3	Thursday, January 10, 2008	18.90	18.90	18.90	30890

4	Wednesday, January 9, 2008	19.85	19.85	19.85	8100
5	Tuesday, January 8, 2008	22.95	20.85	21.90	39236
6	Monday, January 7, 2008	21.90	21.00	21.45	86015
7	Friday, January 4, 2008	20.90	20.90	20.90	37433
8	Thursday, January 3, 2008	19.95	19.05	19.50	45994
9	Wednesday, January 2, 2008	19.00	17.25	18.13	111980
10	Tuesday, January 1, 2008	18.20	18.00	18.10	47271
2 Weeks Average				**Rs. 19.59**	

(Source: www.bseindia.com)

7.1.6 The Offer Price is justified as per the SEBI (SAST) Regulations 20 (11).

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

7.2 FINANCIAL ARRANGEMENT

a) The total fund requirement for the acquisition of up to 39,92,097 fully paid Equity Shares of Rs. 5/- each at Rs. 19.59/- (Rupees Nineteen and Fifty Nine Paise Only) per share being 20% of total voting capital of 1, 99, 60,481 equity shares is aggregating to Rs. 7,82,05,181 (Rupees Seven Crores, Eighty Two Lakhs, Five Thousand and One Hundred and Eighty One Only) ("Maximum Consideration").

b) The Acquirer proposes to fund the Offer out of its owned funds.

c) The Acquirer has made a cash deposit of Rs. 800,000/- (Rupees Eight Lakhs only) (being more than 1% of the total offer consideration required in terms of 28(10) of SAST) with Corporation Bank, M.G. Road Branch, 114 M.G.Road, Bangalore 560 001 and provided a bank guarantee for Rs. 2,00,00,000/- (Rupees Two Crores only) by Corporation Bank, M.G. Road Branch, 114 M.G.Road, Bangalore 560 001, being in excess of the amount required under Regulation 28(2) of the SEBI (SAST) Regulations, i.e. 25% for the first Rs. 100 crores and 10% thereafter. The Bank Guarantee is valid till May 15, 2008. Edelweiss has been authorized to realize the value of the aforesaid bank account and bank guarantee.

d) The auditor of the Acquirer (M/s. T. Velu Pillai & Co. Chartered Accountants (Membership No. 203958) having office at: 642, 4th Main, 2nd Stage, Indiranagar, Bangalore 560 038, Tel no. : +91 80 25295802, Fax no: +91 80 25293298.) has provided a funds sufficiency certificate vide their letter dated January 14, 2008. ("Fund Sufficiency Certificate") based on the owned funds that the Acquirer has sufficient means and capability for meeting its obligations under the SEBI (SAST) Regulations.

e) The Acquirer has made a private placement of 55,00,000 equity shares of face value of Rs. 10 per shares for Rs. 44.61 per shares to Tayana Mauritius Inc. for a total value of United state dollar 6.25 million which is equivalent to Rs. 24.52 cr. and the same has been confirmed by acquirer vide their letters dated January 14, 2008 to Edelweiss as constituting the "Firm Financial Arrangement" for the open offer.

f) In view of the above, Edelweiss is satisfied that firm financial arrangements for funds and money for payment through verifiable means are in place to fulfill the Offer obligations of the Acquirer.

8 TERMS AND CONDITIONS OF OFFER

8.1 The Offer is not conditional on any minimum level of acceptances.

8.2 The Offer is subject to

a) approval from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 (**"FEMA"**) and rules made there-under for acquiring Shares from non-resident Indians who validly tender their Shares under this Offer, if applicable. The Acquirer shall file the necessary application to RBI requesting approval for acquiring shares from residents pursuant to the Offer.

b) Besides this, as of the date of this Letter of Offer, there are no other statutory approvals required to acquire the Equity Shares pursuant to this Offer other than that specified above. If any other statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such other statutory approvals. In terms of Regulation 27 of the Regulations, the Acquirer will not proceed with the Offer in the event that such statutory approvals that are required are not obtained.

8.3 In case of delay in receipt of any statutory approvals, SEBI has power to grant extension of time to Acquirer for payment of consideration to the shareholders subject to Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of the SEBI (SAST) Regulations, provided further that if the Acquirer is diligent in pursuing the RBI approval to the satisfaction of SEBI, the Acquirer will have the option not to pay such interest, subject to concurrence by SEBI. Further, if the delay occurs on account of willful default by Acquirer in obtaining the requisite approvals, Regulation 22(13) of the SEBI (SAST) Regulations will also be applicable.

8.4 Any consents required from Banks and financial Institutions, pursuant to any outstanding loan agreements shall be obtained before the Offer Opening Date.

8.5 The Letter of Offer together with the Form of Acceptance cum Acknowledgement will be mailed to the shareholders of AIT (except Acquirer and Promoters) whose names appear on the register of members of AIT and to the beneficial owners of the equity shares of AIT, whose names appear as beneficiaries on the records of the respective depositories, at the close of business on January 22, 2008.

8.6 Accidental omission to dispatch this Letter of Offer or the non-receipt or delayed receipt of this Letter of Offer will not invalidate the Offer in any way.

8.7 Any Shares that are subject matter of litigation or are held in abeyance due to pending court cases/ attachment order(s) / restriction from other statutory authorities, wherein the shareholder(s) may be precluded from transferring the Shares during pendency of the said litigation are liable to be rejected in case directions/orders of the Court/relevant statutory authority permitting transfer of these Shares are not received together with the Shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

8.8 The acceptance of the Offer made by the Acquirer is entirely at the discretion of the shareholders of the Target Company. The Acquirer does not accept any responsibility for the decision of any shareholder to either participate or to not participate in the Offer. The Acquirer will not be responsible in any manner for any loss of Share certificate(s) and Offer acceptance documents during transit and the shareholders of the Target Company are advised to adequately safeguard their interest in this regard. The acceptance must be unconditional and should be absolute and unqualified.

8.9 Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case, the documents / forms submitted are incomplete and / or if they have any defect or modifications, the acceptance is liable to be rejected.

8.10 The Acquirer, will acquire the Shares, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights declared hereafter. Shares that are subject to any charge, lien or encumbrance are liable to be rejected.

8.11 The instructions and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of this Offer.

8.12 The securities transaction tax will not be applicable to the Equity Shares accepted in the Offer.

9 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

a) Shareholders who wish to tender their equity shares will be required to send the Form of Acceptance cum Acknowledgement, original Share Certificate(s) and transfer deed(s) duly signed to the Registrar to the Offer – Karvy Computershare Pvt Ltd., Address : Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081, Phone 040-23420818 Fax 040-23420814 either by hand delivery on weekdays or by Registered Post, on or before the Close of the Offer, i.e. not later than 1700 hours on April 07, 2008 in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance Cum Acknowledgement.

b) The Registrar to the Offer – Karvy Computershare Pvt Ltd., has opened a special depository account with NSDL called, "KCPL Escrow A/C – AIT Open Offer ". The name of the Depository Participant ("DP") is Karvy Stock Broking Limited, the DP ID is IN302470 and the Client ID is 40224556. Shareholders having their beneficiary account in CDSL have to use the inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.

c) Beneficial owners (holders of shares in dematerialized form) who wish to tender their shares will be required to send their Form of Acceptance Cum Acknowledgement along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of the special depository account to the Registrar to the Offer – Karvy Computershare Pvt Ltd., either by hand delivery on weekdays or by Registered Post, on or before the Close of the Offer, i.e. not later than April 07, 2008 in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance Cum Acknowledgement. The credit for the delivered shares should be received in the special depository account on or before close of Offer, i.e. not later than April 07, 2008.

d) The equity shareholders of the Target Company, who wish to avail of and accept the offer, can deliver the Acceptance Form along with all the relevant documents at any of the collection centers below in accordance with the procedure as set out in the Letter of Offer. All the centers mentioned herein below would be open as follows:

(Monday to Friday: 10.00 a.m. to 5.00 p.m. Saturday 10.00a.m. to 1.00 p.m.)

	Collection Centre	Address of Collection Centre	Contact Person	Phone No.	Fax	Mode of delivery	E-Mail Id
1	**New Delhi**	Karvy Computershare. Pvt Ltd. 105-108, Arunachal Building, 19, Barakhamba Road, Connaught Place	Mr.Rajinder/ Michael George	011-23324401	011-23324621	Hand Delivery	ircdelhi@karvy.com
2	**Mumbai**	Karvy Computershare. Pvt Ltd. 16-22 Bake House, Maharashtra Chamber of Commerce Lane, Opp. MSC Bank, Fort, Mumbai 400 023	Ms.Varija Salian	022-66382666	022-66331135	Hand Delivery	ircfort@karvy.com
3	**Kolkata**	Karvy Computershare. Pvt Ltd. 49, Jatin Das Road, Near Deshpriya Park, Kolkata 700 029	Mr.Sujit Kundu/ Mr.Debnath	033-24644891	033-24644866	Hand Delivery	sujitkundu@karvy.com/nilkanta@karvy.com
4	**Bangalore**	Karvy Computershare. Pvt Ltd. No.59, Skanda,Putana Road, Basavanagudi, Bangalore 560 004	Mr. Kishore	080-26621192	080-26621169	Hand Delivery	ircbangalore@karvy.com
5	**Hyderabad**	Karvy Computershare. Pvt Ltd. Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081	Ms. Rinki Sareen	040-23420818	040-23420814	Hand Delivery/ Regd Post	ircmadhapur@karvy.com

9.1.1 For Shares held in physical form:

Registered Shareholders should enclose:

a) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the Share certificates.

b) Original Share certificate(s).

c) Valid share transfer deed / 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 AIT and duly witnessed at the appropriate place. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a Magistrate/ Notary Public/ Bank Manager under their official seal. The details of buyer should be left blank failing which, the tender will be invalid under the Offer

d) In case of non receipt of the aforesaid documents, but receipt of the original Share certificate(s) and transfer deed(s) duly signed, the Offer shall be deemed to have been accepted.

Unregistered owners should enclose:

a) Form of Acceptance duly completed and signed in accordance with the instructions contained therein.

b) Original Share certificate(s).

c) Original broker contract note.

d) Valid share transfer deed(s) as received from market. The details of buyer should be left blank failing which, the tender will be invalid under the Offer. Unregistered shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered shareholders. The details of the buyer will be filled upon verification of the Form of Acceptance & other documents and the same being found valid. All other requirements for valid transfer will be preconditions for acceptance.

9.1.2 For Shares held in dematerialized form:

Beneficial owners should enclose:

a) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depository.

b) Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by DP in favour of the special depository account (please see below) before the close of business hours on Offer Closing Date. The Registrar to the Offer has opened a special depository account details of which are as follows:

DP Name	Karvy Computer share Private Limited
Beneficiary A/C. No.	40224556
Account Name	KCPL Escrow A/C – AIT Open Offer
Depository	NSDL

For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance. **Beneficial owners having their beneficiary accounts with CDSL have to use inter-depository delivery instruction slip for the purposes of crediting their Shares in favour of the special depository account with NSDL**. In case of non receipt of the aforesaid documents, but receipt of the Shares in the special depository account, the Offer shall be deemed to be accepted. The Forms of Acceptance of such demat shares not credited in favour of the special depository account, before the Offer Closing Date will be rejected.

9.1.3 Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Shares in respect of which the Form of Acceptance is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to):

- Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
- Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
- No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

9.2 The Share certificate(s), share transfer form, Form of Acceptance and other documents, if any should be sent only to the Registrar to the Offer, at the collection centers mentioned in paragraph **They should not be sent to the Manager to the Offer or the Acquirer or the Target Company.**

9.3 The minimum marketable lot for the purposes of acceptance, for both physical and demat shares, would be one Share.

9.4 In case of non-receipt of the Letter of Offer / Form of Acceptance / Form of Withdrawal eligible shareholders and unregistered owners (including beneficial owners) may download the same from SEBI's website http://www.sebi.gov.in or obtain a copy of the same by writing to the Registrar to the Offer at the collection centers set out above clearly marking the envelope "Axis IT&T Limited - Open Offer" by providing suitable documentary evidence of the acquisition of the Shares or make the acceptance on plain paper. Shareholders holding Shares in physical form may send an application to the Registrar to the Offer, stating on plain paper their name, address, folio number, number of Shares held, distinctive numbers, number of Shares offered, bank particulars along with original Share Certificate(s), duly signed & witnessed transfer form(s), on or before the close of the Offer, i.e. by no later than April 07, 2008. Beneficial owners may send an application to the Registrar to the Offer, stating on plain paper their name, address, DP name, DP ID, beneficiary account number, number of Shares held, number of Shares offered, bank particulars, photocopy of the delivery instructions in "Off-market" mode or a counterfoil of the delivery instructions in "Off-market" mode duly acknowledged by the DP in favour of the special depository account mentioned above, as may be relevant, to the collection centres on or before the close of business on the Offer Closing Date , i.e. by no later than April 07, 2008. The acceptance should be signed by all the shareholders as per the registration details available with AIT/ Depositories and should be sent to the Registrar to the Offer in an envelope clearly marked "Axis IT&T Limited - Open Offer". It may be noted that no indemnity is required from unregistered shareholders.

9.5 In case any person has submitted Shares in physical form for dematerialisation and such dematerialisation has not yet been effected, the concerned shareholder may apply in the Offer as per instructions mentioned above together with a photocopy of the completed dematerialisation request form acknowledged by shareholder's DP. Such shareholders should ensure that the process of getting the Shares dematerialised is completed well in time so that the credit of the Shares to the special depository account is completed on or before 1 PM on the Offer Closing Date, failing which such an acceptance would be rejected. A copy of delivery instructions acknowledged by the DP in favour of the special depository account should be forwarded to the collection centre where the Form of Acceptance and other documents were tendered, before the close of business on the Offer Closing Date.

9.6 While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring the shares of AIT. In case the previous RBI approvals are not submitted, the Acquirer reserve the right to reject such shares tendered. While tendering shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit a Tax Clearance Certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961, before remitting the consideration. In case the aforesaid Tax Clearance certificate is not submitted, Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

9.7 In terms of Regulation 22(5A) of the SEBI (SAST) Regulations, equity shareholders desirous of withdrawing the acceptance tendered by them in the Offer, may do so up to 3 (three) working days prior to the date of closure of the Offer. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before April 02, 2008.

(i) The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.

(ii) In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

- In case of physical shares: Name, Address, Distinctive numbers, Folio number, number of shares tendered/withdrawn; and
- In case of dematerialized shares: Name, Address, number of shares offered/ withdrawn, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in “Off market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP, in favour of the special depository account.

9.8 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 AIT who have accepted the Offer, till the cheques/ drafts for the consideration and/or the unaccepted shares/ Share Certificates are dispatched/ returned.

9.9 If the aggregate of the valid responses to the Offer exceeds the Offer size of 39,92,097 fully paid-up equity shares of AIT (representing 20% of the fully Diluted Voting Share Capital of AIT), then the Acquirer shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the SEBI (SAST) Regulations. As the shares of AIT are compulsorily traded in dematerialized form, therefore minimum acceptance / marketable lot will be one share.

9.10 Unaccepted Share Certificates, Transfer Deeds and other documents, if any, will be returned by Registered Post at the shareholders/ unregistered owners sole risk to the sole/ first shareholder. Unaccepted shares held in demat form will be credited back to the beneficial owners depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance cum Acknowledgement. It will be the responsibility of the equity shareholders to ensure that the unaccepted Shares are accepted by their respective depository participants when transferred by the Registrar to the Offer. Shareholders holding Shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit, if any, in their DP account. Shareholders should ensure that their depository account is maintained till the Offer formalities are completed.

9.11 Shareholders, who have sent their shares for dematerialization, need to ensure that the process of getting their shares dematerialized is completed well in time so that the credit in the special depository account is received on or before the date of Closure of the Offer, i.e., no later than April 07, 2008, else their application would be rejected.

10 DOCUMENTS FOR INSPECTION

The following material documents are available for inspection at the office of the Manager to the Offer, Edelweiss Capital limited, from 10.30 a.m. to 1.00 p.m. on any day, except Saturdays, Sundays and Holidays, until the Offer closure:

(a) Certificate of incorporation, Memorandum and Articles of Association of the Axis IT&T Limited (Acquirer) ;

(b) Certificate of incorporation, Memorandum and Articles of Association of the Axis IT&T Limited (Target Company);

(c) A certificate from Chartered Accountant, M/s T. Velu Pillai & Co. certifying the adequacy of financial resources with Tayana Software Solutions Private Limited (Acquirer) to fulfil the open offer obligations.

(d) Audited annual reports for the year ending March 31, 2005, March 31, 2006 and March 31, 2007 and certified copy from M/s. T. Velu Pillai & Co. for the six months ended September 30, 2007 for TSSL.

(e) Audited annual reports for the year ending March 31, 2005, March 31, 2006 and March 31, 2007 and limited review for the six months ended September 30, 2007 for AIT.

(f) Copy of the SPA dated January 11, 2008 and copy of Letter agreement dated January 18, 2008 executed between the Acquirer and the Sellers.

(g) Bank Guarantee dated January 14, 2008 from Corporation Bank in favour of Edelweiss Capital Limited

(h) A published copy of Public Announcement made on January 15, 2008

(i) A copy of the agreement into with Depository participant for opening a special depository account for the purpose of the offer.

(j) A copy of the letter from SEBI in terms of proviso to Regulation 18(2).

11 DECLARATION BY ACQUIRER

The Acquirer, represented by its Board of Directors accepts responsibility for the information contained in this Letter of Offer Each of the Acquirer will be jointly and severally responsible for ensuring compliance with the SEBI (SAST) Regulations.

Signed on behalf of Acquirer

For and on behalf of Board of

Tayana Software Solutions Private Limited

Sd/-

R. Karthikeyan
(Director)

Date: March 10, 2008

Place: Mumbai

Encl:

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

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION OFFER

(Please send this Form with enclosures to the Registrars to the Offer at any of their collection centres as per the mode of delivery mentioned in the Letter of Offer.)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT
(To be filled in by the shareholder.)

From

OPEN OFFER TO THE SHAREOLDERS OF Axis IT&T LIMITED		
OFFER OPENS ON	:	March 19, 2008
OFFER CLOSES ON	:	April 07, 2008
LAST DAY FOR WITHDRAWL	:	April 02, 2008

Status: Resident/Non-Resident

Tel No: Fax No: Email:

To,

Tayana Software Solutions Pvt. Ltd.
C/o. Karvy Computershare Private Ltd.
Plot No 17-24, Vithalrao Nagar,
Madhapur, Hyderabad 500 081

Dear Sirs,

Open offer for acquisition of up to 39, 92,097 fully Paid-up Equity Shares of face value of Rs.5/- each, representing 20 % of the equity voting Share Capital of Axis IT&T Limited ("AIT"/ 'Target Company) at a price of Rs. 19.59/- per fully paid-up equity share

I/We refer to the Public Announcement published on January 15, 2008 and the Letter of Offer dated March 10, 2008 for acquiring the equity shares held by me/us in **Axis IT&T Limited.**

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

SHARES HELD IN PHYSICAL FORM

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

Ledger Folio No.__________ No. of Share Certificate(s __________ No. of Shares __________

Sr.No.	Certificate No.	Distinctive No.		No. of Shares
		From	**To**	
			Total	

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

I/We confirm that the equity shares of **Axis IT&T Limited** which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We note and understand that the original share certificate(s) and the valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the Acquirer makes payment of the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer will pay the consideration only after verification of the documents and signatures.

SHARES HELD IN DEMAT FORM

I/We hold the following shares in Demat Form and accept the Offer and enclose a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP in respect of my/our equity shares as detailed below:

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

I/We have done an off-market transaction for crediting the shares to "KCPL Escrow A/C – AIT Open Offer" whose particulars are,

DP Name: Karvy stock Broking Limited	DP ID / Client ID: IN302470 / 40224556

Shareholders having their beneficiary account in CDSL have to use "INTER DEPOSITORY DELIVERY INSTRUCTION SLIP" for the purpose of crediting their shares in the favour of the special depository account with NSDL.

Enclosures (Please tick as appropriate, if applicable)

- Power of Attorney
- Corporate Authorisation in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories.
- No Objection Certificate & Tax Clearance Certificate under Income Tax Act, 1961, for NRIs/OCBs/Foreign Shareholders as applicable
- Death Certificate/ Succession Certificate
- Others(please specify) __________

I/We note and understand that the Shares would lie in the said A/c i.e. 'KCPL Escrow A/C – AIT Open Offer" until the Acquirer makes payment of the purchase consideration as mentioned in the Letter of Offer.

I/We authorise the Acquirer to accept the shares so offered, which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and

I/We further authorise the Acquirer to return to me/us, the equity share certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof and in the case of dematerialised shares, to the extent not accepted will be released to my Depository Account at my sole risk.

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

I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that it may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/ us and for the aforesaid purposes the Acquirer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

I/We note and understand that the Shares would lie in the special depository account until the time payment of purchase consideration as mentioned in the Letter of Offer is made.

The Permanent Account Number (PAN) allotted under the Income Tax Act 1961 is as under:

	1ST Shareholder	2ND Shareholder	3RD Shareholder
PAN			

Tear Here

Acknowledgement Slip

Tayana Software Solutions Pvt. Ltd.

C/o Karvy Computershare Private Ltd, Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081

Stamp of Collection centre

Received from Mr./Ms./M/s __________ Address: __________

__________ Form of Acceptance cum Acknowledgement # __________

Number of Share Certificates for __________ shares/# Copy of the Delivery Instruction to (DP) for __________ shares

(# Delete whichever is not applicable)

So as to avoid fraudulent encashment in transit, the shareholder(s) holding shares in physical form may provide details of bank account of the first/sole shareholder and the consideration payment will be drawn accordingly. For shares that are tendered in electronic form, the bank account details obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars.

Name of Bank		Account No.		Saving/Current/NRE/NRO/others(Please tick)
Address of the Branch				PIN

For NRIs / OCBs / FIIs / Foreign Shareholders

I / We, have enclosed the following documents

- No objection certificate / Tax clearance certificate from the Income Tax Authorities
- RBI approvals for acquiring shares of Axis IT&T Limited hereby tendered in the Offer
- Copy of Permanent Account Number / PAN Card

For FII Shareholders :

I / We, confirm that the equity shares of Axis IT&T Limited are held by me / us on Investment / Capital Account or Trade Account *(select whichever is applicable in your case)*

In case the shares are held on trade account, kindly enclose a certificate stating that you are a tax resident of your country of residence /incorporation and that you do not have a permanent establishment in India in terms of the Double Taxation Avoidance Agreement (DTAA) entered into between India and your country of residence. In order to avail the benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a certificate stating that you are a tax resident of your country of incorporation in terms of the DTAA entered into between India and your country of residence.

Yours faithfully,

	Full Name (s) of the Shareholder	SIGNATURE (S)
1ST Holder		
2ND Shareholder		
3RD Shareholder		

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

Place: Date :

INSTRUCTIONS

1) **In the case of dematerialised shares, the shareholders are advised to ensure that their shares are credited in favour of the special depository account, before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares not credited in favour of the special depository account, before the closure of the Offer will be rejected.**
2) **Shareholders should enclose the following:-.**
   i. For Equity shares held in demat form:-

Beneficial owners should enclose

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

In case of non-receipt of the aforesaid documents, but receipt of the shares in the special depository account, the Offer shall be deemed to be accepted.

ii. For Equity shares held in physical form:-

Registered Shareholders should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
- **Original Share Certificate(s).**
- **Valid Share Transfer form(s)** duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Axis IT&T Limited. and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with this Letter of Offer. The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirer as buyer will be filled by the Acquirer upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

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

Unregistered owners should enclose:

- Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein.
- Original Share Certificate(s).
- Original broker contract note.
- Valid Share Transfer form(s) as received from the market leaving details of buyer blank. If the same is filled in then the equity share(s) are liable to be rejected.

3 The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to the Registrar to the Offer and not to the Manager to the Offer or the Acquirer or Axis IT&T Limited.

4 Shareholders having their beneficiary account in CDSL have to use "INTER DEPOSITORY DELIVERY INSTRUCTION SLIP" for the purpose of crediting their shares in the favour of the special depository account with NSDL.

5 While tendering Shares under the Offer, NRIs/OCBs/ foreign and other non resident shareholders will be also required to submit the RBI approvals, if any (specific or general) that they would have obtained for acquiring Shares. In case the RBI approvals are not submitted, the Acquirer reserves the right to reject the Shares tendered.
Attention of OCB shareholders desirous of participating in the Offer is drawn to Paragraph 9.6 of the Letter of Offer.

6 Non resident shareholders should enclose a copy of the permission received from RBI for the equity shares held by them in Axis IT&T Limited. If, the shares are held under General Permission of RBI the non resident shareholder should state that the shares are held under General Permission and whether on repatriable basis or non repatriable basis.

7 FIIs are requested to enclose the SEBI Registration letter and RBI general permission letter.

8 Non resident shareholders should enclose No Objection certificate/ Tax Clearance certificate from the Income Tax Authorities under Income-Tax Act, 1961, indicating the tax to be deducted by the Acquirer before remittance of consideration otherwise tax will be deducted at marginal rate as may be applicable to the category of the shareholder on the consideration payable by the Acquirer. The Acquirer also reserves the right to reject such tenders from non-resident shareholders, where the aforesaid No-Objection Certificate/ Tax Clearance Certificate is not submitted.

9 Shareholders are advised to indicate the bank account details at the appropriate place in the Form of Acceptance-cum-Acknowledgement and the consideration cheque would be made to the bank account of the sole/ first shareholder. The payment would be made at par to all the shareholders.

10 Rejection of Shares
If the Shares are rejected for any of the following reasons, the Shares will be returned to the sole / first named holder(s) along with all the documents received from them at the time of submission. Please note that the following list is not exhaustive.
   a. The signature(s) of the holder(s) do not match with the specimen signature(s) as per the records of AIT;
   b. The transfer deed is not complete or valid;
   c. The number of equity shares mentioned in the Form of Acceptance-cum-Acknowledgement does not tally with the actual physical share certificate(s) submitted or in case of dematerialized shares, the equity shares in the Form of Acceptance-cum-Acknowledgement do not tally with the instruction to the depository participant and the credit received in the special depository account;
   d. The relevant documents, as applicable, mentioned above at 2 and in addition at 5, 6 and 7 are not submitted with the Form of Acceptance-cum-Acknowledgement.The Acquirer also reserves the right to reject such tenders from shareholders, where the relevant documents are not submitted.

11 All documents / remittances sent by or to shareholders will be at their own risk. Shareholders of AIT are advised to adequately safeguard their interests in this regard. Shares held in demat form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement.

12 Neither the Acquirer, the Manager to the Offer, the Registrar to the Offer or AIT will be liable for any delay/loss in transit resulting in delayed receipt/ non-receipt by the Registrar to the Offer of your Form of Acceptance-cum-Acknowledgement or for the failure to deposit your Shares to the special depository account or submission of original physical Share certificates due to inaccurate/incomplete particulars/instructions on your part, or for any other reason.

13 Applicants who cannot hand deliver their documents at the collection centers, may send their documents only by Registered Post, at their own risk, to the Registrar to the Offer at Karvy Computershare Pvt Ltd., Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081 so as to reach the Registrar to the Offer on or before 5 PM on the Offer Closing Date i.e. April 07, 2008.

— — — — — — ✂ — — — — — — — — — — Tear Here — — — — — — — — — ✂ — — — — — — —

Note: All queries in this regard to be addressed to the Registrar to the Offer at the following address quoting your Reference Folio No./DPID/Client ID:

KARVY COMPUTERSHARE PRIVATE LTD
(Unit : Axis IT&T Limited – Open Offer)
Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081
Ph. No. 040-23420818; Fax No. 040-23420814; email: murali@karvy.com

FORM OF WITHDRAWAL

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION OFFER|

(Please send this Form of withdrawal with enclosures to Registrar at the collection centre where the original Form of Acceptance was tendered)

(To be filled in by the shareholder.)

From:

Name:

Address:

OPEN OFFER TO THE SHAREOLDERS OF AXIT IT&T LIMITED		
OFFER OPENS ON	:	March 19, 2008
OFFER CLOSES ON	:	April 07, 2008
LAST DAY FOR WITHDRAWL	:	April 02, 2008
THIS FORM SHOULD BE USED BY SHAREHOLDERS ONLF FOR EXERCISING THE WITHDRAWL OPTION AS PROVIDED IN THE LETTER OF OFFER		

Tel No: Fax No: Email:

To,

Tayana Software Solutions Pvt. Ltd.
C/o. Karvy Computershare Private Ltd.
Plot No 17-24, Vithalrao Nagar,
Madhapur, Hyderabad 500 081

Dear Sirs,

Open offer for acquisition of up to 39, 92,097 fully Paid-up Equity Shares of face value of Rs.5/- each, representing 20 % of the equity voting Share Capital of Axis IT&T Limited ("AIT"/ 'Target Company) at a price of Rs. 19.59/- per fully paid-up equity share

Sub: Withdrawal of shares tendered in the caption Offer

I/We refer to the Letter of Offer dated March 10, 2008 for acquiring the Shares held by me/us in **Axis IT&T Limited.**

I/We, the undersigned, have read the Letter of Offer, understood its contents and unconditionally accept the terms and conditions and procedures as mentioned therein.

I/We have also read the procedure for withdrawal of Shares tendered by me/us in the Offer as mentioned in the Letter of Offer and unconditionally agree to the terms and conditions mentioned therein.

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

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

I/ I/We note that this Form of Withdrawal should reach the Registrar to the Offer at any of the collection centers mentioned in the Letter of Offer or below as per the mode of delivery indicated therein on or before the last date of withdrawal i.e, no later than 1700 hours on April 02, 2008.

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

I/We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) and Shares only on completion of verification of the documents, signatures and beneficiary position as available from the Depository from time to time.

The particulars of the tendered Share(s) that I/We wish to withdraw are detailed below:

Ledger Folio No.__________ No. of Share Certificate(s __________ No. of Shares __________

Sr.No.	Certificate No.	Distinctive No.		No. of Shares
		From	**To**	
			Total	

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

I/We hold the following Shares in dematerialised Form and had done an off-market transaction for crediting the Shares to the "KCPL Escrow A/C – AIT Open Offer" as per the following particulars:

DP Name: Karvy stock Broking Limited DP ID / Client ID: IN302470 / 40224556

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

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

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares tendered	No. of Shares withdrawn

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.

Tear Here

Acknowledgement Slip— Axis IT&T – Open Offer

Stamp of Collection centre

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

Address __________

Physical Shares: Folio No. __________ Demat Shares: **Client ID**__________ **; DP ID** __________

☐ Physical Shares: No of Shares tendered- __________ No of Shares Withdrawn __________

☐ Demat Shares: No of Shares tendered- __________ No of Shares Withdrawn __________

(Please ✓ whichever is applicable)

Signature of the Official __________ Date of Receipt __________

Note: All future correspondence, if any, in connection with this offer, should be addressed to the Registrar to the Offer

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

In case of dematerialised Shares, I/We confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,

Signed and delivered

Signed and delivered	Full Name (s) of the holder	Signature (S)	Verified and attested by us. Please affix the stamp of Dp (In case of demat shares)/ Bank (In case of physical shares)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

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

Place: Date:

INSTRUCTIONS

1) **Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at any of the Collection Centers mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. no later than 1700 hours on Wednesday, April 02, 2008.**

2) Shareholders should enclose the following:-

i. For Equity Shares held in demat form:- Beneficial owners should enclose

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

ii. For Equity Shares held in physical form:- Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal.
- Acknowledgement slip in original/ Copy of the submitted Form of Acceptance-cum-Acknowledgement in case delivered by Registered A.D.
- In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with **Axis IT&T Limited** and duly witnessed at the appropriate place.

iii. Unregistered owners should enclose:

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

3) The withdrawal of Shares will be available only for the Share certificates/the 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 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 the Target Company. The facility of partial withdrawal is available only to registered shareholders.

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

8) In case of Shares held in joint names, names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Counter Offer.

9) In case where the signature is subscribed by thumb impression, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

10) In case of bodies corporate, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.

11) All the Shareholders should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the withdrawal is being sent. Such documents may include (but not be limited to):

- Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
- Duly attested power of attorney if any person apart from the shareholder has signed withdrawal form or transfer deed(s).

12) The Form of Withdrawal and other related documents should be submitted at any of the Collection Centers of **Karvy Computershare Private Limited** stated in Letter of Offer.

13) Applicants who cannot hand deliver their documents at the Collection Centers, may send their documents only by Registered Post, at their own risk, to the Registrar to the Offer at Karvy Computershare Pvt Ltd., T K N Complex No.51/2, Vanivilas Road, Opp. National College, Basavanagudi, Bangalore 560 004so as to reach the Registrars on or before the last date of withdrawal i.e. April 02 , 2008

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Note: All queries in this regard to be addressed to the Registrar to the Offer at the following address quoting your Reference Folio No./DPID/Client ID:

KARVY COMPUTERSHARE PRIVATE LTD
(Unit : Axis IT&T Limited – Open Offer)
Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081
Ph. No. 040-23420818; Fax No. 040-23420814; email: murali@karvy.com