LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as an equity shareholder of Aztecsoft Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer/Registrar to the Offer. In case you have recently sold your Equity Shares in Aztecsoft Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement (which includes Form of Withdrawal) and transfer deed to the purchaser of Equity Shares or the member of the stock exchange through whom the said sale was effected.

CASH OFFER
BY

MindTree

MINDTREE LIMITED

("MindTree" or the "Acquirer")

Registered Office : MindTree House, No. 3, Block A, No. 42, 27th Cross, Banashankari, 2nd Stage, Bangalore – 560 070, India
Tel: +91 80 2671 1777/2671 2777; Fax: +91 80 2671 4000

to acquire

up to 93,06,381 fully paid-up equity shares of the face value of Rs. 3/- (Rupees Three only) each (the "Equity Shares"), representing 20% of the Voting Capital, at a price of Rs. 80/- (Rupees Eighty only) per fully paid-up Equity Share ("Offer Price"), payable in cash, of

AZTECSOFT LIMITED

(the "Company" / "ASL" / the "Target Company")

Registered Office: #23, III A Cross, 18th Main, 6th Block, Koramangala, Bangalore – 560 095, India
Tel: +91 80 4071 6000; Fax: +91 80 2552 1987
Corporate Office: Maruthi Chambers, No. 17/9C, 17/4C. Rupena Agrahara, Hosur Road, Bangalore – 560 068, India
Tel: +91 80 2573 8005; Fax: +91 80 4110 0587

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED 1101-1115, Trident, Nariman Point, Mumbai 400 021, India Tel: (91 22) 6621 0555 Fax: (91 22) 6621 0556 Email: mindtreeopenoffer@morganstanley.com SEBI Registration No.: INM 000011203 Contact : Bhavna Thakur	**INTIME SPECTRUM REGISTRY LIMITED** C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, India Tel: (91 22) 2596 0320 Toll Free No. 1800-22-0320 Fax: (91 22) 2596 0329 Email: asl-offer@intimespectrum.com Website: www.intimespectrum.com SEBI Registration No.: INR 000003761 Contact: Awani Thakkar
OFFER OPENS : FRIDAY, JUNE 27, 2008	**OFFER CLOSES : WEDNESDAY, JULY 16, 2008**

SCHEDULE OF THE ACTIVITIES

Activity	Original Day and Date*	Revised Day and Date**
Public Announcement	Monday, May 5, 2008	Monday, May 5, 2008
Specified Date ***	Friday, May 30, 2008	Friday, May 30, 2008
Last date for Competitive Bid	Tuesday, May 27, 2008	Monday, May 26, 2008
Date by which Letter of Offer to be dispatched to the Equity Shareholders	Thursday, June 19, 2008	Thursday, June 19, 2008
Date of opening of the Offer	Monday, June 30, 2008	Friday, June 27, 2008
Last date for revising the Offer Price/number of Equity Shares	Thursday, July 10, 2008	Monday, July 7, 2008
Last date up to which Equity Shareholders may withdraw	Wednesday, July 16, 2008	Friday, July 11, 2008
Date of Closure of the Offer	Monday, July 21, 2008	Wednesday, July 16, 2008
Date for communicating acceptance/rejection under the Offer and payment of consideration for applications accepted and share certificates for the rejected shares to be dispatched.	Tuesday, August 5, 2008	Thursday, July 31, 2008

* As per Public Announcement published on May 5, 2008.

** As per corrigendum to the Public Announcement, published on May 16, 2008.

*** Specified Date is only for the purpose of determining the names of Equity Shareholders as on such date to whom the LOO would be sent. All owners (registered or unregistered) of the Equity Shares (other than the Acquirer and the Seller) are eligible to participate in the Offer anytime before the closure of the Offer.

Notes:

1. This Offer is being made 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 thereto (the "**SEBI Takeover Regulations**").
2. The Equity Shares that are tendered in the Offer may be those held by Non-Resident Indians or persons resident outside India who are not Non-Resident Indians, including Overseas Corporate Bodies, if any, holding shares in the Company who may be persons not covered by specific provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. The acceptance of Equity Shares in the Offer from aforesaid categories of shareholder is subject to the receipt of the approval, if any, of the Reserve Bank of India ('**RBI**") under the Foreign Exchange Management Act, 1999 and the rules and regulations made there under ("**FEMA**") for the acquisition of Equity Shares by the Acquirer. The Acquirer has made an application on June 6, 2008 for the approval of the RBI as aforesaid. However, if the RBI refuses the aforesaid approval, then the Acquirer will not acquire Equity Shares tendered in the Offer by Non-Resident Indians.
3. The Equity Shareholders who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement ("**PA**") and Letter of Offer ("**LOO**") can withdraw the same up to 3 (three) working days prior to the date of the closure of the Offer i.e., up to Friday, July 11, 2008.
4. The Acquirer is permitted to revise the Offer Price upwards any time up to 7 (seven) working days prior to the date of closure of the Offer i.e., up to Monday, July 7, 2008. If there is an upward revision of the Offer Price in terms of Regulation 26 of SEBI Takeover Regulations, the same would be informed by way of a public announcement in the same newspapers where the original PA has appeared as stated in Paragraph 2.2.11 of this LOO. Such revised Offer Price would be payable by the Acquirer for all the Equity Shares tendered anytime during the Offer.
5. This Offer is not conditional upon any minimum level of acceptances.
6. **There is no competitive bid to the Offer.**
7. **As the Offer Price cannot be revised during 7 (seven) working days prior to the closing date of the Offer, it would be in the interest of the Equity Shareholders to wait till the commencement of that period to know the final Offer Price and tender their acceptance accordingly.**
8. The Form of Acceptance-cum-Acknowledgement together with the Form of Withdrawal is enclosed with this LOO.
9. A copy of the PA and LOO (including Form of Acceptance-cum-Acknowledgement which includes Form of Withdrawal) are also available on SEBI's website at "www.sebi.gov.in" from the date of opening of the Offer i.e., Friday, June 27, 2008. A copy of the Form of Acceptance-cum-Acknowledgement and Form of Withdrawal may also be obtained from the Registrar to the Offer.

RISK FACTORS

Risk factors (i) relating to the Offer, (ii) relating to the Acquisition and (iii) involved in associating with the Acquirer and the likely adverse effect of these risk factors on the Equity Shareholders

The indicative risk factors set forth below are in relation to the Offer and the Acquisition and not in relation to the present or future business or operations of ASL or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer or in associating with the Acquirer. The Equity Shareholders are advised to consult their stock broker or investment consultant or tax advisor, if any, for further risks with respect to their participation in the Offer.

(a) In the event that either (a) there is any litigation or action by any appropriate regulatory authority resulting in any kind of prohibition or restraint on the Offer or (b) SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this LOO. Consequently, the payment of consideration to the Equity Shareholders whose Equity Shares are accepted under this Offer as well as the return of Equity Shares not accepted under this Offer by the Acquirer may get delayed. In case of delay due to non-receipt of statutory approval(s), as per Regulation 22(12) of the SEBI Takeover Regulations, SEBI, may, if satisfied, that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer agreeing to pay interest to the eligible Equity Shareholders.

(b) Further, the Equity Shareholders should note that after the last date of withdrawal i.e., Friday, July 11, 2008, the Equity Shareholders who have lodged their acceptances would 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 would be held by the Registrar to the Offer, till such time the process of acceptance of tenders, the payment of consideration and other Offer obligations are completed.

(c) The Equity Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities and the Equity Shareholders will not be able to trade in such Equity Shares. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirer makes no assurance with respect to the market price of the Equity Shares that would prevail both during the Offer period and after completion of the Offer and disclaims any responsibility with respect to any decision by the Equity Shareholders on whether or not to participate in the Offer.

(d) In the event that the Equity Shares tendered in the Offer by the Equity Shareholders are more than the Equity Shares to be acquired under the Offer, the acquisition of Equity Shares from each Equity Shareholder will be as per the provisions of Regulation 21(6) of the SEBI Takeover Regulations i.e., on a proportionate basis, to be decided in a fair and equitable manner, in consultation with the Manager to the Offer, irrespective of whether the Equity Shares are held in physical or dematerialized form.

(e) The Acquirer makes no assurance with respect to the future financial performance of ASL, or the merged entity, upon the merger of ASL and Acquirer, as described in paragraph 2.3.2.

DEFINITIONS

ASL/Target Company/the Company	Aztecsoft Limited, # 23, III A Cross, 18th Main, 6th Block, Koramangala, Bangalore – 560 095
Acquirer/MindTree	MindTree Limited, MindTree House, No. 3, Block A, No. 42, 27th Cross, Banashankari, 2nd Stage, Bangalore – 560 070, India
Acquisition	The agreement by the Acquirer to acquire 1,46,55,280 Equity Shares representing 32.57% of the issued, subscribed and paid-up equity share capital of ASL as of the date of the PA, from e4e Holdings Limited, at a price of Rs. 80 (Rupees Eighty only) per Equity Share, for a total consideration of Rs. 117,24,22,400/- (Rupees One Hundred Seventeen Crores Twenty Four Lakhs Twenty Two Thousand Four Hundred only), in terms of a share purchase agreement dated May 2, 2008 entered into between the Acquirer and e4e Holdings Limited
Board/Board of Directors/Directors	Board of Directors of ASL
BSE	The Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Depositories	NSDL and CDSL
DP	Depository Participant
EPS	Earnings Per Share
Equity Shareholders	All owners (registered or un registered) of Equity Shares
Equity Share(s)	Fully paid up equity share(s) of Rs. 3/- (Rupees Three only) each of ASL
FEMA	Foreign Exchange Management Act, 1999 and the rules and regulations made there under
FI	Financial Institutions
FII	Foreign Institutional Investors
GOI	Government of India
Group	MindTree Limited and its subsidiary MindTree Technologies Private Limited
Income Tax Act	The Income Tax Act, 1961
LOO/Letter of Offer	This Letter of Offer
Manager to the Offer/ Morgan Stanley	Morgan Stanley India Company Private Limited, 1101-1115, Trident, Nariman Point, Mumbai 400 021, India
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Offer	Offer to acquire up to 93,06,381 Equity Shares representing 20% of the Voting Capital of ASL
Offer Price	Rs. 80/- (Rupees Eighty only) per fully paid up Equity Share
PAN	Permanent Account Number
PAT	Profit After Tax
Persons eligible to participate in the Offer	All owners (registered and unregistered) of Equity Shares of ASL except the parties to SPA viz (i) the Acquirer and (ii) the Seller
Promoters	Promoters of ASL, being e4e Holdings Limited, V Swaminathan, Parthasarathy Sundarajan and S R Kannan
Public Announcement/ PA	Public Announcement for the Offer released on behalf of the Acquirer on May 5, 2008
Registrar/ Registrar to the Offer	Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078, India
Regulations/Takeover Regulations/ SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
RONW	Return on Net Worth

Sale Shares	1,46,55,280 Equity Shares agreed to be sold by e4e Holdings Limited to MindTree in terms of the SPA
Sale Shares Escrow Agent	The Hongkong and Shanghai Banking Corporation Limited, 1, Queens Road Central, Hong Kong, acting through its office located at Plot No. 139-140 B, Western Express Highway, Sahar Road Junction, Vile Parle (East), Mumbai – 400057
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI DIP Guidelines	SEBI (Disclosure and Investor Protection) Guidelines, 2000 as amended
Seller	e4e Holdings Limited, having its registered office at Manor House, Cnr St George/ Chazal Streets, Port Louis, Mauritius
SPA	Share Purchase Agreement dated May 2, 2008 entered into between MindTree and the Seller
TCC	Tax Clearance Certificate
Transactions	"Acquisition" and "Offer"

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE 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 ASL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MAY 16, 2008 TO SEBI IN ACCORDANCE WITH THE SEBI TAKEOVER REGULATIONS. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THE OFFER

2.1 Background of the Offer

2.1.1 This Offer is being made pursuant to Regulations 10 and 12 of the SEBI Takeover Regulations in relation to the substantial acquisition of Equity Shares and voting rights of ASL accompanied with the change in control and management of ASL

2.1.2 The Acquirer entered into a share purchase agreement dated May 2, 2008 (the "**SPA**") with e4e Holdings Limited, a limited liability company incorporated under the laws of Mauritius and having its registered office at Manor House, Cnr St George/ Chazal Streets, Port Louis, Mauritius (the "**Seller**"), who is one of the Promoters of ASL, wherein the Acquirer agreed to acquire from the Seller, and the Seller agreed to sell to the Acquirer, 1,46,55,280 fully paid-up equity shares of Rs. 3/- (Rupees Three only) in the share capital of ASL **(the "Sale Shares"**) representing 32.57% of the issued, subscribed and paid-up equity share capital of ASL as of the date of the PA (prior to conversion of all the convertible instruments issued by ASL), for a total purchase consideration of Rs. 117,24,22,400/- (Rupees One Hundred Seventeen Crores Twenty Four Lakhs Twenty Two Thousand Four Hundred only) (the "**Purchase Consideration**") i.e., at a price of Rs. 80/- (Rupees Eighty only) per share (the "**Negotiated Price**") (hereinafter referred to as the "**Acquisition**"). As of the date of execution of the SPA, 65,24,169 of the Sale Shares are pledged by the Seller in favour of Silicon Valley Bank, California (the "**SVB Pledged Shares**"), 62,12,020 of the Sale Shares are pledged by the Seller in favour of SBI International (Mauritius) Limited, Mauritius (the "**SBIIM Pledged Shares**"), and 19,19,091 of the Sale Shares are held by the Seller, without any encumbrances of any nature (the "**Unpledged Shares**").

2.1.3 The salient features of the SPA are: (a) the Acquirer shall have the right to appoint (i) two observers who are permitted to attend and observe proceedings at the meetings of the board of directors of the Target Company (the "**Board**") on the date of execution of the SPA, (ii) one director on the Board on the date which is 22 (twenty two) days from the date of the PA made under the terms of the SEBI Takeover Regulations, provided that the Acquirer has deposited 100% of the consideration payable by the Acquirer under the Offer in an escrow in accordance with the SEBI Takeover Regulations; (b) one independent director, acceptable to the Target Company and the Acquirer, shall be appointed on the Board on the date on which the Acquirer dispatches the LOO to the Equity Shareholders and deposits the Purchase Consideration in the Escrow Account; (c) on and with effect from the date on which the Sale Shares are transferred to the Acquirer, the Seller shall cause its nominees on the Board, being Kiliyur Balakrishnan Chandrasekhar and Somshankar Das to resign from the Board; (d) In the event that the purchase of the Sale Shares is not completed on or before the date which is 150 days from the date of execution of the SPA, unless such date is extended by the mutual consent of the Seller and the Acquirer, the SPA shall terminate.

2.1.4 The Acquirer, the Seller, Silicon Valley Bank, SBI International (Mauritius) Limited and The Hongkong and Shanghai Banking Corporation Limited, through its branch located at Plot No. 139-140 B, Western Express Highway, Sahar Road Junction, Vile Parle (East), Mumbai - 400057 (the "**Escrow Agent**") have entered into an escrow agreement dated May 2, 2008 (the "**Escrow Agreement**") in relation to the mechanism for holding all the Sale Shares in escrow during the period pending completion of the Offer, completing the transfer of the Sale Shares to the Acquirer and the payment of the Purchase Consideration after the completion of the Offer. Under the terms of the Escrow Agreement, on the date on which the LOO is dispatched to the Equity Shareholders under the SEBI Takeover Regulations (the "**LOO Dispatch Date**") the following events shall occur: (a) the Purchase Consideration will be deposited in cash by the Acquirer in a no-lien escrow account (the "**Escrow Account**") opened with the Escrow Agent, (b) the Seller shall transfer the Unpledged Shares to a demat account with the Escrow Agent (the "**Escrow Demat Account**"), (c) Silicon Valley Bank and the Seller shall cause the SVB Pledged Shares to be credited to the Escrow Demat Account (d) SBI International (Mauritius) Limited and the Seller shall cause the SBIIM Pledged Shares to be credited to the Escrow Demat Account, (e) the SVB Pledged Shares and the SBIIM Pledged Shares shall be pledged in favour of SVB and SBIIM respectively, during the term of the Escrow Agreement.

2.1.5 Under the terms of the Escrow Agreement, upon fulfillment of the Acquirer's obligations under the SEBI Takeover Regulations, and upon receiving release instructions from the Acquirer and the Seller, the Escrow Agent shall: (i) release the amount required to close the pledge on the SVB Pledged Shares to Silicon Valley Bank, (ii) release the amount required to close the pledge on the SBIIM Pledged Shares to SBI International (Mauritius) Limited, (iii) release the balance of the Purchase

Consideration, in United States Dollars, to the Seller (iv) cause the pledge on the SVB Pledged Shares and the SBIIM Pledged Shares to be closed, and (iv) transfer the SVB Pledged Shares, the SBIIM Pledged Shares and the Unpledged Shares to a demat account of the Acquirer. Thus, the Acquirer shall acquire the title and interest of the Seller in the Sale Shares together with all benefits, rights and obligations thereto only upon the completion of the Offer formalities. The mechanism of closing the pledge on the SVB Pledged Shares and the SBIIM Pledged Shares, crediting these shares to the Escrow Demat Account and pledging the SVB Pledged Shares and the SBIIM Pledged Shares in favour of SVB and SBIIM respectively whilst these shares are in the Escrow Demat Account, and the release of the Purchase Consideration to SVB, SBIIM and the Seller requires approval from the RBI. The Seller has applied to the RBI on June 6, 2008 for approval in relation to the mechanism for the escrow and transfer of the Sale Shares, including for removing and recreation of the pledge on the SVB Pledged Shares and the SBIIML Pledged Shares, and the consummation of the transactions described above is subject to receipt of approval from the RBI.

2.1.6 Mr. Ashok Soota and Mr. N. Krishnakumar were appointed on May 2, 2008 as observers who are permitted to attend and observe proceedings of the meetings of the Board in accordance with the terms of the SPA. As observers, they are not directors on the Board and they do not have a right to vote in meetings of the Board. Mr. N. Krishnakumar was appointed as a director on the Board in accordance with the SPA on May 29, 2008, the date which was after a period of 22 (twenty two) days from the date of the PA, as the Acquirer had deposited 100% of the consideration payable by the Acquirer under the Offer in an escrow in accordance with the second proviso to Regulation 22(7) of the SEBI Takeover Regulations. Mr. N. Krishnakumar will recuse himself and not participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer in terms of Regulation 22(9) of the SEBI Takeover Regulations. The Acquirer proposes to reconstitute the Board upon completion of all Offer formalities.

2.1.7 The Negotiated Price per Sale Share shall be paid in the form of cash to SVB, SBIIML and the Seller in accordance with and in the manner set out in the SPA and the Escrow Agreement, as described in Paragraph 2.1.5 above.

2.1.8 The Acquirer has not paid any other monetary consideration, other than the above mentioned Purchase Consideration, whether by way of any non-compete fee or otherwise, for the acquisition of the Sale Shares.

2.1.9 Further, the Acquirer has undertaken to adhere to the SEBI Takeover Regulations and to complete the Offer in accordance with the terms thereof. In the event the Acquirer fails to comply with the provisions of the SEBI Takeover Regulations, the SPA shall not be acted upon by the Seller or the Acquirer and the Seller has the right (but not the obligation) to forthwith terminate the SPA.

2.1.10 The Acquirer has not acquired directly or through any person, any Equity Shares in ASL during the twelve months preceding the date of the PA, i.e., May 5, 2008.

2.1.11 The Acquirer has not acquired any Equity Shares during the last 26 weeks period prior to the date of the PA, i.e., May 5, 2008, by way of (a) allotment in public issue or (b) allotment in rights issue or (c) preferential allotment

2.1.12 The Acquirer, the Seller and Aztecsoft Limited have not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of SEBI Act or under any of the Regulations made under the SEBI Act.

2.2 ***Details of the proposed Offer***

2.2.1 As the aggregate equity stake of the Acquirer in the paid up equity share capital of ASL after the Acquisition will be more than the stipulated threshold of 15% (fifteen percent), in compliance with Regulations 10 and 12 of the SEBI Takeover Regulations, the Acquirer made a PA to acquire up to 93,06,381 Equity Shares, representing 20% of the Voting Capital from the Equity Shareholders, at a price of Rs. 80/- (Rupees Eighty only) per Equity Share (the "**Offer Price**") payable in cash subject to the terms and conditions mentioned hereinafter.

2.2.2 There are no persons acting in concert with the Acquirer for the purpose of the Offer.

2.2.3 This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of ASL.

2.2.4 As on May 5, 2008, the paid-up equity share capital of ASL was Rs. 13,49,82,801/- (Rupees Thirteen Crores Forty Nine Lakhs Eighty Two Thousand Eight Hundred One only) comprising of 4,49,94,267 Equity Shares of Rs. 3/- (Rupees Three only) each. Aztec Software and Technology Services Limited Employee Welfare Trust administers the 1998 Stock Option Plans of ASL. Under the 1998 Stock Option Plans of ASL, non-dilutive options were granted to employees and directors of ASL and its wholly-owned subsidiaries on various dates. As on March 31, 2008, Aztec Software and Technology Services Limited Employee Welfare Trust held 22,16,331 Equity Shares. Out of these, 12,50,492 Equity Shares will be transferred from Aztec Software and Technology Services Limited Employee Welfare Trust to the holders of options (being vested and exercisable and unvested options on March 31, 2008), upon such holders exercising their options. The exercise of such options would not result in any further issue of Equity Shares. Other than the non-dilutive options granted above, as on March 31, 2008, ASL had granted 31,18,359 dilutive options, which consist of vested and exercisable options and unvested options. These options, if and when exercised, shall result in the increase of paid-up equity capital of ASL. Out of these, 15,37,635 options have vested and are eligible to be exercised on or before August 31, 2008 (the outside date estimated as fifteen days after closure of the Offer for these purposes). The remaining 15,80,724 options are presently unvested options with a vesting date after August 31, 2008. Such options will vest over a period of time in accordance with a vesting schedule with a final vesting date of March 31, 2011. Other than such options, there are no instruments convertible into Equity Shares at a future date, in the books of ASL as on May 5, 2008.

2.2.5 Therefore, while determining twenty per cent (20%) of the voting capital for the purpose of minimum public offer in terms of Regulation 21(5) of the SEBI Takeover Regulations, the total voting capital of ASL is considered to be 4,65,31,902 Equity Shares, which consists of 4,49,94,267 Equity Shares which have been issued and paid-up, and the 15,37,635 Equity Shares (including 7,250 options that have been exercised and are pending allotment of Equity Shares) which would be issued on the vesting and exercise of the dilutive options which are eligible to be exercised till August 31, 2008.

2.2.6 There are no partly paid-up Equity Shares in the books of ASL.

2.2.7 The Offer is not conditional on any minimum level of acceptance and the Acquirer will be obliged to acquire all the Equity Shares tendered in response to the Offer, subject to a maximum of 93,06,381 Equity Shares that are tendered in the valid form in terms of this Offer subject to the terms and conditions mentioned in the PA and this LOO to be mailed to the Equity Shareholders, and provisions of the SEBI Takeover Regulations.

2.2.8 The Acquirer did not held any shares of ASL as on the date of the PA.

2.2.9 The Acquirer may purchase additional shares of ASL from the open market or through negotiation or otherwise, after the date of the PA in accordance with Regulation 20(7) of the SEBI Takeover Regulations and the details of such acquisition, if any, will be disclosed by the Acquirer within 24 hours of such acquisition to the Stock Exchanges where the Equity Shares of ASL are listed and to the Manager to the Offer in terms of Regulation 22(17) of the SEBI Takeover Regulations.

2.2.10 After the date of the PA, the Acquirer has purchased the following Equity Shares from the open market on the floor of the exchange:

Date	Exchange	Quantity (Nos.)	Gross Rate/ Security (Rs.)	Total Gross Value (Rs.)	% of ASL Paid-Up Capital*	Cumulative Holding of Acquirer	
						No. of Equity Shares	%*
May 5, 2008	NSE	4,000,000	80.00	320,000,000.00	8.79%	4,000,000	8.79
May 6, 2008	NSE	6,600,000	79.93	527,538,000.00	14.50%	10,600,000	23.28
May 7, 2008	BSE	435,000	78.99	34,360,650.00	0.96%	11,035,000	24.24
May 7, 2008	NSE	1,065,000	79.00	84,135,000.00	2.34%	12,100,000	26.58
May 9, 2008	NSE	440,000	78.88	34,707,200.00	0.97%	12,540,000	27.54
May 9, 2008	BSE	840,000	79.49	66,771,600.00	1.85%	13,380,000	29.39
May 12, 2008	NSE	303,000	73.55	22,285,650.00	0.67%	13,683,000	30.05
June 11, 2008	BSE	242,472	72.00	17,457,984.00	0.53%	13,925,472	30.59
June 11, 2008	NSE	158	70.00	11,060.00	0.00%	13,925,630	30.59
June 12, 2008	NSE	446	70.00	31,220.00	0.00%	13,926,076	30.59
TOTAL		13,926,076		1,107,298,364.00	30.59%		

* Based on share capital of Aztecsoft Limited of 4,55,26,652 fully paid-up Equity Shares of Rs 3/- each as on June 6, 2008

The purchases listed above were open market purchases, through BSE and NSE, and were not block or negotiated trades. The Acquirer has complied with its obligations under the SEBI Takeover Regulations and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, in respect of such acquisitions.

2.2.11 The PA was published in the following newspapers in terms of Regulation 15(1) of the SEBI Takeover Regulations on May 5, 2008:

Language	Name of Newspaper	Editions
English	Business Standard	All editions - Ahmedabad, Bangalore, Mumbai, Kolkata, New Delhi, Hyderabad, Chennai
Hindi	Pratahkal	All editions - Mumbai, New Delhi, Jaipur, Udaipur
Marathi	Navshakti	Mumbai
Kannada	Udayavani	Bangalore

A corrigendum to the PA, revising the schedule of activities under the Offer was published in the newspapers stated above on May 16, 2008. A supplementary public announcement in intimating the shareholders of the additional amount deposited in the Escrow Account and the appointment of Mr. N. Krishnakumar on the Board of ASL was published on May 31, 2008 in the aforesaid newspapers.

2.2.12 A copy of the PA is also available on SEBI web site at "www.sebi.gov.in".

2.2.13 In case of any upward revision in the Offer Price by the Acquirer at any time up to 7 (seven) working days prior to the date of closure of the Offer i.e., up to Monday, July 7, 2008, the same would be announced in the above mentioned newspapers and the revised Offer Price would be payable by the Acquirer for all Shares tendered at anytime during the Offer and accepted under the Offer.

2.2.14 As the Offer Price cannot be revised during 7 (seven) working days prior to the date of closure of this Offer, it would, therefore, be in the interest of the Equity Shareholders to wait till the commencement of that period to know the final Offer Price and tender their acceptance accordingly.

2.2.15 There has been no competitive bid.

2.2.16 This Offer is being made to all Equity Shareholders of ASL except the parties to SPA, namely (i) the Acquirer and (ii) the Seller.

2.3 ***Reasons for the acquisition, rationale/object of the Offer and future plans***

2.3.1 ASL is a global software engineering services company with rich software engineering experience, global reach and an offshore presence. Its expertise lies in application software segment, which is complementary to MindTree's expertise in embedded software segment. In addition, ASL provides development and testing services to software product companies in a variety of verticals ranging from new media, retail, banking and financial services and life sciences, which will help MindTree to scale up its own testing business. Thus, the combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in the Indian IT services market. This will also enable MindTree to address newer solutions and services to its customers and also to ASL's customers and enhance its marketing capabilities. ASL has delivery centres across India that enhance MindTree's footprint across India through increased capacity of people and infrastructure.

2.3.2 MindTree intends to subsequently merge ASL with itself, subject to shareholder and regulatory approvals.

2.3.3 The Acquirer does not have any plans to make any change to the existing line of business of ASL or to dispose of or otherwise encumber any assets of ASL in the next 24 (twenty four) months except as mentioned in Paragraph 2.3.2 above and except in the ordinary course of business of ASL and except to the extent deemed necessary for the purpose of restructuring and/or rationalization of business, assets, investments, liabilities or otherwise of ASL for commercial reasons, operational efficiencies or otherwise.

2.3.4 The Acquirer proposes to reconstitute the board of directors of ASL in accordance with the SPA as set forth in Paragraph 2.1.3 herein and upon completion of the Offer formalities the Acquirer will be in control of the management of ASL.

3. BACKGROUND OF THE ACQUIRER - MINDTREE LIMITED

3.1 MindTree Limited is the Acquirer in terms of the SEBI Takeover Regulations. No other person/individual/entity is acting in concert with the Acquirer for the purposes of this Offer. The Acquirer has entered into the SPA dated May 2, 2008 with the Seller for the purchase of the Sale Shares. The salient features of the Acquisition, including the salient terms of the SPA and the Escrow Agreement, are set out in Paragraphs 2.1.2 to 2.1.5 of the LOO. The reasons and rationale for the Acquisition and the Offer and future plans are set out in Paragraph 2.3 of the LOO.

3.2 MindTree was incorporated on August 5, 1999 as MindTree Consulting Private Limited. The name of the Acquirer was subsequently changed to MindTree Consulting Limited on November 6, 2006, and to its present name MindTree Limited on March 28, 2008. The registered office of MindTree is situated at MindTree House, No. 3, Block A, No. 42, 27th Cross, Banashankari, 2nd Stage, Bangalore – 560 070, India. Tel: +91 80 2671 1777/2671 2777; Fax: +91 80 2671 4000

3.3 MindTree is promoted by Mr. Ashok Soota, Mr. Anjan Lahiri, Mr. Kalyan Banerjee, Mr. Kamran Ozair, Mr. N. Krishnakumar, Mr. N.S. Parthasarathy, Mr. Rostow Ravanan, Mr. S. Janakiraman, Mr. Scott Staples, Mr. Subroto Bagchi and LSO Investments Private Limited (the "**Promoters of MindTree**"). MindTree is an international Information Technology ("**IT**") consulting and implementation company that delivers business solutions through global software development.

3.4 MindTree is structured into two business units that focus on software development – Research and Development ("**R&D**") services and IT services. R&D Services enables faster product realization by leveraging the expertise in the areas of hardware design, embedded software, middleware and testing and through MindTree's own IP building blocks in the areas of Bluetooth, VOIP, IVP6, iSCSI and others in datacom, telecom, wireless, storage, industrial automation, avionics, consumer products and computing. IT Services include consulting and implementation and post production support for customers in manufacturing, financial services, travel and leisure and other industries, in the areas of ebusiness, data warehousing and business intelligence, supply chain management, ERP and maintenance and re-engineering of legacy mainframe applications.

3.5 MindTree is headquartered in Bangalore and has offices in India, United States of America, United Kingdom, Japan, Singapore, Australia, Germany, Switzerland, Sweden and the United Arab Emirates.

3.6 ***Companies promoted by the Acquirer***

MindTree has a wholly owned subsidiary called MindTree Technologies Private Limited ("MTPL"), which has been promoted by MindTree since December 2007. MTPL was incorporated as Purple Vision Technologies Private Limited on February 23, 2000. Its name was subsequently changed to TES PV Electronic Solutions Private Limited ("TES PV") on July 7, 2006, and to its present name MindTree Technologies Private Limited on January 18, 2008. On December 17, 2007, MindTree acquired MTPL. MTPL has its registered office in Bangalore.

MTPL specializes in VLSI design and has achieved multiple, full-chip turnkey designs and has participated in over 150 silicon designs. It is a third-party service provider in design for testability, having developed and licensed its intellectual property in EDA methodologies. MTPL's customers include eight of the world's top 10 semiconductor companies and three of the top 10 companies in each of consumer electronics, networking and telecom systems industries.

Prior to its acquisition by MindTree, TES PV had 2 businesses - a Boards Software unit and a VLSI unit. The Boards Software business was transferred to a separate company before TES PV was acquired by MindTree, as the Boards Software business was not aligned to MindTree's business. The results of MTPL have been consolidated in MindTree's financial statements effective from December 1, 2007. The details of financial statements of MindTree given in Paragraph 3.10 contain the consolidated financial results of MindTree and MTPL. Stand alone historic financials of MTPL for periods prior to December 1, 2007 are not included in this LOO because in those periods, the financial statements of TES PV included details of the Boards Software business also which was not acquired by MindTree.

MindTree and MTPL have filed a petition with the Hon'ble High Court of Karnataka on March 28, 2008 for merging MTPL into MindTree. Upon receipt of the necessary approvals, the merger will become effective. The petition seeks the Court's approval to merge MTPL into MindTree effective April 1, 2008.

3.7 ***Share Capital and Shareholding of the Acquirer***

3.7.1 As on the date of the PA, the paid-up equity share capital of MindTree was Rs. 37,93,39,600/- (Rupees Thirty Seven Crores Ninety Three Lakhs Thirty Nine Thousand Six Hundred only) comprising of 3,79,33,960 equity shares of Rs. 10/- (Rupees Ten each) each.

3.7.2 Shareholding pattern of MindTree on the date of PA was as follows:

Sl. No.	Shareholder's Category	No. of Equity Shares of Rs. 10 each held	Percentage
1.	Promoters and Promoter Group of MindTree	1,33,80,524	35.27%
2.	FII/Mutual-Funds/FIs/Banks (Institutions)	12,82,898	3.38%
3.	Public (Non Institutions)	2,32,70,538	61.35%
	Total Paid Up Equity Capital	**3,79,33,960**	**100.00%**

3.7.3 The equity shares of MindTree are presently listed on BSE and the NSE. Market price as on May 2, 2008, was Rs. 483.05 on the BSE and Rs. 484.40 on the NSE.

3.8 As on the date of the PA, MindTree did not hold any Equity Shares in ASL. Subsequent to the date of PA, MindTree acquired Equity Shares of ASL as disclosed in Paragraph 2.2.10 of this LOO. MindTree has complied with the relevant provisions of Chapter II of the SEBI Takeover Regulations for such acquisitions of Equity Shares.

3.9 Details of the board of directors of MindTree are as follows:

Name and Designation	Qualification and Experience	Residential Address	Date of Appointment
Ashok Soota Chairman and Managing Director	Bachelors degree in electrical engineering from University of Roorkee (now called Indian Institute of Technology, Roorkee) and an MBA from the Asian Institute of Management, Philippines. Prior to co-founding MindTree, during the period 1984 to 1999 he was the President of Wipro Infotech Limited and was later designated as Vice-Chairman of Wipro Limited. He was also the Vice Chairman of Wipro Systems Limited. He has over thirty years of experience in the IT industry. He was named the Electronics Man of the Year in 1992 by the Electronic Component Industry Association, IT Man of the Year in 1994 by Dataquest and IT Man of the Year in 1997 by Computerworld magazine. He was the president of Confederation of Indian Industries during 2002-03. He was a member of the Advisory Council of World Intellectual Property Organization. He is also member of the India Advisory Panel of IE Singapore.	747, 6th Block, 18th Main Koramangla Bangalore 560 095	August 9, 1999

Name and Designation	Qualification and Experience	Residential Address	Date of Appointment
Subroto Bagchi Gardener	Degree in Political science, Utkal University, Bhubaneshwar. Prior to co-founding MindTree, he worked for over a decade with various U.S. and Indian companies in the software services industry. He served Lucent Technologies as vice president for product realisation from 1998 to 1999. He was involved in setting up Six Sigma initiatives at Wipro Limited as Corporate Vice President, Mission Quality and he also headed its global research and development division as a Chief Executive. He has over twenty five years experience in the IT industry.	248, Sector 4, 15th Cross, 19th Main HSR Layout Extension Bangalore 560 034	August 5, 1999
V.G. Siddhartha Non-Executive Director	Masters degree in Economics from Mangalore University, Karnataka. He started his career in the stock market working with JM Financial in its research division in 1983 to 1984. He started his own investment business called Sivan Securities doing proprietary investments in equity markets. Further, he founded Amalgamated Bean Coffee Trading Company in 1992 and started coffee retail business in 1995 under the brand name of Coffee Day. He has been investing in technology companies since 1995 and has invested in more than 15 technology companies, including Ittiam Systems Private Limited and Kshema Technologies Limited, and has also made investments in Tanglin Developments Limited, an operational SEZ. He founded Global Technology Ventures Limited in 2000.	143, 5th Cross, 9th Main Raj Mahal Vilas Extension Bangalore 560080	January 20, 2000
Lip Bu Tan Non-Executive Director	Master of Science degree in Nuclear Engineering from the Massachusetts Institute of Technology, Master of Business Administration degree from the University of San Francisco, and Bachelor of Science from Nanyang University in Singapore. He is the founder and Chairman of Walden International, U.S, an international venture capital fund. He has been working in the venture capital industry for the past two decades. He has been responsible for investments and exits involving several companies, primarily in industries relating to communications, semiconductor/components and software. He also serves on the board of the San Francisco Opera. He is a board member of the National Venture Capital Association (NVCA), a member of the VC Advisory Board of Fabless Semiconductor Association (FSA), a member of both the Dean's Advisory Council for the School of Engineering and the Visiting Committee for the Department of Electrical Engineering and Computer Science at the Massachusetts Institute of Technology.	13373, Campus Drive OaklandCA 94619 USA	June 8, 2000
Dr. Albert Hieronimus Independent Director	Diploma in mathematics from University of Cologne, Germany and a doctorate in Business Administration. He is currently the managing director of Motor Industries Company Limited. He has served as a member of the executive board of Bosch Rexroth AG, Germany from 2001 to 2003 and a member of the managing board of Mannesmann Rexroth GmbH, Germany from 1997 to 2001. He began his professional career as an academic assistant at the University of Cologne in the year 1974. He has almost 30 years of experience in the engineering and automotive industry.	289, 38th Cross, 8th Block Jayanagar Bangalore 560 082	October 24, 2006
George Martin Scalise Independent Director	Mechanical engineering degree from Purdue University. He is currently the president of Semiconductor Industry Association, San Jose, CA. Prior to that, he worked with Apple Computer, Inc., CA. from 1996 to 1997 as the Executive Vice President and with National Semiconductor Corporation from 1991 to 1996 as the Executive Vice President and chief administrative officer. He served the US army as a project engineer from 1956 to 1958. He is a member of Council of Advisors to President of USA on science and technology. He is also a member of California Council on Science and Technology Fellows Programme. He has over 30 years of experience in the technology industry.	26055 Newbridge Drive Los Altos Hills CA 94022 USA	October 24, 2006

Name and Designation	Qualification and Experience	Residential Address	Date of Appointment
Mark Alastair Runacres Independent Director	Cambridge graduate. He is currently on sabbatical from the British Diplomatic Service after 25 years of service. This took him to India, France and the U.S and gave him experience in international trade and investment, international security, development, political analysis, strategy and policy formulation, and over a decade working on Indian affairs, most recently as Minister and Deputy High Commissioner from 2002 to 2006. He is a visiting senior fellow at The Energy and Resources Institute, Delhi, holds directorships with G4S Corporate Services (India) Private Limited, D1 Oils India Private Limited, Spring-Sport and Sustainability Limited and, VERpool plc; and acts as an advisor to Futuresense Corporation and the Business and the Community Foundation (India).	100, Friends Colony East New Delhi 110 065	October 24, 2006
Nagarajan Vittal Independent Director	Bachelor of Science (Honours) degree in chemistry from University of Madras. He was Secretary to Government of India in the Department of Electronics (renamed as Ministry of Information Technology) from 1990 to 1996 and was Chairman of the Telecom Commission and Secretary to the Department of Telecommunications from 1993 to 1994. In 1996, he was appointed by the Government of India as Chairman of the Public Enterprises Selection Board where he was involved in improving the public sector undertakings. He was appointed as the Central Vigilance Commissioner in 1998. He has been a columnist for the Economic Times and has authored several books. He was awarded Dataquest IT Man of the Year in 1993 and was the winner of the Lifetime Achievement Award of Dataquest in 2004.	"Sreela", Flat No. 12 No. 22, Gilchrist Ave. Off Harington Road, Chetpet Chennai 600 031	October 24, 2006
Rangarajan Srinivasan Independent Director	Bachelor of Engineering degree in mechanical engineering from the Madras University. He joined Widia India Limited, Bangalore in 1966 as a works engineer and rose to the position of managing director in 1981. He has been a founding member of the Total Quality Management (TQM) division started by the Confederation of Indian Industry in 1987. He is involved with the business excellence initiative of the Confederation of Indian Industry. He has been involved with the IT industry for more than thirty years.	"Dhanya" 126, Nandidurg Road Bangalore 560 046	October 24, 2006

None of the above-mentioned Directors are currently on the Board. In accordance with the SPA, Mr. N. Krishnakumar was appointed on the Board on May 29, 2008, the date which was after a period of 22 (twenty two) days from the date of the PA, as the Acquirer has deposited 100% of the consideration payable under the Offer in escrow in accordance with the second proviso to Regulation 22(7) of the SEBI Takeover Regulations. Mr. N. Krishnakumar will recuse himself and not participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer in terms of Regulation 22(9) of the SEBI Takeover Regulations. The Acquirer proposes to reconstitute the Board upon completion of all Offer formalities.

3.10 Brief audited financial details for the last three financial years are as follows:

(Amount Rupees in Lakhs)

Profit & Loss Statement	**FY 2006**	**FY 2007**	**FY 2008**
Income from operations	44,880	59,035	73,979
Other Income	657	736	2,794
Total Income	45,537	59,771	76,773
Total Expenditure	37,342	48,071	61,440
Profit Before Depreciation, Interest and Tax	8,196	11,700	15,333
Depreciation	2,094	2,444	3,560
Interest	526	300	590
Profit Before Tax	5,575	8,957	11,183
Provision for Tax including deferred tax	155	(49)	854
Profit After Tax	5,421	9,005	10,329

(Amount Rupees in Lakhs)

Balance Sheet Statement	FY 2006	FY 2007	FY 2008
Sources of Funds			
Paid up Share Capital	587	3,775	3,792
Share Application Money	5	2	5
Reserves & Surplus (excluding revaluation reserves)	12,287	39,771	49,516
Net worth	12,879	43,548	53,314
Secured Loans	7,420	2,638	9,189
Unsecured Loans	-	-	-
Total	20,299	46,185	62,503
Uses of Funds			
Net Fixed Assets	3,885	6,993	26,255
Investments	5,376	21,406	13,951
Net Current assets	11,038	17,323	19,257
Deferred Tax Asset	-	464	898
Miscellaneous Expenditure (to the extent not written off or adjusted)	-	-	-
Goodwill			2,141
Total	20,299	46,185	62,503

Other Financial Data	FY 2006	FY 2007	FY 2008
Dividend (%)	-	20%	20%
Earning per Share (Basis) (Rs.)	19.96	28.98	27.45
Earning per Share (Diluted) (Rs.)	17.20	27.70	26.52
Return on Net Worth (%)	41.76%	20.68%	19.38%
Book value per Equity Share (Rs)	43.84	115.35	140.58

3.10.1 MindTree has confirmed that the requirement with respect to adjustments to financial statements, required as per Clause 11 (a) to (e) of Annexure I of the Standard Letter of Offer format of SEBI with respect to the Offer as per the SEBI Takeover Regulations are not applicable and therefore are not relevant.

3.10.2 Reasons for movement in share capital of Acquirer:

Movement from FY 2006 to FY 2007

Particulars	Number of Equity Shares	Paid up Share Capital (Rs.)
Balance as at March 31, 2006	29,362,535	58,725,070
Shares issued under Employee Stock Option Plan and other share issues before consolidation	1,092,685	2,185,370
Shares issued on conversion of warrants into equity shares before consolidation	1,240,017	2,480,034
Total	**31,695,237**	**63,390,474**
Consolidation of the above shares of Rs.2 to Rs.10 each	6,339,047	63,390,470
Issue of bonus shares in 4:1 ratio	25,356,190	253,561,900
Total after Consolidation and Bonus Issue	**31,695,237**	**316,952,370**
Shares issued in Initial Public Offering	5,593,300	55,933,000
Shares issued under Employee Stock Option Plan	464,040	4,640,400
Balance as at March 31, 2007	**37,752,577**	**377,525,770**

Movement from FY 2007 to FY 2008

Particulars	Number of Equity Shares	Paid up Share Capital (Rs.)
Balance as at March 31, 2007	37,752,577	377,525,770
Shares issued under Employee Stock Option Plan and Director Stock Option Plan	167,981	1,679,810
Balance as at March 31, 2008	**37,920,558**	**379,205,580**

3.11 ***Reasons for rise in total income and PAT****:*

FY 2007-08

- Total Income grew by 28.4% over the previous financial year to Rs. 76,773 lakhs.
- Profit After Tax increased by 14.7% over the previous financial year to Rs. 10,329 lakhs.
- Growth in income has been mainly due to increased business from existing clients as well as new customer additions. MindTree added approximately 20 customers in each quarter of 2008-08 and have 206 active customers as at March 31, 2008 of which 41 are Fortune 500 accounts. MindTree has increased capacity in terms of infrastructure and people to meet this growth. This also brought about increase in profits.
- On December 17, 2007, MindTree acquired 100% of the outstanding equity shares of TES PV Electronic Solutions Private Limited, which was subsequently renamed as MindTree Technologies Private Limited ("**MTPL**"). Subsequent to the acquisition, MTPL has become a fully owned subsidiary of MindTree. Consequently, MTPL's revenues for 4 months ended March 31, 2008 of Rs 64.8 million has been included in the revenues of the Group, (consisting of MindTree and MTPL) for the financial year ended March 31, 2008.
- MindTree has had healthy volume and price growth in both IT Services and R&D Services in the financial year ended March 31, 2008. Its main market which is the US contributes approximately 65% of their revenues and Europe and Asia Pacific had strong growth which contributed to overall growth rate of 25.3% over the previous financial year.
- MindTree was able to grow profits and defend margins mainly due to volume and price growth, cost control, operational synergies etc.

FY 2006-07

- Profit After Tax grew to Rs. 9,005 lakhs in the financial year ended March 31, 2007, a 66.1% growth from Rs. 5,421 lakhs in the financial year ended March 31, 2006.
- Revenues increased by 31.5% from Rs. 45,537 lakhs in the financial year ended March 31, 2006 to Rs. 59,771 lakhs in the financial year ended March 31, 2007.
- MindTree exited low margin accounts/businesses including a staff augmentation business inherited through an acquisition. This impacted revenue growth, but helped boost profitability.
- Growth in the IT Services business primarily due to performance in its largest markets in the USA, which grew 29.2%, and Europe, which grew 26.2% over the previous financial year.
- The diversified focus in the R&D Services Business into various verticals had shown results in the financial year ended March 31, 2007 as well as in the financial year ended March 31, 2006.

3*.12* ***Significant accounting policies***

3.12.1 *Basis of preparation of consolidated financial statements*

The consolidated financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006, other pronouncements of the Institute of Chartered Accountants of India (ICAI), the relevant provisions of the Companies Act, 1956, (the 'Act') to the extent applicable and the guidelines issued by SEBI.

3.12.2 *Principles of consolidation*

The consolidated financial statements include the financial statements of MindTree and its subsidiary, MTPL (collectively, the "**Group**"). The financial statements of the parent company and its majority owned/controlled subsidiary have been combined on a line by line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating all inter-company balances/transactions and resulting unrealised gain/loss.

The consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

3.12.3 *Use of estimates*

The preparation of consolidated financial statements in conformity with the generally accepted accounting principles in

India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the consolidated financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

3.12.4 *Fixed assets*

Fixed assets are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less accumulated depreciation. Borrowing costs directly attributable to acquisition or construction of those fixed assets, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.

Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired on or after April 1, 2001 are capitalised at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date and the cost of the fixed asset not ready for its intended use on such date, are disclosed under capital work-in-progress.

Depreciation is provided on the straight-line method. The rates specified under schedule XIV of the Companies Act, 1956 are considered as the minimum rates. If the management's estimate of the useful life of a fixed asset at the time of the acquisition of the asset or of the remaining useful life on a subsequent review is shorter than envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life. Pursuant to this policy, the management has estimated the useful life as under:

Asset classification	**Useful life**
Computer systems (including software)	2-3 years
Furniture and fixtures	5 years
Electrical installations	3 years
Office equipment	4 years
Motor vehicles	4 years
Building	30 years

Fixed assets individually costing Rs 5,000 or less are fully depreciated in the period of purchase/installation.

The cost of leasehold land is amortised over the period of the lease. Leasehold improvements are amortised over the lease term or useful life, whichever is lower.

3.12.5 *Investments*

Long-term investments are carried at cost less any other-than-temporary diminution in value, determined on the specific identification basis.

Current investments are carried at the lower of cost (determined on the specific identification basis) and fair value. The comparison of cost and fair value is done separately in respect of each investment.

Profit or loss on sale of investments is determined on the specific identification basis.

3.12.6 *Retirement benefits*

Gratuity is a defined benefit scheme and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. MindTree has an employees' gratuity fund managed by ICICI Prudential Life Insurance Company and SBI Life Insurance Company. The gratuity liability of the Subsidiary is unfunded. Actuarial gains and losses are charged to the profit and loss account.

Leave encashment is a long-term employee benefit and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Group accrues for the expected cost of short-term compensated absences in the period in which the employee renders services.

Contributions payable to the recognised provident fund, which is a defined contribution scheme, are charged to the profit and loss account.

3.12.7 *Revenue recognition*

The Group derives its revenues primarily from software services. Revenue from software development on time-and-material basis is recognised as the related services are rendered. Revenue from fixed price contracts is recognised using the proportionate completion method, which is determined by relating the actual project cost of work performed to date to the estimated total project cost for each contract. Unbilled revenue represents cost and earnings in excess of billings while unearned revenue represents the billing in excess of cost and earnings. Revenues are stated net of discounts and include expenses billed to the customers.

Maintenance revenue is accrued over the period of the contract.

Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

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

Interest income is recognized using the time proportion method, based on the transactional interest rates.

3.12.8 *Foreign exchange transactions*

The Group is exposed to foreign currency transactions including foreign currency revenues and receivables. With a view to minimize the volatility arising from fluctuations in currency rates, the Group enters into foreign exchange forward contracts and other derivative instruments. Additionally, the Group enters into interest rate and currency derivatives to minimize its interest costs.

Foreign exchange transactions are recorded using the exchange rates prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the profit and loss account for the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the profit and loss account. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Forward contracts and other similar instruments (forward exchange contracts) that are not hedges of forecasted transactions are accounted for using the guidance in Accounting Standard ('AS') 11, 'The effects of changes in foreign exchange rates'. For such forward exchange contracts covered by AS 11, based on the nature and purpose of the contract, either the contracts are recorded based on the forward rate/fair value at the reporting date, or based on the spot exchange rate on the reporting date. For contracts recorded at the spot exchange rates, the premium or discount at the inception is amortized as income or expense over the life of the contract.

For forward exchange contracts and other derivatives that are not covered by AS-11, the Group follows the guidance in the Announcement of ICAI dated March 29, 2008 whereby for each category of derivatives, the Group records any net mark-to-market losses. Net mark-to-market gains are not recorded for such derivatives.

3.12.9 *Warranties*

Warranty costs are estimated by the management on the basis of technical evaluation and past experience. Provision is made for estimated liability in respect of warranty costs in the year of recognition of revenue.

3.12.10 *Provision and contingent liabilities*

The Group creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.12.11 *Taxation*

The current income tax charge is determined in accordance with the relevant tax regulations applicable to respective entities within the Group. Deferred tax charge or credit are recognised for the future tax consequences attributable to timing difference that result between the profit offered for income taxes and the profit as per the financial statements. Deferred tax in respect of timing difference which originate during the tax holiday period but reverse after the tax holiday period is recognised in the year in which the timing difference originate. For this purpose the timing differences which originate first are considered to reverse first. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, when there is a brought forward loss or unabsorbed depreciation under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets.

Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realised.

The entities within the Group offset, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

3.12.12 *Fringe benefit tax*

Consequent to the introduction of Fringe Benefit Tax (FBT) effective April 1, 2005, in accordance with the guidance note on accounting for fringe benefits tax issued by the ICAI, the Group has made provision for FBT under income taxes.

The Finance Act, 2007 has introduced Fringe Benefit Tax (FBT) on employee stock options. The Group recovers such FBT from the employees, upon the exercise of the stock options. The FBT liability and related recovery is recorded at the time of exercise of options in the profit and loss account.

3.12.13 *Earnings per share*

In determining earnings per share, the Group considers the net profit after tax and includes the post-tax effect of any extra-ordinary item. The number of equity shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the year. The number of equity shares used in computing diluted earnings per share comprises weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

3.12.14 *Impairment of assets*

The Group assesses at each balance sheet date whether there is any indication that an asset (including goodwill) may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined; if no impairment loss had been recognized. In respect of goodwill, impairment loss will be reversed only when it is caused by specific external events and their effects have been reversed by subsequent external events.

3.12.15 *Employee stock options*

The Group measures the compensation cost relating to employee stock options using the intrinsic value method. The compensation cost is amortized over the vesting period of the option.

3.12.16 *Goodwill*

Goodwill arising on consolidation/acquisition of assets is not amortised. It is tested for impairment on a periodic basis and written off, if found impaired.

3.13 ***Contingent Liabilities***

3.13.1 There were Contingent Liabilities to the tune of Rs. 441 lakhs in the books of MindTree as at March 31, 2008, related to the guarantees given by MindTree's bankers.

3.14 In addition to the above:

3.14.1 MindTree had estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2008 was Rs 1,605 lakhs.

3.14.2 On September 19, 2007, MindTree received a notice from the Honorable High court of Karnataka to appear before it in respect of assessment of income for the Assessment Year 2001-02. The Assessing Officer ("**AO**") has held that interest receipts are not eligible for deduction under Section 10B of the Income Tax Act, 1961 even though they are business income and disallowed the same. Further, the AO also mentioned that losses from export earnings cannot be set off against other income. The AO also rejected the claim of carry forward of business loss and unabsorbed depreciation. The order of the AO was not upheld by ITAT and the AO preferred an appeal with the Honorable High Court of Karnataka against the order of the ITAT. The management of MindTree believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements for the financial year ended March 31, 2008.

3.14.3 On January 2, 2008, MindTree received an assessment order for Assessment Year 2005-06 from the AO with a demand amounting to Rs. 64,79,880/- (Rupees Sixty Four Lakhs Seventy Nine Thousand Eight Hundred Eighty) on account of certain disallowances/adjustments made by the income tax department. A significant portion of this amount arises from the manner of adjustment of brought forward losses in arriving at the taxable profits of MindTree. The management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the financial statements for the financial year ended March 31, 2008. MindTree has filed an appeal against the demand received.

3.15 Other than as described in Paragraphs 3.14.2 and 3.14.3 above, there was no significant litigation pending against MindTree as on the date of PA.

3.16 BSR & Associates, Chartered Accountants, the Statutory Auditors of MindTree, vide their Certificate dated May 15, 2008 have certified that MindTree has complied with the conditions of corporate governance as stipulated in Clause 49 of the listing agreement with the Stock Exchanges, for the financial year ended March 31, 2008.

3.17 The Compliance Officer of MindTree is Usha T.N, Company Secretary, MindTree Limited, 27th Cross, Banashankari 2nd stage, Bangalore 560 070, Ph: +91-80-6706 1000, Fax: +91-80-2671 4000, Email: compliance_officer@mindtree.com.

3.18 Details of merger/demerger/spin off during last 3 years involving MindTree:

3.18.1 On June 4, 2005, MindTree acquired 100% of the equity of Linc Software Services Private Limited, a company incorporated under the Companies Act, 1956, which was subsequently renamed as MindTree Software Services Private Limited. In terms of the scheme of amalgamation approved by the Hon'ble High Court of Karnataka on July 28, 2006, MindTree Software Services Private Limited was amalgamated with MindTree with effect from April 1, 2005.

3.19 Future plans/strategies of MindTree with regard to ASL

3.19.1 MindTree intends to subsequently merge ASL with itself, subject to shareholder and regulatory approvals.

3.19.2 MindTree does not have any plans to make any change to the existing line of business of ASL or to dispose of or otherwise encumber any assets of ASL in the next 24 (twenty four) months except in relation to the intended and except in the ordinary course of business of ASL and except to the extent deemed necessary for the purpose of restructuring and/or rationalization of business, assets, investments, liabilities or otherwise of ASL for commercial reasons, operational efficiencies or otherwise. It will be the responsibility of the board of directors of ASL to take appropriate decisions in these matters as per the requirements of the business. Such steps relating to sale or encumbrance, if any, of any substantial asset of ASL and restructuring as aforesaid will be governed by the applicable provisions of the Companies Act, 1956, and such approvals as may be required under applicable laws at the relevant time including the SEBI Takeover Regulations to the extent applicable.

3.19.3 Save and except as mentioned above, the Acquirer undertakes that it shall not sell, dispose of or otherwise encumber any substantial asset of ASL except with the prior approval of the Equity Shareholders, to the extent such approval is required by applicable laws.

3.19.4 The Acquirer proposes to reconstitute the board of directors of ASL in accordance with the SPA as set forth in Paragraph 2.1.3 above, and the Acquirer will be in control of the management of ASL. The Acquirer proposes to reconstitute the board of directors of ASL upon completion of the Offer formalities.

4. DISCLOSURE WITH REGARD TO CONTINUOUS LISTING

4.1 Aztecsoft Limited made its public issue in November 2000, and entered into listing agreement with the BSE and with the NSE. According to the prevailing Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957, the prevailing guidelines issued by the SEBI and the listing guidelines of the Stock Exchanges at the time when Aztecsoft Limited made its public issue, Aztecsoft Limited was required to issue at least 10% of its post-issue capital to the public as part of the public issue. Accordingly, under Clause 40A(ii) of the current listing agreement with the Stock Exchanges, Aztecsoft Limited has to maintain on a continuous basis, public shareholding of at least 10% of the total number of issued equity shares.

4.2 Pursuant to the Offer, as per the terms of the SPA and the acquisitions of Equity Shares by MindTree after the date of the PA, the public shareholding of the Target Company is not expected to fall to less than 10% of the total issued equity share capital of ASL. The Acquirer does not intend to acquire Equity Shares which may result in the public shareholding of ASL being reduced below the minimum level required as per the listing agreements with BSE and NSE.

4.3 Therefore, pursuant to the successful closure of the Offer, and even assuming full acceptance, pursuant to the acquisition of the Sale Shares and the Equity Shares through the Offer, there will be no violation of Clause 40A of the listing agreement of ASL with BSE and NSE, on which its Equity Shares are presently listed and the Equity Shares of ASL will continue to be listed on BSE and NSE.

5. BACKGROUND OF THE TARGET COMPANY – AZTECSOFT LIMITED

5.1 ASL was incorporated as Aztec Software and Technology Services Private Limited at Bangalore on October 4, 1995, subsequently renamed Aztec Software and Technology Services Limited on June 12, 2000 and subsequently renamed as Aztecsoft Limited on August 25, 2006. The Registered Office of ASL is situated at # 23, III A Cross, 18th Main, 6th Block, Koramangala, Bangalore - 560 095. The corporate office of ASL is situated at Maruthi Chambers, No. 17/9C, 17/4C, Rupena Agrahara, Hosur Road, Bangalore - 560 068.

5.2 ASL is a global software engineering services company with rich software engineering experience, global reach, and an offshore presence. The software engineering specialist provides development and testing services to software product companies in a variety of verticals ranging from new media, retail, banking and financial services and life sciences. ASL provides full life-cycle product engineering, independent testing, professional services, and sustenance engineering services.

5.3 ASL was formed in 1995 as a product company which developed an application server called JPact. Subsequently, the Company transformed itself into an offshore product development company. In 2004, ASL acquired Disha Technologies (India) Private Limited ("**Disha**"), an independent test specialist. Disha's expertise complemented ASL's range of services.

5.4 With effect from June 2, 2005, the name of Disha was changed from Disha Technologies (India) Private Limited to Disha Technologies (India) Limited. Subsequently, its changed its name to Aztec Disha Technologies Limited with effect from March 16, 2006. Disha shifted its Registered Office from the State of Maharashtra to the State of Karnataka vide order dated May 8, 2006 passed by the Company Law Board, Western Region, Mumbai and the same is registered by the Registrar of Companies in Karnataka with effect on October 8, 2006.

5.5 Effective April 1, 2006, Aztec Disha Technologies Limited, which was previously a 100% subsidiary of ASL, was amalgamated with ASL as a going concern pursuant to an order passed by the Honorable High Court of Karnataka, in terms of a scheme of amalgamation.

5.6 ASL's 80+ active customers span four continents (North America, Europe, Australia, and Asia). Most of ASL's engineering strength is located in Bangalore, Pune, and Hyderabad in India.

5.7 Aztecsoft Limited has offices at the following locations:

Registered Office:	**Corporate Office:**
# 23, III A Cross, 18th Main, 6th Block, Koramangala, Bangalore - 560 095 Phone: 91.80.4071 6000 Fax: 91.80.2552 1987	Maruthi Chambers, No. 17/9C, 17/4C, Rupena Agrahara, Hosur Road, Bangalore - 560 068 Phone: 91.80.2573 8005 Fax: 91.80.4110 0587

Pune Office	**Hyderabad Office**
Rajiv Gandhi Infotech & Biotech Park Plot no. 37, Phase 1, MIDC, Hinjewadi Pune 411057 Phone: 91.20.40224203 Fax: 91.20.40224186	6-3-249/5/1, ANR Center, Road no. 1, Banjara Hills Hyderabad - 500 034 Phone: 91.40.30618900 Fax : 91.40.23113089

US Offices	
3211 Scott Blvd, Suite 204 Santa Clara, CA 95054 Phone: 408.748.3500 Fax: 408.748.1800	2375 130th Avenue NE, Suite 101 Bellevue, WA 98005 Phone: 425.867.3900 Fax: 425.861.8151

UK Office	**Australia Office**
4 Warner House, Harrovian Business Village, Bessborough Road, Harrow, London, HA1 3EX United Kingdom Phone: 44.20.88644777 Fax: 44.20.88644333	Level 25, Chifley Tower, Chifley Square, Sydney, NSW 2000 Australia Phone: 612.9238 8059 Fax: 612.9238 8060

5.8 Share capital structure of ASL as of the date of this LOO is as follows:

Paid-up Equity Shares of the Company	**No. of Equity Shares/ Voting Rights**	**% of Equity Shares/ Voting Rights**
Fully paid-up Equity Shares	4,55,26,652	100%
Partly paid-up Equity Shares	Nil	Nil
Total paid-up Equity Shares	4,55,26,652	100%
Total voting rights	4,55,26,652	100%

5.9 Other than the options described in Paragraphs 2.2.4 and 5.10 below there were no instruments convertible into Equity Shares at a future date in the books of ASL as on the date of the PA, i.e, May 5, 2008.

5.10 Voting rights as at the expiration of fifteen (15) days after the closure of the Offer, based on the information currently available, has been calculated on the date of the PA as follows:

	Particulars	No. of Equity Shares
1.	Total Equity Shares outstanding as on the date of PA	4,49,94,267
2.	Add: ESOPs exercised and pending allotment of Equity Shares (application money received)*	7,250
3.	Add: ESOPs which have been vested or will be vested and are eligible to be exercised within fifteen (15) days after the closure of the Offer (approximately August 31, 2008)*	15,30,385
4.	Total Voting Capital (assuming all ESOPs are fully exercised)	4,65,31,902

* Since the date of the PA, the Target Company issued 5,32,385 Equity Shares on May 19, 2008 on exercise of ESOPs. Accordingly, the paid-up capital of the Target Company increased to 4,55,26,652 Equity Shares. There are 10,05,250 ESOPs which have been vested or will be vested and are eligible to be exercised by August 31, 2008 (which is the outside date taken for calculation of fifteen (15) days after the closure of the Offer) since the Total Voting Capital (assuming all ESOPs are fully exercised) is 4,65,31,902 Equity Shares.

5.11 Details of share capital build-up of ASL as on the date of this LOO are as under:

Date of Allotment	No. and % of Shares Issued	Cumulative Paid-Up Capital	Mode of Allotment	Identity of Allotees (Promoters/ Ex-Promoters/ Others)	Status of Compliance
Face Value – Rs 10/ - Per Equity Share From October 4, 1995 to October 18, 1999					
October 4, 1995	600	600	Subscription to Memorandum of Association	Promoter	Complied
August 30,1996	1,005,595	1,006,195	Allotment	Promoters/ Ex-Promoters/ Others	Complied
January 18, 1997	52,779	1,058,974	Allotment	Others	Complied
October 27, 1997	103,209	1162,183	Allotment to Promoter	Promoter	Complied
July 8, 1998	49,088	1,211,271	Allotment to Promoter	Promoter	Complied
January 11, 1999	1,360,030	2,571,301	Allotment to Promoter	Promoter	Complied
October 18, 1999	709,310	3,280,611	Allotment to Promoter	Promoter	Complied
Face Value – Rs 3/- per equity share from here onwards					
May 3, 2000	36,356	10,971,726	Allotment	Others	Complied
May 23, 2000	4,501,334	15,473,060	Allotment	Others	Complied
June 12, 2000	15,473,060	30,946,120	Bonus	Promoters/ Ex-Promoters/ Others	Complied
September 7, 2000	2,949,000	33,895,120	Allotment	Promoters/ Others	Complied
November 11, 2000	6,500,000	40,395,120	IPO	Promoters/ Others	Complied
December 6, 2004	2,707,057	43,102,177	Preferential Allotment	Others	Complied
December 16, 2005	888,690	43,990,867	ESOP	Director/Others	Complied
January 18, 2006	41,197	44,032,064	ESOP	Others	Complied
February 14, 2006	3,173	44,035,237	ESOP	Others	Complied
March 21, 2006	4,563	44,039,800	ESOP	Others	Complied
June 21, 2006	4,742	44,044,542	ESOP	Others	Complied
August 25, 2006	7,600	44,052,142	ESOP	Others	Complied

Date of Allotment	No. and % of Shares Issued	Cumulative Paid-Up Capital	Mode of Allotment	Identity of Allotees (Promoters/ Ex-Promoters/ Others)	Status of Compliance
November 16, 2006	7,230	44,059,372	ESOP	Others	Complied
January 19, 2007	30,600	44,089,972	ESOP	Others	Complied
February 09, 2007	33,886	44,123,858	ESOP	Others	Complied
March 15, 2007	718,025	44,841,883	ESOP	Director/Others	Complied
March 27, 2007	118,300	44,960,183	ESOP	Others	Complied
March 29, 2007	4,555	44,964,738	ESOP	Others	Complied
May 15, 2007	29,529	44,994,267	ESOP	Others	Complied
May 19, 2008	532,385	45,526,652	ESOP	Director/Others	Complied

5.12 Details of change in the shareholding of the promoters of ASL after the public issue of ASL in November 2000 are as follows:

Date of Allotment/ Sale	No. of Equity Shares Issued/ Acquired/ Sold	Cumulative No. of shares held by Promoters	Mode of Acquisition/ Sale	No. of shares outstanding as on the Date of Allotment/ Sale/ Acquisition	% of shares outstanding as on Date of Allotment/ Sale/ Acquisition	Status of compliance with applicable provisions of the Regulations, under the SEBI Act, 1992 and other statutory requirements as applicable
21-Nov-2000	23,258,066	23,258,066	Holding of Promoters Post IPO allotment	40,395,120	57.58%	NA
14-Dec-2001	-242,981	23,015,085	Open Market Sale	40,395,120	56.97%	Complied
11-Sep-2002	-30,000	22,985,085	Open Market Sale	40,395,120	56.90%	Complied
12-Sep-2002	-30,000	22,955,085	Open Market Sale	40,395,120	56.83%	Complied
13-Sep-2002	-20,000	22,935,085	Open Market Sale	40,395,120	56.78%	Complied
9-Dec-2002	-30,000	22,905,085	Open Market Sale	40,395,120	56.70%	Complied
10-Dec-2002	-41,500	22,863,585	Open Market Sale	40,395,120	56.60%	Complied
11-Dec-2002	-60,526	22,803,059	Open Market Sale	40,395,120	56.45%	Complied
29-Nov-2003	-20,000	22,783,059	Open Market Sale	40,395,120	56.40%	Complied
1-Dec-2003	-40,000	22,743,059	Open Market Sale	40,395,120	56.30%	Complied
2-Dec-2003	-17,889	22,725,170	Open Market Sale	40,395,120	56.26%	Complied
3-Dec-2003	-22,111	22,703,059	Open Market Sale	40,395,120	56.20%	Complied
5-Dec-2003	-40,000	22,663,059	Open Market Sale	40,395,120	56.10%	Complied
8-Dec-2003	-7,279	22,655,780	Open Market Sale	40,395,120	56.09%	Complied
9-Dec-2003	-52,721	22,603,059	Open Market Sale	40,395,120	55.95%	Complied
13-Sep-2004	-4,228,993	18,374,066	Off Market Transfer by Promoter (Mr. S. Parthasarathy) to family trust of the Promoter (Chellamma Trust)	40,395,120	45.49%	Complied

Date of Allotment/ Sale	No. of Equity Shares Issued/ Acquired/ Sold	Cumulative No. of shares held by Promoters	Mode of Acquisition/ Sale	No. of shares outstanding as on the Date of Allotment/ Sale/ Acquisition	% of shares outstanding as on Date of Allotment/ Sale/ Acquisition	Status of compliance with applicable provisions of the Regulations, under the SEBI Act, 1992 and other statutory requirements as applicable
10-May-2005	3,322,993	21,697,059	Re-transfer from Chellamma Trust (Person Acting in Concert) to Promoter (Mr. S. Parthasarathy)	43,102,177	50.34%	Complied
6-Jun-2005	-800,000	20,897,059	Open Market Sale	43,102,177	48.48%	Complied
18-Aug-2005	-500,000	20,397,059	Open market Sale	43,102,177	47.32%	Complied
9-Sep-2005	-29,470	20,367,589	Open Market Sale	43,102,177	47.25%	Complied
12-Sep-2005	-25,331	20,342,258	Open Market Sale	43,102,177	47.20%	Complied
13-Sep-2005	-3,870	20,338,388	Open Market Sale	43,102,177	47.19%	Complied
14-Sep-2005	-16,465	20,321,923	Open Market Sale	43,102,177	47.15%	Complied
15-Sep-2005	-87,811	20,234,112	Open Market Sale	43,102,177	46.94%	Complied
29-Nov-2005	-78,000	20,156,112	Open Market Sale	43,102,177	46.76%	Complied
30-Nov-2005	-100,000	20,056,112	Open Market Sale	43,102,177	46.53%	Complied
1-Dec-2005	-100,000	19,956,112	Open Market Sale	43,102,177	46.30%	Complied
5-Dec-2005	-43,000	19,913,112	Open Market Sale	43,102,177	46.20%	Complied
6-Dec-2005	-92,000	19,821,112	Open Market Sale	43,102,177	45.99%	Complied
7-Dec-2005	-24,486	19,796,626	Open Market Sale	43,102,177	45.93%	Complied
8-Dec-2005	-53,932	19,742,694	Open Market Sale	43,102,177	45.80%	Complied
9-Dec-2005	-177,599	19,565,095	Open Market Sale	43,102,177	45.39%	Complied
12-Dec-2005	-170,219	19,394,876	Open Market Sale	43,102,177	45.00%	Complied
14-Dec-2005	-1,000	19,393,876	Open Market Sale	43,102,177	45.00%	Complied
15-Dec-2005	-359,023	19,034,853	Open Market Sale	43,102,177	44.16%	Complied
15-Feb-2006	-2,217	19,032,636	Open Market Sale	44,035,237	43.22%	Complied
15-Feb-2006	-32,140	19,000,496	Open Market Sale	44,035,237	43.15%	Complied
15-Feb-2006	-4,439	18,996,057	Open Market Sale	44,035,237	43.14%	Complied
16-Oct-2006	-1,200,000	17,796,057	Open Market Sale	44,052,142	40.40%	Complied
12-Oct-2006	-45,500	17,750,557	Open Market Sale	44,052,142	40.29%	Complied
12-Oct-2006	-65,000	17,685,557	Open Market Sale	44,052,142	40.15%	Complied
13-Oct-2006	-6,305	17,679,252	Open Market Sale	44,052,142	40.13%	Complied
16-Oct-2006	-170,695	17,508,557	Open Market Sale	44,052,142	39.75%	Complied
16-Oct-2006	-162,500	17,346,057	Open Market Sale	44,052,142	39.38%	Complied
26-Dec-2006	-17,000	17,329,057	Open Market Sale	44,059,372	39.33%	Complied

Date of Allotment/Sale	No. of Equity Shares Issued/ Acquired/ Sold	Cumulative No. of shares held by Promoters	Mode of Acquisition/ Sale	No. of shares outstanding as on the Date of Allotment/ Sale/ Acquisition	% of shares outstanding as on Date of Allotment/ Sale	Status of compliance with applicable provisions of the Regulations, under the SEBI Act, 1992 and other statutory requirements as applicable
8-Feb-2007	-2,155	17,326,902	Open Market Sale	44,089,972	39.30%	Complied
8-Feb-2007	-31,911	17,294,991	Open Market Sale	44,089,972	39.23%	Complied
9-Feb-2007	-16,000	17,278,991	Open Market Sale	44,123,858	39.16%	Complied
9-Feb-2007	-10,000	17,268,991	Open Market Sale	44,123,858	39.14%	Complied
15-Feb-2007	-1,189	17,267,802	Open Market Sale	44,123,858	39.13%	Complied
26-Feb-2007	-10,528	17,257,274	Open Market Sale	44,123,858	39.11%	Complied
19-Mar-2007	-13,000	17,244,274	Open Market Sale	44,841,883	38.46%	Complied
19-Mar-2007	-12,000	17,232,274	Open Market Sale	44,841,883	38.43%	Complied
20-Mar-2007	-7,556	17,224,718	Open Market Sale	44,841,883	38.41%	Complied
20-Mar-2007	-1,444	17,223,274	Open Market Sale	44,841,883	38.41%	Complied
23-Mar-2007	-125,000	17,098,274	Open Market Sale	44,841,883	38.13%	Complied
28-Mar-2007	-80,000	17,018,274	Open Market Sale	44,960,183	37.85%	Complied
29-Mar-2007	-44,000	16,974,274	Open Market Sale	44,964,738	37.75%	Complied
4-Apr-2007	-12,208	16,962,066	Open Market Sale	44,964,738	37.72%	Complied
9-Apr-2007	-12,000	16,950,066	Open Market Sale	44,964,738	37.70%	Complied
10-Apr-2007	-22,000	16,928,066	Open Market Sale	44,964,738	37.65%	Complied
11-Apr-2007	-65,000	16,863,066	Open Market Sale	44,964,738	37.50%	Complied
16-Apr-2007	-16,000	16,847,066	Open Market Sale	44,964,738	37.47%	Complied
30-Apr-2007	-11,500	16,835,566	Open Market Sale	44,964,738	37.44%	Complied
6-May-2008	-1,588,271	15,247,295	Open Market Sale	44,994,267	33.89%	Complied

5.13 Compliance of SEBI Takeover Regulations

5.13.1 The promoters of ASL have complied with the applicable provisions of Chapter II of the SEBI Takeover Regulations.

5.13.2 ASL has complied with the provisions of Chapter II of SEBI Takeover Regulations.

5.13.3 Based on the information received from ASL, ASL has been in compliance with the listing requirements of the BSE and NSE, and no punitive actions (including suspension) have been initiated by any of the aforementioned stock exchanges against ASL.

5.14 The composition of the Board of Directors as on the date of the PA was as under:

Name and Designation	Appointment Date	Qualification and Experience	Residential Address
Dr. Kilaiyur Balakrishnan Chandrasekhar Chairman	December 23, 1998	Bachelor's degree in engineering from Anna University. Honrary Doctorate from Anna University. He co-founded and is Chairman of e4e Inc., a global technology holding company and full-service operating enterprise. In addition to his leadership role in e4e, He is also the co-founder, CEO,and Chairman of Jamcracker, Inc., an on-demand software company. He helped set up the AU-KBC Research Centre (Anna University - K.B.Chandrasekhar Research Centre) in 1999 at the Madras Institute of Technology(MIT) campus of Anna University, as a collaborative venture between Anna University, Chennai (Madras), and the K.B.Chandrasekhar Family Foundation. In 1994, he founded Exodus Communications. In 1999 Chandra was honored as the Ernst & Young Northern California Entrepreneur of the Year. He started his first entrepreneurial venture in 1992 with Fouress, Inc., a network software design and development firm. Its clients included Sun Microsystems, Adaptec, Toshiba and Lockheed. In 1990, he moved to the United States as country manager for Rolta India Ltd., where he was responsible for business development, marketing, and software consulting services for software developers and end users. He has overall 24 years of experience in the IT industry	21591, Regnart Road, Cupertino CA 95014, USA
Mr. Venkatasubramanian Chandrasekaran, Managing Director	January 23, 2004	Graduate from I.I.T. Madras He has 23 years of experience in the IT services Industry. He was the President of Wipro technologies (Enterprise division) during 1992-1999. He worked on the public issue of Mascot systems Ltd. He also worked as General Manager Customer Service in Modi - Xerox (1985-1989) where was responsible for their national support. He was the recipient of the prestigious Golden Peacock award for Quality, Service sector (1995) and the champion of the WASE program of WIPRO etc.	1422, HSR Layout, Sector 1, 20th Main, Bangalore 560 034
Mr. V R Govindarajan* Director	April 10, 2003	Bachelor's degree in computer science from the Indian Institute of Science and a Master's Degree in Computer Science from the University of Massachusetts at Amherst. He has more than 15 years of experience in the software industry in the United States and in India and is highly experienced in the field of database systems design and development. While on an assignment with the IBM Almaden Research Center, he helped to develop a	101, 7th Main, Avalahalli, Banashankari 3rd Stage, BDA Layout, Bangalore 560 085

Name and Designation	Appointment Date	Qualification and Experience	Residential Address
		transparent, tight integration of a DBMS with external object servers, a widely acclaimed, patent-pending technology that enables the building of enterprise Internet applications with access to legacy data. Prior to that he was with Tata-IBM in Bangalore, India. He started his career and became a key member of a distributed database product development group at Digital Equipment Corporation (USA).	
Mr. Sunil Gulati Director	January 20, 2000	B.Tech in Electronics from the Indian Institute of Technology, Delhi and an MBA from the Indian Institute of Management, Ahmedabad He was the Managing Director & Head of Investment Banking - India for ING Barings & COO of GE Capital. He has over 17 years of experience in the investment banking industry including 12 years with Bank of America both in India and overseas. With Bank of America, he headed their investment banking efforts in India since 1997. Prior to that, he was based in Hong Kong for over five years with responsibilities for the bank's investment banking activities in north Asia. He also handled strategy and corporate M&A exercises for the bank throughout the Asia-Pacific region, including the divestment of the bank's subsidiaries and branches in Malaysia, Thailand and Australia. He has also worked with Standard Chartered Merchant Bank and with the management consultancy division of A. F. Ferguson & Co. in India.	LGG, 131, Laburnum, Sushant Lok, Sector 28, Gurgoan, 122 002
Mr. Somshankar Das Director	May 3, 2000	Degree in science, physics and mathematics from Calcutta University and an MBA from Stanford University He is the co-founder, President and CEO of e4e Inc., a technology financing and holding company focused on building a portfolio of Internet technology-based infrastructure companies, which provide outsourced services to corporate customers in the New Economy. He is currently a Director on the Board of WebEx. Prior to co-founding e4e, He was a General Partner at the Walden International Investment Group (WIIG), an international venture capital firm with operations in USA and Asia. In that capacity, he co-founded WIIG operations in India, where he specialized in the semiconductor, software, IT service and Internet infrastructure industries. Prior to joining WIIG, he was the Director for Worldwide Business Development at VLSI Technology, and has over 12 years of management experience in the US semiconductor industry. Previously, he was an officer of the Indian Administrative Service for over 11 years. As Director for Industries in Mumbai, he promoted inward investments and facilitated the implementation of industrial projects in Maharashtra State.	1864, Fallen Leaf Lane,Los Altos,CA 94024, USA

Name and Designation	Appointment Date	Qualification and Experience	Residential Address
Mr. A V Sridhar Director	August 29, 2003	Bachelor's degree in engineering. He has more than two decades of experience in the technology industry, both as a professional and as an entrepreneur. He is currently the President and CEO of Tufan Inc., which offers a web-based collaborative platform for software development community. He was earlier the co-founder and Chairman of the Board of DigitÃ© Inc. Prior to DigitÃ©, he founded Neta Inc, a data mining technology company which he successfully integrated with Infoseek/Disney. As part of the initial founding team, he spent 16 years at Wipro. He has served as President of Wipro with responsibilities spanning distribution, systems integration, software services and eCommerce. At Wipro, he established partnerships with Sun Microsystems, Cisco, Cadence, Adobe, AutoDesk and TIBCO.	117, Macdowell Terrace, Sunnyvale, CA 94087, USA

* *Mr. V R Govindrajan, Director of the Company resigned from the Board of Directors of Aztecsoft Limited with effect from May 29, 2008.*

Mr. N. Krishnakumar, Mr. S. R. Gopalan and Mr. Satish Menon were appointed as Directors at the meeting of the Board of ASL held on May 29, 2008. Mr. N. Krishnakumar is a nominee of MindTree, while Mr. S. R. Gopalan and Mr. Satish Menon are independent Directors.

Name and Designation	Appointment Date	Qualification and Experience	Residential Address
Mr. N. Krishnakumar Director	May 29, 2008	N. Krishnakumar is the Chief Executive Officer (CEO) of MindTree. In this capacity, he has the overall responsibility of both the IT Services and the R&D Services businesses of the organization. Until recently, N. Krishnakumar served as President & CEO – IT Services for MindTree. One of co- founders of MindTree, N. Krishnakumar is responsible for taking the company's businesses to a global leadership position. Prior to co-founding MindTree, N. Krishnakumar was Chief Executive of the Electronic Commerce & Financial Solutions Division at Wipro, and held several other key positions in the same organization from 1982 until 1999. Prior to that he was Group Vice President of human resources. N. Krishnakumar has been elected to the Executive Council of NASSCOM for three consecutive terms and works towards strengthening India's position in IT through key strategic global initiatives. At NASSCOM, he also chairs the 'Emerging Companies' Forum, helping the Indian IT Industry build a globally competitive ecosystem comprising both large and emerging companies. N. Krishnakumar is also an active member of professional industry organizations such as the Manufacturer's Association for Information Technology and the Confederation of Indian	No O-74, Diamond District, Airport Road, Bangalore 560 008

Name and Designation	Appointment Date	Qualification and Experience	Residential Address
		Industry. N. Krishnakumar earned a Bachelor's degree in Mechanical Engineering from the College of Engineering, Madras, India, and a Master's in Business Administration majoring in marketing and systems from the Xavier Institute, Jamshedpur, India.	
Mr. S.R. Gopalan Director	May 29, 2008	S.R. Gopalan, is the founder and CEO of Dawn Consulting (www.dawnconsulting.com), a firm that provides Financial Strategy and Implementation support to enterprises in the stage of formation or transformation. Gopalan is also the Founder-Chairman of Bizworth India Private Limited (www.bizworth.net), a company focused on assessment, valuation and management of intangible assets of organizations. Gopalan is a Chartered Accountant and All-India Gold - Medalist Cost Accountant. He founded Dawn Consulting in 1999, after a successful corporate career spanning 23 years in Finance and General Management. Most recently he was President of Wipro Finance and a member of Wipro's Corporate Executive Council. Prior to that he was Vice President of Finance and Planning at Wipro Infotech. Before joining Wipro, he worked with Union Carbide in senior positions.	No 3, Olleff Road, Langford Town, Bangalore 560 025
Mr. Satish Menon, Director	May 29, 2008	Satish Menon, who has an industry experience of about 25 years in the aggregate, was, until July 2003, the Corporate Vice President Legal and Company Secretary of Wipro Limited. Satish, as the Chief Legal Officer of Wipro Corporation for a period of 18 years, was one of its strategic leaders who was part of Wipro's top management team. Satish has, since August 2003, set up an independent legal practice at Bangalore and regularly advises large and medium corporate transactions relating to mergers, acquisitions, joint ventures and restructuring, private equity and venture capital investments both in India and overseas. Satish, who is a Bachelor of Commerce from the University of Bombay as well as a Fellow Member of the Institute of Company Secretaries of India, is also an Independent Director on the Board of Mindteck India Limited, a listed company. Satish is also a visiting guest faculty at the PES School of Engineering under the Visvesvaraya Technological University.	No 4A, Oxford Greens, 13, DA Costa layout, 1st Cross, Cooke Town, Bangalore 560 084

Mr. N. Krishnakumar, who is nominated by the Acquirer on the Board of ASL will recuse himself and not participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer in terms of Regulation 22(9) of the SEBI Takeover Regulations.

Brief audited financial details of ASL for the last 3 years:

(Rs. In Lakhs)

Profit & Loss Statement	FY 2006	FY 2007	FY 2008
Income from operations	19,823	26,099	25,310
Other Income	88	362	399
Total Income	**19,911**	**26,461**	**25,710**
Total Expenditure	**15,104**	**20,979**	**22,397**
Profit Before Depreciation, Interest and Tax	**4,807**	**5,482**	**3,313**
Depreciation	984	1,136	1,360
Interest	1	-	-
Profit Before Tax & Non Recurring Item	**3,822**	**4,346**	**1,952**
Provision for Tax	135	485	214
Profit After Tax	**3,687**	**3,861**	**1,738**

Balance Sheet Statement	FY 2006	FY 2007	FY 2008
Sources of Funds			
Paid up Share Capital	1,321	1,350	1,354
Reserves & Surplus (excluding revaluation reserves)	14,719	14,774	16,371
Net worth	16,040	16,124	17,725
Secured Loans	6	3	-
Unsecured Loans	-	-	-
Total	**16,046**	**16,127**	**17,725**
Uses of Funds			
Net Fixed Assets	6,785	4,480	5,565
Investments	3,572	4,581	5,311
Net Current assets	5,689	7,066	6,849
Miscellaneous Expenditure (to the extent not written off or adjusted)	-	-	-
Total	**16,046**	**16,127**	**17,725**

Other Financial Data	FY 2006	FY 2007	FY 2008
Dividend (%)	20%	30%	10%
Earning Per Share (Basic) (EPS)	9.27	9.37	4.06
Return on Networth (RONW) (%)	26%	24%	10%
Book Value Per Share (BV)	36.43	35.87	39.39

5.15 Reasons for increase/decrease in Total Income and PAT in the relevant period:

FY 2007-08

- Total Income reduced by 2.8% from Rs. 26,461 lakhs in the financial year ended March 31, 2007 to 25,710 lakhs in the financial year ended March 31, 2008
- Profit After Tax reduced from Rs. 3,861 lakhs in the financial year ended March 31, 2007 to Rs. 1,738 lakhs in the financial year ended March 31, 2008

- ASL's revenue and profits for the year were impacted by:
  - Drastic change in the United States Dollar/Indian Rupee exchange rates
  - Transfer of Offshore Development Center to Dendrite International Inc., pursuant to a build operate and transfer agreement entered into on November 18, 2003, in the fourth quarter of the financial year ended March 31, 2007 and the consequent loss of business in the financial year ended March 31, 2008

FY 2006-07

- Total Income for the financial year ended March 31, 2007 grew over 32% over Rs. 19,911 lakhs in the financial year ended March 31, 2006.
- Profit After Tax grew by 5% to Rs. 3,861 lakhs, up from Rs. 3,687 lakhs in the financial year ended March 31, 2006
- Revenue growth in the financial year ended March 31, 2007 was fueled by growth from existing clients as well as new business acquisitions. ASL had more than 80% of its revenues coming from repeat business
- ASL's increased offshore focus, human capital and infrastructure growth contributed to improved profits.

5.16 Shareholding pattern as on June 6, 2008, and after the Offer (assuming full acceptances):

	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)**	**Shares/voting rights acquired in the open market post the date of the PA**	**Fully diluted Share holding/voting rights after the completion of "transactions" & offer**
		A	**B**	**C**	**D**	**A+B+C+D=E**
(1)	**Promoter**					
	a. Parties to the Promoter Share Purchase Agreement	1,46,55,280 (32.19%)	-	-	-	-
	b. Promoters other than (a) above	5,92,015 (1.30%)	-	-	-	This will depend on the response from and by each of the Promoters and Promoter Group..
	c. Promoter Group	32,500 (0.07%)	-	-	-	
	Total 1 (a+b)	1,52,79,795 (33.56%)	-	-	-	-
(2)	**Acquirer**	0 (0.00%)	1,46,55,280 (32.19%)	93,06,381 (20.00%)	1,36,83,000 (30.05%)*	3,76,44,661 (82.24%)**
(3)	**Public**					This will depend on the response from and within each category of (3)
	a. FIs/MFs/Banks/ FIIs/SFIs***	1,051,200 (2.31%)	-	-	-	
	b. Others	2,91,95,657 (64.13%)	-	-	-	
	Total (3) (a+b)	3,02,46,857** (66.44%)	-	-	-	
	GRAND TOTAL (1+2+3)	4,55,26,652 (100.00%)	-	-	-	4,55,26,652 (100.00%)

* Since June 6, 2008, Acquirer has acquired 2,43,076 Equity Shares from open market (for details see paragraph 2.2.10 of this Letter of Offer). Accordingly, as on the date of the Letter of Offer, Acquirer is holding 1,39,26,076 Equity Shares aggregating to 30.59% of the paid-up capital of Target Company.

** 20% is based on computation given under paragraph 5.10 of this LOO

***	Public Shareholder Category	No. of Equity Shares Held	Percentage (%)
	Mutual Funds/UTI		
1	Nil	Nil	Nil
	Financial Institutions/Banks		
1	Punjab National Bank	1,08,283	0.24%
	Foreign Institutional Investors		
1	India Diversified (Mauritius) Limited	491,369	1.08%
2	Dimensional Emerging Markets Value Fund Inc	154,842	0.34%
3	The Emerging Markets Small Cap Series	76,802	0.17%
4	Emerging Markets Core Equity Portfolio	30,303	0.07%
5	John Hancock Funds Ii A/C John Hancock Funds	22,751	0.05%
6	John Hancock Trust A/C John Hancock Trust Emerging	22,751	0.05%
7	Emerging Markets Targeted Value Fund Of The Dimension	11,000	0.02%
8	Emerging Markets Value Fund Of Dimensional Funds	8,472	0.02%
9	City Of New York Group Trust	7,163	0.02%
10	Citigroup Global Markets Mauritius Private Limited	1,171	0.00%
11	Taib Securities Mauritius Limited	1,000	0.00%
12	BSMA Limited	1,15,293	0.25%

5.17 As on May 30, 2008, i.e., the Specified Date, there were 19,971 Equity Shareholders of ASL. All owners (registered or unregistered) of Equity Shares of ASL, except the parties to SPA namely (i) the Acquirer and (ii) the Seller, anytime before closure of the Offer, are eligible to participate in the Offer.

5.18 G. Shankar Prasad, practicing company secretary, vide certificate dated May 9, 2007 has certified that ASL has complied with the conditions of corporate governance as stipulated in Clause 49 of the listing agreement with the Stock Exchanges for the financial year ended March 31, 2007.

5.19 The Compliance Officer of ASL is Rajesh. S. Narang, Head Legal & Company Secretary, Aztecsoft Limited, Maruthi Chambers, 17/9C, 17/4C, Rupena Agrahara, Hosur Road, Bangalore - 560 068 E-mail: rajeshs@aztecsoft.com, Phone: +91-80-2573 8005 Extn. 3185 Fax: +91-80-4110 0587.

5.20 Pending litigations against ASL as on May 16, 2008 are as follows:

5.20.1 ASL has received orders under Section 143(3) of the Income-tax Act 1961 for the financial year 2001-02, 2002-03 and 2003-04 wherein demand of Rs. 9.15 crores, Rs. 4.93 crores and Rs. 6.08 crores respectively has been raised against ASL. These demands have arisen mainly on account of transfer pricing adjustments made in the order. ASL has not accepted these orders and has been advised by its legal counsel/advisors to prefer appeals before the Commissioner of Income Tax (Appeals). ASL had received a favourable order from the Commissioner of Income Tax (Appeals) for the year 2001-02 where in the Commissioner of Income Tax (Appeals) has accepted ASL's contentions and quashed the demand raised. The Income Tax department had appealed against the above mentioned order with Income Tax Appellate Tribunal. Income Tax Appellate Tribunal, during the current year has passed on order setting aside both the Order of the Commissioner of Income Tax (Appeals) as well as of the Assessing Officer and has remanded the matter back to the assessment officer for re-assessment. ASL has preferred an appeal with the High Court of Karnataka against the order of the Income Tax Appellate Tribunal. ASL has appealed against the demands received for 2002-03 and 2003-04 to the Commissioner of Income Tax (Appeals) where the matter is pending conclusion. Based on favourable order received by the Company for the financial year 2001-02 and an evaluation of the facts and circumstances, no provision has been made against the above orders in the financial statements of ASL as at and for the year ended March 31, 2008.

5.20.2 ASL has received show cause notices from the office of the Additional Director General of Central Excise, Intelligence, Bangalore Zonal Unit regarding service tax leviable on import of services and software development services for domestic customers aggregating to Rs. 3.56 crores. ASL has not accepted the show cause notice allegations and is in the process of finalising its response to the notices after consulting its legal counsel/advisors. Based on the advice of the legal counsel, the management believes that ASL has a good case. Accordingly, no provision has been recorded in the financial statements as at March 31, 2008.

5.21 4,55,26,652 Equity Shares, being the total number of fully paid-up Equity Shares of the Target Company, are listed on the BSE and the NSE.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of ASL are presently listed and traded on the BSE and the NSE. Further, there are no partly paid up Equity Shares in the books of ASL.

6.1.2 During the six calendar months prior to the PA, the Equity Shares were traded on the BSE and the NSE. Details of trading during this period were as follows:

Stock Exchange	Total Shares traded	Total No. of listed Shares	Annualized trading turnover as a % of total number of listed Shares
BSE	1,48,09,945	4,49,94,267	65.8%
NSE	3,07,76,735	4,49,94,267	136.8%

Source: www.bseindia.com and www.nseindia.com

6.1.3 As the annualized trading turnover is more than 5% (five per cent) of the total number of listed Equity Shares on BSE and the NSE, the Equity Shares were deemed to be frequently traded on BSE and NSE within the meaning of the Explanation (i) of Regulation 20(5) of the SEBI Takeover Regulations. Based on the above, the Equity Shares of ASL are most frequently traded on the NSE.

6.1.4 Consequently, the minimum offer price to be computed for this Offer would be governed by Regulation 20(4) of the SEBI Takeover Regulations as per the following applicable parameters:

(a)	Negotiated price	Rs. 80/- (Rupees Eighty) per Equity Share
(b)	Highest price paid by the Acquirer for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the twenty six week period prior to the date of the PA	Not applicable
(d)	Highest price paid by the Acquirer for the acquisition of the Equity Shares after the date of the PA	Rs. 80/- (Rupees Eighty only) per Equity Share
(e)	Average of weekly high and low of the closing prices of ASL for the 26 weeks period ended on May 2, 2008 i.e., the date preceding the PA, on the stock exchange, where the Equity Shares are most frequently traded i.e., NSE	Rs. 66.94 (Rupees Sixty Six and Paise Ninety Four Only) per Equity Share
(f)	Average of daily high and low prices of ASL for the 2 weeks period ended on May 2, 2008 i.e., the date preceding the PA, on the stock exchange, where the Equity Shares are most frequently traded i.e., NSE	Rs. 76.38 (Rupees Seventy Six and Paise Thirty Eight Only) per share.

6.1.5 Average of the weekly high and low of the closing prices and volume data on the NSE, where the Equity Shares are most frequently traded, for the twenty six weeks period ended May 2, 2008 i.e., date preceding the date of the PA:

WkNo	Week Ending	Weekly High (Rs.)	Weekly Low (Rs.)	Weekly Average (Rs.)	Weekly Volume Traded
1	May 2, 2008	78.40	76.05	77.23	37,55,030
2	April 25, 2008	76.05	71.60	73.83	41,22,807
3	April 18, 2008	73.50	66.25	69.88	11,52,121
4	April 11, 2008	66.85	55.60	61.23	7,27,036
5	April 4, 2008	55.30	53.65	54.48	2,77,672
6	March 28, 2008	58.00	56.70	57.35	2,80,449
7	March 21, 2008	67.80	65.60	66.70	20,45,121
8	March 14, 2008	68.85	64.30	66.58	3,50,735
9	March 7, 2008	76.90	65.95	71.43	1,66,616
10	February 29, 2008	79.75	76.60	78.18	2,78,470
11	February 22, 2008	74.20	72.65	73.43	7,23,598
12	February 15, 2008	75.20	66.85	71.03	3,22,504
13	February 8, 2008	73.00	63.50	68.25	9,51,455

WkNo	Week Ending	Weekly High (Rs.)	Weekly Low (Rs.)	Weekly Average (Rs.)	Weekly Volume Traded
14	February 1, 2008	65.75	60.65	63.20	3,55,124
15	January 25, 2008	65.90	55.95	60.93	4,35,316
16	January 18, 2008	78.65	72.45	75.55	5,53,940
17	January 11, 2008	95.20	77.50	86.35	18,97,228
18	January 4, 2008	90.45	79.65	85.05	21.03,768
19	December 28, 2007	79.65	77.40	78.53	11,81,754
20	December 21, 2007	77.90	68.25	73.08	16,31,435
21	December 14, 2007	71.75	68.45	70.10	21,97,761
22	December 7, 2007	70.80	50.05	60.43	31,49,550
23	November 30, 2007	51.40	49.55	50.48	8,61,159
24	November 23, 2007	50.75	48.00	49.38	4,86,437
25	November 16, 2007	49.45	48.00	48.73	3,26,235
26	November 9, 2007	50.10	48.15	49.13	3,25,672
	Average			**66.94**	

Source: www.nseindia.com

6.1.6 Average of daily high and low prices on the NSE for the two weeks period up to May 2, 2008 i.e., date preceding the date of the PA:

Dates	Daily High (Rs.)	Daily Low (Rs.)	Daily Average (Rs.)	Volume
May 2, 2008	84.00	75.05	79.53	21,54,846
May 1, 2008	NA	NA	NA	NA
April 30, 2008	82.00	76.00	79.00	5,42,341
April 29, 2008	78.00	76.00	77.00	5,59,912
April 28, 2008	77.50	75.25	76.38	4,97,931
April 27, 2008	NA	NA	NA	NA
April 26, 2008	NA	NA	NA	NA
April 25, 2008	78.00	73.20	75.60	12,89,993
April 24, 2008	78.40	73.10	75.75	3,41,992
April 23, 2008	85.00	72.95	78.98	21,02,740
April 22, 2008	74.25	70.60	72.43	2,76,896
April 21, 2008	75.00	70.45	72.73	1,11,186
April 20, 2008	NA	NA	NA	NA
April 19, 2008	NA	NA	NA	NA
Average			**76.38**	

Source: www.nseindia.com

6.1.7 The Acquirer has not paid any other monetary consideration, other than the Purchase Consideration, whether by way of any non-compete fee or otherwise, for acquisition of the Sale Shares.

6.1.8 The Offer Price of Rs. 80/- (Rupees Eighty only) per share is therefore justified in terms of Regulation 20(4) of the SEBI Takeover Regulations, applicable for companies whose shares are frequently traded, in view of this price being the highest price on the basis of the above parameters.

6.1.9 The Acquirer is permitted to revise this Offer upward up to 7 (seven) working days prior to the date of closure of the Offer, i.e., till Monday, July 7, 2008. In the event of such revision, an announcement will be made in the same newspapers where the PA has appeared and the revised offer price would be paid for all the Equity Shares tendered anytime during the Offer.

6.1.10 Based on the above, (a) the Manager to the Offer and (b) the Acquirer are of the opinion that the Offer Price of Rs. 80/- (Rupees Eighty only) per equity share is justified.

6.1.11 It will be ensured that the Offer Price is higher than the highest price paid by the Acquirer for any acquisition of Equity Shares of ASL, if any, from the date of PA i.e., May 5, 2008 up to 7 (seven) working days prior to the closure of the Offer i.e., up to Monday, July 7, 2008. Till date, the highest price paid for acquiring the Equity Shares in the open market purchases, from the date of the PA, described in Paragraph 2.2.10 above is Rs. 80/- (Rupees Eighty only) per share.

6.2 ***Financial Arrangements***

6.2.1 The maximum purchase consideration payable by the Acquirer assuming full acceptance of this Offer would be Rs. 74,45,10,480/- (Rupees Seventy Four Crores Forty Five Lakhs Ten Thousand Four Hundred Eighty only) for acquisition of 93,06,381 Equity Shares at the offer price of Rs. 80/- (Rupees Eighty only) per Equity Share.

6.2.2 The Acquirer proposes to finance the Offer through its current cash balances and liquid financial investments. No borrowings from banks/financial institutions/foreign sources or otherwise is envisaged.

6.2.3 The Acquirer has created an escrow account with The Hongkong and Shanghai Banking Corporation Limited, in their capacity as the escrow banker, under the name and style of "MindTree – Aztecsoft Open Offer Escrow Account" in accordance with the provisions of Regulation 28 of the SEBI Takeover Regulations (the "**Open Offer Escrow Account**") in terms of an escrow agreement dated May 2, 2008 entered into between the Acquirer, the Manager to the Offer and The Hongkong and Shanghai Banking Corporation Limited.

6.2.4 The Acquirer has deposited an amount of Rs. 18,61,27,620/- (Rupees Eighteen Crores Sixty One Lakhs Twenty Seven Thousand Six Hundred Twenty only), representing 25% (twenty five percent) of the total consideration payable to the Equity Shareholders, assuming full acceptance of the Offer, in the Open Offer Escrow Account on May 3, 2008. On May 28, 2008, the Acquirer has deposited an additional amount of Rs. 55,83,82,860 (Rupees Fifty Five Crores Eighty Three Lakhs Eighty Two Thousand Eight Hundred Sixty) in the Open Offer Escrow Account. The total amount to the credit of the Open Offer Escrow Account is Rs. 74,45,10,480 (Rupees Seventy Four Crores Forty Five Lakhs Ten Thousand Four Hundred Eighty), which represents 100% of the consideration payable by the Acquirer under the Offer, assuming full acceptance of the Offer. The Acquirer has empowered the Manager to the Offer to realize the value of the Escrow Account in terms of Regulation 28 of the SEBI Takeover Regulations. In case of revision in the Offer Price, the Acquirer would increase the value of the Escrow Account to ensure compliance with the SEBI Takeover Regulations.

6.2.5 The Acquirer has confirmed that the Escrow Account will be utilized exclusively for the purpose of the Offer.

6.2.6 BSR & Associates, Chartered Accountants (Rajesh Arora, membership No. 076124), Maruthi Info-Tech Centre, 11-12/1 East Wing, II Floor, Koramangala Inner Ring Road, Bangalore – 560 071, statutory auditors of the Acquirer, have certified in their letter dated May 2, 2008 that the Acquirer has sufficient financial resources in the form of bank balances and current investments to meet the financial requirements of the proposed Offer.

6.2.7 The Manager to the Offer is satisfied that firm arrangements for financial resources required to implement the Offer i.e., funds and money for payment through verifiable means are in place to fulfill the obligations of the Acquirer under the Offer and is satisfied that the Acquirer has adequate resources to meet the financial requirements of the Offer and ability to implement the Offer in accordance with the SEBI Takeover Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 The Offer is being made by the Acquirer to all (i) Equity Shareholders, whose names appeared in the Register of Members on Friday, May 30, 2008, i.e., Specified Date (ii) beneficial owners of the Equity Shares of ASL whose names appeared as beneficiaries on the records of the respective Depositories, at the close of business hours on Friday May 30, 2008, i.e., Specified Date and (iii) to those persons who acquire Equity Shares of ASL any time prior to the date of the closure of the Offer i.e., Wednesday, July 16, 2008, but who are not the registered Equity Shareholders, except the parties to SPA namely (i) the Acquirer and (ii) the Seller.

7.2 The Offer is not subject to any minimum level of acceptance and the Acquirer will be obliged to acquire up to a maximum of 93,06,381 Equity Shares of ASL that are tendered in the valid form in terms of this Offer subject to the terms and conditions mentioned in the PA and this LOO. The Equity Shares that would be tendered in the valid form in terms of this Offer will be transferred in favour of the Acquirer upon the closure of the Offer.

7.3 The Offer will open on Friday, June 27, 2008 and close on Wednesday, July 16, 2008.

7.4 The Equity Shareholders who have accepted the Offer by tendering the requisite documents in terms of the PA/LOO can withdraw the same up to 3 (three) working days prior to the date of the closure of the Offer i.e., on or up to Friday, July 11, 2008.

7.5 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgment constitute an integral part of the terms of this Offer.

7.6 Each shareholder of ASL to whom this Offer is being made is free to offer his shareholding in ASL in whole or in part while accepting the Offer. However, (i) the Acquirer and (ii) the Seller are not eligible to tender their Equity Shares under the Offer.

7.7 The Equity Shares will be acquired by the Acquirer free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights declared thereafter.

7.8 The Equity Shares that are tendered in the Offer may be those held by non-resident Indians ("**NRIs**") or persons resident outside India who are not NRIs, including Overseas Corporate Bodies ("**OCBs**"), if any, holding Equity Shares the Company who may be persons not covered by specific provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. The acceptance of Equity Shares in the Offer from aforesaid categories of shareholders is subject to the receipt of the approval, if any, of the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations made there under for the acquisition of Equity Shares by the Acquirer. The Acquirer has made an application to the RBI on June 6, 2008 to obtain the statutory approvals described above.

7.9 While tendering Equity Shares under the Offer, NRIs/OCBs/foreign and other non resident Equity Shareholders will be also required to submit the RBI approvals, if any (specific or general) that they would have obtained for acquiring Equity Shares. In case the RBI approvals are not submitted, the Acquirer reserves the right to reject the Equity Shares tendered. As per the extant provisions of the Income Tax Act, 1961 (the "**Income Tax Act**"), no deduction of tax at source shall be made before remitting the consideration for Equity Shares tendered under the Offer by FIIs as defined in the Income Tax Act for Equity Shares held under investment/capital account by FIIs. This exemption is not available for payment of consideration in respect of Equity Shares held by FIIs under their trade accounts. However, while tendering their Equity Shares under the Offer, NRIs, OCBs and other non resident Equity Shareholders will be required to submit a No Objection Certificate (the "**NOC**")/ Tax Clearance Certificate (the "**TCC**") indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, from Income Tax authorities under the Income Tax Act. In case the aforesaid NOC/TCC is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of Equity Shareholders, on the entire consideration amount payable to such Equity Shareholders. The Acquirer also reserves the right to reject such tenders from non-resident Equity Shareholders, where the aforesaid NOC/TCC is not submitted.

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

7.11 In case of delay in receipt of statutory approvals, as explained above, SEBI has power to grant extension of time to the Acquirer for payment of purchase consideration to eligible Equity Shareholders of the Company, subject to the Acquirer agreeing to pay interest as directed by SEBI, for the delayed period in terms of Regulation 22(12) of the SEBI Takeover Regulations. If the delay occurs due to willful default of the Acquirer in obtaining requisite approvals, Regulation 22(13) of the SEBI Takeover Regulations will become applicable.

7.12 To the best of the Acquirers' knowledge, as of the date of the PA (a) no approval from banks/financial institutions of ASL is required for the Acquirer to make this Offer and (b) other than the approvals mentioned aforesaid, no other statutory or regulatory approval is required for the Acquirer to proceed with the Offer. If any other approvals are required or become applicable subsequently, the Offer would be subject to such approvals. The Acquirer will have a right not to proceed with the Offer in the event the approvals are refused, in terms of Regulation 27(1)(b) of the SEBI Takeover Regulations.

7.13 There has been no competitive bid.

7.14 As the Offer Price can be revised during 7 (seven) working days prior to the closing date of the Offer i.e., on or prior to Monday, July 7, 2008, it would be in the interest of the Equity Shareholders to wait till such date to know the final Offer Price and tender their acceptance accordingly.

7.15 The acceptance of the Offer of the Acquirer is entirely at the discretion of the Equity Shareholders. The Acquirer will not be responsible for any loss of share certificate(s) and Offer acceptance documents during transit and the Equity Shareholders are advised to adequately safeguard their interests in this regard.

7.16 In the case of Equity Shares acquired from non resident Equity Shareholders, the Acquirer will not be responsible for any fall in the value of the rupee due to any fluctuation in the foreign exchange market on account of delay in the approval.

7.17 Accidental omission to dispatch this LOO to any person to whom this Offer has been made to or non-receipt of this Offer by any such person shall not invalidate the Offer in any way.

7.18 The acceptance must be unconditional and should be sent with the attached form duly filled in, signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at the address mentioned in Paragraph 8.4 on or before Wednesday, July 16, 2008. If any change or modification is made, the acceptance is liable to be rejected.

7.19 The Acquirer reserves the right of upward revision of price at any time up to 7 (seven) working days prior to the closure of the Offer as per Regulation 26 of the SEBI Takeover Regulations. The same price would be paid by the Acquirer for all the Equity Shares tendered any time during the Offer and accepted under the Offer. The information about such revision(s), if any, would appear in the same newspapers in which the PA has appeared.

7.20 There are no Equity Shares of ASL which are currently locked in.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

8.1 Equity Shareholders ASL who wish to tender their Equity Shares under this Offer should enclose the following documents duly completed so that the same are received by the Registrar to the Offer at any of their collection centres (as mentioned below) on or before close of business hours on Wednesday, July 16, 2008, the day on which the Offer closes:

8.1.1 For Equity Shares held in physical form:

Registered Equity Shareholders should enclose:

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all Equity Shareholders whose names appear on the share certificates,
- Original share certificate(s),
- Valid share transfer deed/form(s) duly signed as transferors by all registered Equity Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with ASL 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.

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 be accepted.

Unregistered owners should enclose:

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein,
- Original share certificate(s),
- Original broker contract note,
- Valid share transfer deed(s) as received from market. **The details of buyer should be left blank failing which, the same will be invalid under the Offer**. Unregistered Equity Shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered Equity Shareholders.

The details of the buyer will be filled upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for acceptance.

8.1.2 For Equity Shares held in demat form:

Beneficial owners should enclose:

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depository.
- 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 Wednesday, July 16, 2008, the day on which the Offer closes.

The Registrar to the Offer has opened a special depository account, details of which are as follows:

Depository	National Securities Depository Limited (NSDL)
Depository Participant/DP	The Hongkong and Shanghai Banking Corporation Limited
Account Name	“ISRL - ASL Open Offer Escrow Account”
DP ID	IN300142
Client ID	10639768
ISIN	INE651B01010

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 Equity Shares in favour of the special depository account with NSDL.** In case of non receipt of the aforesaid documents, but receipt of the Equity Shares in the special depository account, the Offer shall be deemed to be accepted. The Forms of Acceptance of such demat Equity Shares not credited in favor of the special depository account, on or before Wednesday, July 16, 2008, the day on which the Offer closes will be rejected.

8.1.3 Equity Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Equity 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 Equity 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)

8.2 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 centres mentioned below. They should not be sent to the Manager to the Offer or the Acquirer or the Target Company. The above-mentioned documents can be sent to the collection centres (as mentioned in Paragraph 8.4 below) by hand delivery on all days except Sundays and Bank holidays.

8.3 The minimum marketable lot for the purposes of acceptance, for both physical and demat Equity Shares, would be one Equity Share.

8.4 All owners of Equity Shares, registered or unregistered who wish to avail of and accept the Offer can 'hand deliver' the Form of Acceptance along with all the relevant documents at any of the below mentioned collection centres of the Registrar to the Offer in accordance with the procedure as set out in this LOO. All centres mentioned herein below would be open during the Offer period on all working days (except Sundays and Bank Holidays) during business hours as shown below. Equity Shareholders are advised to ensure that the Form of Acceptance and other documents are complete in all respects; otherwise the same are liable to be rejected.

City	Contact Person	Address	Tel. No.	Fax No.	Mode of Delivery
Mumbai	Awani Thakkar	Intime Spectrum Registry Limited, C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400 078.	022-25960320	022-25960328/29	Hand Delivery & Registered Post
Ahmedabad	Hitesh Patel	Intime Spectrum Registry Limited, 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad - 380 009	079-2646 5179	079-2646 5179 (Telefax)	Hand Delivery
Bangalore	Chandra Shekhar	Intime Spectrum Registry Limited, 1st Floor, Mahavir Shopping Complex, Above Kids KempNo. 8 K.G.Road, Bangalore - 560 009	080-41242623 41242624	080-41242623 (Telefax)	Hand Delivery
Kolkata	S.P. Guha	Intime Spectrum Registry Limited, 59C,Chowringhee Road,3rd Floor, Kolkata -700020	033-22890539/40	033-22890539/40 Telefax)	Hand Delivery
New Delhi	Swapan Naskar	Intime Spectrum Registry Limited, A-40, 2nd Floor, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi - 110028	011-41410592/ 93/94	011-41410591	Hand Delivery
Pune	P. N Albal	Intime Spectrum Registry Limited, Block No 202 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411 001.	020-26051629/ 0084	020-26053503	Hand Delivery
Chennai	Solly Soy	C/o SGS Corporate Solutions India Pvt. Limited, Indira Devi Complex, II Floor, No.20, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai - 600 017	044-2815 2672, 044-4207 0906	044-2815 2672 (Telefax)	Hand Delivery
Hyderabad	Sireesh Terela	C/o Skystock Financial Services, Behind Autofin Showroom, Above Sharavana Bhavan Hotel, P G Road, Secunderabad-500003	040 -65648544/ 65908183	040 -27729082	Hand Delivery

Working Hours: Monday to Friday from 10.00 am to 1.00 pm and from 2.00 pm to 5.00 pm and on Saturdays from 10.00 am to 1.00 pm (not open on Sundays and bank holidays)

Equity Shareholders who cannot hand deliver their documents at the collection centres referred to above may send the same by registered post, at their own risk, to the Registrar to the Offer at their office at Intime Spectrum Registry Limited (Unit : Aztecsoft Limited – Open Offer), C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078, and not to any other collection centre so that the same are received on or before the close of business hours on Wednesday, July 16, 2008, the day on which the Offer closes.

8.5 In case of non-receipt of the LOO/Form of Acceptance/Form of Withdrawal eligible Equity Shareholders and unregistered owners (including beneficial owners) may download the forms from SEBI's website http://www.sebi.gov.in or obtain a copy by writing to the Registrar to the Offer at the collection centres set out in Paragraph 8.4 above clearly marking the envelope "ASL - Open Offer" by providing suitable documentary evidence of the acquisition of the Equity Shares or make the acceptance on plain paper. Equity Shareholders holding Equity Shares in physical form should state their name, address, folio number, number of Equity Shares held, distinctive numbers, number of Equity Shares offered, bank particulars along with original share certificate(s), duly signed & witnessed transfer form(s). Beneficial owners should state their name, address, DP name, DP ID, beneficiary account number, number of Equity Shares held, number of Equity 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 Wednesday, July 16, 2008, the day on which the Offer closes. The acceptance should be signed by all the Equity Shareholders as per the registration details available with ASL/Depositories and should be sent to the Registrar to the Offer in an envelope clearly marked "ASL - Open Offer".

8.6 In case any person has submitted Equity 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 Equity Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that the credit of the Equity Shares to the special depository account is completed on or before the close of business hours on Wednesday, July 16, 2008, the day on which the Offer closes, 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 Wednesday, July 16, 2008, the day on which the Offer closes.

8.7 In case any person has lodged Equity Shares for transfer and such transfer has not yet been effected, the concerned person may apply as per instructions to be contained in the LOO, together with the acknowledgement of the lodgement of Equity Shares for transfer. Such persons should also instruct the Target Company and/or its registrar & transfer agents – Intime Spectrum Registry Limited (Unit : Aztecsoft Limited – Open Offer), C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078 to send the transferred equity share certificate(s) directly to the collection centre located at Intime Spectrum Registry Limited (Unit : Aztecsoft Limited – Open Offer), C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078. The person should ensure that the equity share certificate(s) reach the designated collection centre on or before the close of business hours on Wednesday, July 16, 2008, the day on which the Offer closes. No indemnity is required from unregistered Equity Shareholders.

8.8 While tendering Equity Shares under the Offer, Equity Shareholders are requested to give their Permanent Account Number ("**PAN**"). The Acquirer reserves the right to reject such tenders from Equity Shareholders, where PAN number is not submitted.

8.9 If the aggregate of the valid responses to the Offer exceeds the Offer size, then the Acquirer shall accept the valid acceptances received on a proportionate basis from each shareholder as per Regulation 21(6) of the SEBI Takeover Regulations. The Equity Shares are compulsorily traded in dematerialised form and the minimum marketable lot for the purposes of acceptance, for both physical and demat will be one share.

8.10 Payment of consideration will be made by crossed account payee cheque/demand draft/pay order and sent by registered post/ speed post, to those Equity Shareholders/unregistered owners and at their risk, whose Equity Shares/share certificates and other documents are found in order and accepted by the Acquirer in part or in full. The decision regarding the acquisition (in full or part), or rejection of, the Equity Shares offered for sale by the Equity Shareholders of pursuant to the Offer and (i) any corresponding payment for the acquired Equity Shares and/or; (ii) share certificates for any rejected Equity Shares or Equity Shares withdrawn, will be communicated and dispatched to the Equity Shareholders by registered post or by ordinary post as the case may be, at the Equity Shareholders' sole risk. Equity Shares held in dematerialised form to the extent not acquired or Equity Shares withdrawn will be credited back to their beneficiary account with their respective depository participants as per the details furnished by their beneficial owners in the Form of Acceptance. Payment of consideration will be made by crossed account payee cheques/demand drafts and sent by registered post and/or speed post in case of consideration amount exceeding Rs.1,500/- (under certificate of posting otherwise) to those Equity Shareholders whose share certificates and other documents are found in order and accepted by the Acquirer at the Equity Shareholders' sole risk. In case of joint holders cheques/demand drafts will be drawn in the name of the first holder/unregistered owner. The payment would be made at par to all the Equity Shareholders. It is advised that Equity Shareholders provide bank details in the Form of Acceptance, so that same can be incorporated in the cheque/demand draft/pay order.

8.11 In terms of Regulation 22(5A) of the SEBI Takeover Regulations, Equity Shareholders desirous of withdrawing their acceptances tendered in the Offer can do so up to 3 (three) working days prior to the day on which the Offer closes, i.e., up to Friday, July 11, 2008. The withdrawal option can be exercised by submitting the documents, including the Form of Withdrawal, as per the instructions to be contained in the LOO, so as to reach the Registrar to the Offer at the collection centre where the original tender was submitted, on or before the last date for withdrawing acceptance from the Offer.

(a) The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the LOO, duly signed by all the registered holders as per their specimen signature recorded with ASL for Equity Shareholders in case of physical holdings/with the Depository in case of electronic holdings, so as to reach the Registrar to the Offer at the collection centre where the original tender was submitted, on or before Friday, July 11, 2008. The signature of the beneficial holders on the Form of Withdrawal should be attested by the Depository Participant.

(b) The withdrawal option can be exercised by submitting the Form of Withdrawal attached to this LOO, duly completed together with Acknowledgement slip in original/copy of the submitted Form of Acceptance in case delivered by Registered A.D.

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

(i) In case of physical Equity Shares: Name, address, distinctive numbers, folio number and number of Equity Shares tendered, number of Equity Shares withdrawn.

(ii) In case of dematerialised Equity Shares: Name, address, number of Equity Shares tendered, number of Equity Shares withdrawn, DP name, DP ID, Beneficiary Account no., and a photocopy of delivery instructions 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.

(d) Equity Shareholders who have tendered Equity Shares in physical form and wish to partially withdraw their tenders, should also enclose valid share transfer form(s) for the remaining Equity Shares (i.e., Equity Shares not withdrawn) duly signed as transferors by all registered Equity Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with ASL and duly witnessed at the appropriate place.

(e) The withdrawal of Equity Shares will be available only for the share certificates/Equity Shares that have been received by the Registrar to the Offer/special depository account.

(f) The intimation of returned Equity Shares to the Equity Shareholders will be at the address as per the records of ASL or the Depositories as the case may be.

(g) In case of partial withdrawal of Equity 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 ASL.

(h) Partial withdrawal of tendered Equity Shares can be done only by the registered Equity Shareholders/beneficial owners. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

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

8.12 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post/speed post at the Equity Shareholders'/ unregistered owners' sole risk to the sole/first shareholder. Equity Shares held in dematerialised form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective DP as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the Equity Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective DPs when transferred by the Registrar to the Offer. Equity Shareholders holding Equity Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit, if any, in their DP account. Equity Shareholders should ensure that their depository account is maintained till the Offer formalities are completed.

8.13 The Registrar to the Offer will hold in trust the Equity Shares/share certificates, Equity Shares lying in credit of the special depository account, Form of Acceptance and the transfer form(s), if any, on behalf of the Equity Shareholders who have accepted the Offer, till the Acquirer completes the Offer obligations in accordance with the SEBI Takeover Regulations.

8.14 Morgan Stanley India Company Private Limited, the Manager to the Offer, does not hold any Equity Shares of the Target Company.

9. DOCUMENTS FOR INSPECTION

9.1 Copies/certified copies of the following documents will be available for inspection at the office of MindTree Limited, MindTree House, No. 3, Block A, No. 42, 27th Cross, Banashankari, 2nd Stage, Bangalore – 560 070, India during normal business hours on any working day i.e., Monday to Friday between 10 am and 3 pm during the Offer Period.

9.1.1 Memorandum and Articles of Association of MindTree;

9.1.2 Audited financial statements of the MindTree for the years ended March 31, 2006, 2007 and 2008, certified by the statutory auditors;

9.1.3 Audited financial statements of ASL for the years ended March 31, 2006, 2007 and 2008, certified by the statutory auditors;

9.1.4 Letter dated May 5, 2008 from the escrow banker confirming deposit of requisite funds in the escrow account;

9.1.5 Share Purchase Agreement dated May 2, 2008;

9.1.6 Escrow Agreement dated May 2, 2008;

9.1.7 Newspaper clippings of the PA published on May 5, 2008;

9.1.8 Newspaper clipping of the corrigendum to the PA published on May 16, 2008;

9.1.9 Newspaper clipping of the supplement to the PA published on May 31, 2008;

9.1.10 Escrow Depository Agreement entered into by the Registrar to the Offer with the Depository Participant; and

9.1.11 Certificate dated May 2, 2008 from BSR & Associates, Chartered Accountants certifying that Acquirer has adequate financial resources to finance the Offer to the extent of their obligations of the Offer.

10. DECLARATION BY THE ACQUIRER

10.1 A copy of the draft LOO was delivered to (a) the Board of Directors of ASL (b) The Bombay Stock Exchange Limited and (c) The National Stock Exchange Limited for their information and perusal on Friday, May 16, 2008.

10.2 The Acquirer and the directors of the Acquirer accept full responsibility for the information contained in this LOO and also for the obligations of the Acquirer as laid down in Regulation 22(6) of the SEBI Takeover Regulations.

10.3 The Acquirer is responsible for ensuring compliance with the SEBI Takeover Regulations.

10.4 Mr. Rostow Ravanan, Chief Financial Officer, is duly and legally authorized to sign the LOO.

For and on behalf of MindTree Limited

Rostow Ravanan

Place: Bangalore
Date: June 14, 2008

Encl:

1. Form of Acceptance cum Acknowledgement with Form of Withdrawal
2. Transfer Deed (as applicable)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to the Registrars to the Other at their address given overleaf)

FORM OF WITHDRAWAL

(*To be filled in by the Shareholder)*

AZTECSOFT LIMITED – OPEN OFFER	
OPENS ON	Friday, June 27, 2008
LAST DATE OF WITHDRAWAL	Friday, July 11, 2008
CLOSES ON	Wednesday, July 16, 2008
THIS FORM SHOULD BE USED BY THE SHAREHOLDERS ONLY FOR EXERCISING THE WITHDRAWAL OPTION AS PROVIDED IN THE LETTER OF OFFER	

From :

Name :

Address :

Tel. No. : **Fax No.** :

Email :

To,

MindTree Limited

C/o. Intime Spectrum Registry Limited,
(Unit : Aztecsoft Limited – Open Offer), C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai - 400 078

Dear Sir,

Sub : Open Offer to acquire upto 93,06,381 fully paid up equity shares of Rs. 3/- each ("Equity Shares") representing 20.00% of the Voting Capital of Aztecsoft Limited (the "Offer") at a price of Rs.80/- per fully paid-up Equity Share ("Offer Price"). — Withdrawal of the Equity Shares tendered in the Offer

I/We refer to the Letter of Offer dated June 14, 2008 (**"Letter of Offer"**), for acquiring the Equity Shares held by me/us in **Aztecsoft Limited.**

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

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

I/We hereby consent unconditionally and irrevocably to withdraw my/our Equity 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 Equity Shares from the Offer, no claim or liability shall lie against the Acquirer/Manager to the Offer/ Registrar to the Offer.

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 5.00 P.M. hours on Friday, July 11, 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 Equity Shares held in physical form and also for the non-receipt of Equity 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 Equity 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 Equity Share(s) that I/We wish to withdraw are detailed below:

Sr. No.	Folio No.	Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
		TENDERED			
		WITHDRAWN			
				Total	

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

Tear along this line

Tear along this line

All queries in this regard to be future correspondence, if any, should be addressed to the Registrar to the Offer

Intime Spectrum Registry Limited

(Unit : Aztecsoft Limited – Open Offer)

C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, India

Tel: (91 22) 2596 0320, Toll Free No. 1800-22-0320, Fax: (91 22) 2596 0329

Email: asl-offer@intimespectrum.com, Website: www.intimespectrum.com

Contact Person : Awani Thakkar

I/We hold the following Equity Shares in dematerialised Form and have tendered the Equity Shares in the Offer and had done an off-market transaction for crediting the Equity Shares to the special depository account **"ISRL – ASL Open Offer Escrow Account"** as per the following particulars:

DP Name	DP ID	Client ID	Depository
The Hongkong and Shanghai Banking Corporation Limited	**IN300142**	**10639768**	**NSDL**

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 Equity Shares have been tendered that I/We wish to withdraw, are as detailed below

DP Name	DP ID	Client ID	No of Equity Shares tendered
Name of Beneficiary		**No of Equity Shares to be withdrawn**	

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

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

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

Signed and delivered

	FULL NAME(S) OF THE HOLDERS	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 Shareholder			
Joint Holder 1			
Joint Holder 2			

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

Place :
Date :

.... **Tear along this line** ....

Aztecsoft Limited – Open Offer (subject to verification) **Acknowledgement Slip**

FOLIO NO./DP ID / Client ID ____________________

Received from Mr. /Ms. ____________________

Form of Withdrawal alongwith Acknowledgement / Delivery Instructions / Copy of Form of Acceptance

☐ For Physical Form –

Physical Shares -

No. of Equity Shares tendered__________ / Withdrawal request for ________ Equity shares

Fresh Transfer Form for __________ Equity shares (in case of partial withdrawal)

☐ Demat Form –

Demat Shares

No. of Equity Shares tendered__________ / Withdrawal request for ________ Equity shares

Signature of official and Date of Receipt	Stamp of Collection Centre

Note : All future correspondence, if any, in this connection should be addressed to Registrar to the Offer: Intime Spectrum Registry Limited, (Unit : Aztecsoft Limited – Open Offer), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078. Email: asl-offer@intimespectrum.com, Contact Person : Awani Thakkar

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 5.00 P.M. hours on Friday, July 11, 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/ Plain paper application submitted in case delivered by Registered A.D.
      - Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction 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/ Plain paper application submitted in case delivered by Registered A.D.
      - In case of partial withdrawal, Valid Share Transfer form(s) for the remaining Equity Shares (i.e. shares not withdrawn) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with **Aztecsoft 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/ Plain paper application submitted in case delivered by Registered A.D.
3. The withdrawal of Equity Shares will be available only for the Share certificates/the Equity Shares that have been received by the Registrar to the Offer/ Credited into Special Depository Escrow Account.
4. The intimation of returned Equity 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. Request for withdrawal from unregistered shareholders can be considered to the extent the Equity Shares tendered an received are found to be valid
7. Separate Request for withdrawal should be submitted for each Folio/DP Id Client Id
8. In case of partial withdrawal of Equity 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.
9. Shareholders holding Equity Shares in dematerialised form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.
10. The Form of Withdrawal and other related documents should be submitted at any of the Collection Centers of **Intime Spectrum Registry Limited** as stated below.
11. 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 . Intime Spectrum Registry Limited, (Unit : Aztecsoft Limited – Open Offer), C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400078, so as to reach the Registrars on or before the last date of withdrawal i.e. **no later than 5.00 P.M. hours on Friday, July 11, 2008**.

12. **Table featuring details of collection centers is given below**

City	Contact Person	Address	Tel. No.	Fax No.	Mode of Delivery
Mumbai	Awani Thakkar	Intime Spectrum Registry Limited, C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400 078.	022-25960320	022-25960328/29	Hand Delivery & Registered Post
Ahmedabad	Hitesh Patel	Intime Spectrum Registry Limited, 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad - 380 009	079-2646 5179	079-2646 5179 (Telefax)	Hand Delivery
Bangalore	Chandra Shekhar	Intime Spectrum Registry Limited, 1st Floor, Mahavir Shopping Complex, Above Kids KempNo. 8 K.G.Road, Bangalore - 560 009	080-41242623 41242624	080-41242623 (Telefax)	Hand Delivery
Kolkata	S.P. Guha	Intime Spectrum Registry Limited, 59C,Chowringhee Road,3rd Floor, Kolkata -700020	033-22890539/ 40	033-22890539/ 40 (Telefax)	Hand Delivery
New Delhi	Swapan Naskar	Intime Spectrum Registry Limited, A-40, 2nd Floor, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi - 110028	011-41410592/ 93/94	011-41410591	Hand Delivery
Pune	P. N Albal	Intime Spectrum Registry Limited, Block No 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411 001.	020-26051629/ 0084	020-26053503	Hand Delivery
Chennai	Solly Soy	C/o SGS Corporate Solutions India Pvt. Limited, Indira Devi Complex, II Floor, No.20, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai - 600 017	044-2815 2672, 044-4207 0906	044-2815 2672 (Telefax)	Hand Delivery
Hyderabad	Sireesh Terela	C/o Skystock Financial Services, Behind Autofin Showroom, Above Sharavana Bhavan Hotel, P G Road, Secunderabad-500003	040 -65648544/ 65908183	040 -27729082	Hand Delivery

Working Hours: Monday to Friday from 10.00 am to 1.00 pm and from 2.00 pm to 5.00 pm and on Saturdays from 10.00 am to 1.00 pm (not open on Sundays and bank holidays)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
(Please send this Form with enclosures to the Registrars to the Offer at their address given overleaf)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

From :

Name :

Address :

OFFER		
OFFER OPENS ON	:	**Friday, June 27, 2008**
OFFER CLOSES ON	:	**Wednesday, July 16, 2008**

Tel. No.___________________ Fax No. _____________________ E-mail :__________________

To,
MindTree Limited
C/o. Intime Spectrum Registry Limited,
(Unit : Aztecsoft Limited – Open Offer), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078

Dear Sir,

Sub : Open Offer to acquire upto 93,06,381 fully paid up equity shares of Rs. 3/- each ("Equity Shares") representing 20.00% of the Voting Capital of Aztecsoft Limited (the "Offer") at a price of Rs.80/- per fully paid-up Equity Share ("Offer Price").

I/We refer to the Public Announcement dated Monday, May 5, 2008, and the Letter of Offer dated June 14,2008 for acquiring the Equity Shares held by me/us in Aztecsoft Limited.

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

I/We, hold the following Equity 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 Equity Shares as detailed below:

Ledger Folio No.__________________________No. of Share Certificate(s)________________________________No. of Equity Shares___________

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

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

I/We confirm that the Equity Shares of **Aztecsoft 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 make 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. I/We hold the following Equity 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 Equity Shares

I/We have done an off-market transaction for crediting the Equity Shares to the **"ISRL-ASL Open Offer Escrow Account"** whose particulars are,

DP Name	DP ID	Client ID	Depository
The Hongkong and Shanghai Banking Corporation Limited	**IN300142**	**10639768**	NSDL

Shareholders having their beneficiary account in CDSL have to use the an inter-depository instruction slip for the purpose of crediting the Shares in favor of the depository escrow account with NSDL.

☐ a delivery instruction from my account with NSDL
☐ an inter-depository delivery instruction from my account with CDSL

I/We note and understand that the Equity Shares would lie in the said Account i.e. **"ISRL-ASL Open Offer Escrow Account"** until the Acquirer make payment of the purchase consideration as mentioned in the Letter of Offer.

Tear along this line

Tear along this line

Note : All future correspondence, if any, should be addressed to the Registrar to the Offer
Intime Spectrum Registry Limited
(Unit : Aztecsoft Limited – Open Offer)
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, India
Tel: (91 22) 2596 0320, Toll Free No. 1800-22-0320, Fax: (91 22) 2596 0329
Email: asl-offer@intimespectrum.com, Website: www.intimespectrum.com
Contact Person : Awani Thakkar

I/We authorise the Acquirer to accept the Equity 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.

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 Equity Shares so offered or such lesser number of Equity 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 Equity 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.

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

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN			

For NRIs/OCBs/Other persons who are not resident in India

I/We have enclosed the following documents:

☐ No-Objection Certificate/Tax Clearance Certificate from the Income Tax Authorities; ☐ Previous RBI approval for holding Equity Shares hereby tendered in the Offer; ☐ Copy of the PAN Letter/PAN Card.

For NRIs/OCBs/Other persons who are not resident in India

I/We certify that the Equity Shares are held by me/us on ☐ Investment/Capital Account OR ☐ Trade Account (✓ whichever is applicable in your case)

If the NRI/OCB/non-domestic companies/other persons who are not resident in India fail to certify in the form then the Acquirer will deduct tax at the rate applicable to business income.

I/We certify that the Equity Shares are held by me/us as ☐ Long Term Capital Asset OR ☐ Short Term Capital Asset (✓ whichever is applicable in your case)

In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirer, the capital gain shall be assumed to be short term in nature.

In case the Equity Shares are held in capital account or trade account, kindly enclose a tax residence certificate issued by the tax authorities of the country of which the Shareholder is a tax resident and also a certificate stating that you are a tax resident of your country of residence and that you do not have a "permanent establishment" in India in terms of the Double Tax Avoidance Agreement ("DTAA") entered into between India and your country of residence.

Further, while tendering shares under the Offer, NRIs/OCBs/NDCs/Other Persons/Foreign Shareholders will be required to submit the following:

— the previous RBI Approvals (specific or general) that they may have obtained for acquiring shares hereby tendered in the Offer. In case of previous RBI Approvals not being submitted, the Acquirer reserve the right to reject such shares tendered;

— a "Tax Clearance Certificate" from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

In order to avail of the benefit of lower rate of tax deduction under the DTAA, if any at the sole discretion of the Acquirer, kindly enclose a tax residence certificate issued by the tax authorities of the country of which shareholder is a tax resident.

For FII Shareholders

I/We certify that the Equity Shares are held by me/us on ☐ Investment/Capital Account OR ☐ Trade Account (✓ whichever is applicable in your case).

In case the Shares are held in capital account or trade account, kindly enclose a tax residence certificate issued by the tax authorities of the country of which the shareholder is a tax resident and also a certificate stating that you are a tax resident of your country of residence and that you do not have a "permanent establishment" in India in terms of the DTAA entered into between India and your country of residence.

In order to avail of the benefit of lower rate of tax deduction under the DTAA, if any at the sole discretion of the Acquirer, kindly enclose a tax residence certificate issued by the tax authorities of the country of which shareholder is a tax resident.

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Equity Shares in physical form may provide details of bank account of the first/sole shareholder and the consideration payment will be drawn accordingly. For Equity 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**		**Savings/Current/NRE/NRO/Others(Please tick)**
Address of the Branch			**Pin**	

Yours faithfully,

Signed and delivered	**FULL NAME(S)**	**SIGNATURE(S)**
1st Shareholder		
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 :

.... **Tear along this line** ....

Acknowledgement Slip

Aztecsoft Limited – Open Offer (to be filled by the shareholder) (Subject to verification)

C/o. Intime Spectrum Registry Limited,

(Unit : Aztecsoft Limited – Open Offer), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078

Received from Mr./Ms./M/s. .... Form of Acceptance cum Acknowledgement #.......... ....Number of Equity Share Certificates for...................Equity Shares/# Copy of the Delivery Instruction to (DP) for.....................Equity Shares

Stamp of collection centre

Delete whichever is not applicable

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

Intime Spectrum Registry Limited (Unit : Aztecsoft Limited – Open Offer) C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, India Tel: (91 22) 2596 0320, Toll Free No. 1800-22-0320, Fax: (91 22) 2596 0329 Email: asl-offer@intimespectrum.com, Website: www.intimespectrum.com, Contact Person : Awani Thakkar

INSTRUCTIONS

1. **PLEASE NOTE THAT NO EQUITY SHARES/FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER**
2. **In the case of demat shares, the shareholders are advised to ensure that their Equity 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.**
3. Shareholders should enclose the following:-.

   i. **For Equity Shares held in demat form:-**

   Beneficial owners should enclose

   - Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the respective depository.
   - 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)
   - 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 Equity 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 duly completed and signed in accordance with the instructions contained therein, by all Equity Shareholders whose names appear on the share certificates,
   - Original share certificate(s),
   - Valid share transfer deed/form(s) duly signed as transferors by all registered Equity Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with ASL 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.
   - A blank Share Transfer form is enclosed along with this Letter of Offer.

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

   Unregistered owners should enclose:

   - Form of Acceptance duly completed and signed in accordance with the instructions contained therein,
   - Original share certificate(s),
   - Original broker contract note,
   - Valid share transfer deed(s) as received from market. The details of buyer should be left blank failing which, the same will be invalid under the Offer. Unregistered Equity Shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered Equity Shareholders.

     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.
4. 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 Aztecsoft Limited.
5. Shareholders having their beneficiary account in CDSL have to use "INTER DEPOSITORY DELIVERY INSTRUCTION SLIP" for the purpose of crediting their Equity Shares in the favour of the special depository account with NSDL.
6. In case of Equity 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 Equity 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 Offer.
7. 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.
8. All the Shareholders should provide all relevant documents which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

   a. Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.

   b. Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).

c. No objection certificate from any shareholder/lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

d. In case of Companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions)

e. Any other relevant documentation. Please specify below:

(i)____________________________; (ii)______________________; (iii)________________________________

9. Non resident shareholders should enclose a copy of the permission received from RBI for the Equity Shares held by them in Aztecsoft Limited. If, the Equity Shares are held under General Permission of RBI the non resident shareholder should state that the Equity Shares are held under General Permission and whether on repatriable basis or non repatriable basis. . In case the RBI approvals are not submitted, the Acquirer reserves the right to reject the Equity Shares tendered.

10. **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 entire consideration payable by the Acquirer. The Acquirer also reserves the right to reject such tenders from non-resident Equity Shareholders, where the aforesaid NOC/TCC is not submitted.**

Table featuring details of collection centers is given below

City	Contact Person	Address	Tel. No.	Fax No.	Mode of Delivery
Mumbai	Awani Thakkar	Intime Spectrum Registry Limited, C-13, Panalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai -400 078.	022-25960320	022-25960328/29	Hand Delivery & Registered Post
Ahmedabad	Hitesh Patel	Intime Spectrum Registry Limited, 211 Sudarshan Complex, Near Mithakhali Underbridge, Navrangpura, Ahmedabad - 380 009	079-2646 5179	079-2646 5179 (Telefax)	Hand Delivery
Bangalore	Chandra Shekhar	Intime Spectrum Registry Limited, 1st Floor, Mahavir Shopping Complex, Above Kids KempNo. 8 K.G.Road, Bangalore - 560 009	080-41242623 41242624	080-41242623 (Telefax)	Hand Delivery
Kolkata	S.P. Guha	Intime Spectrum Registry Limited, 59C,Chowringhee Road,3rd Floor, Kolkata -700020	033-22890539/ 40	033-22890539/ 40 (Telefax)	Hand Delivery
New Delhi	Swapan Naskar	Intime Spectrum Registry Limited, A-40, 2nd Floor, Naraina Industrial Area, Phase II, Near Batra Banquet, New Delhi - 110028	011-41410592/ 93/94	011-41410591	Hand Delivery
Pune	P. N Albal	Intime Spectrum Registry Limited, Block No 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411 001.	020-26051629/ 0084	020-26053503	Hand Delivery
Chennai	Solly Soy	C/o SGS Corporate Solutions India Pvt. Limited, Indira Devi Complex, II Floor, No.20, Gopalakrishna Street, Pondy Bazaar, T. Nagar, Chennai - 600 017	044-2815 2672, 044-4207 0906	044-2815 2672 (Telefax)	Hand Delivery
Hyderabad	Sireesh Terela	C/o Skystock Financial Services, Behind Autofin Showroom, Above Sharavana Bhavan Hotel, P G Road, Secunderabad-500003	040 -65648544/ 65908183	040 -27729082	Hand Delivery

Working Hours: Monday to Friday from 10.00 am to 1.00 pm and from 2.00 pm to 5.00 pm and on Saturdays from 10.00 am to 1.00 pm (not open on Sundays and bank holidays)