LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a shareholder of California Software Company Limited. If you require any clarifications about the action to be taken, you should consult your stockbroker or investment consultant or the Manager/Registrar to the Offer. In case you have recently sold your Shares, please hand over this Letter of Offer, the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the member of the Stock Exchange through whom the said sale was effected.

CASH OFFER AT Rs. 45.03/- (RUPEES FORTY FIVE AND THREE PAISE ONLY)
PER FULLY PAID-UP EQUITY SHARE OF Rs. 10/- (RUPEES TEN ONLY) EACH

Pursuant to Regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto "SEBI (SAST) Regulations"/"Regulations")

TO ACQUIRE
24,73,002 fully paid-up Equity Shares of face value Rs. 10/- each,
representing 20% of the Voting Capital
("OFFER")
OF
California Software Company Limited ("Calsoft"/ "Target Company")
having its registered office at
Robert V Chandran Tower, 7th Floor, 149 Tambaram Velachery Main Road, Pallikaranai, Chennai 600100. (Tel. No. +91-44-42829000-5, Fax No. +91-44-42829012)
BY
Singfuel Investment Pte. Ltd. ("Singfuel" or the "Acquirer")
having its registered office at
1 Temasek Avenue,# 34-01 Millenia Tower, Singapore- 039192
(Tel. No. +65 6415 7600, Fax No.+ 65 6235 1555)

SBI Capital Markets Limited	**MANAGER TO THE OFFER**	LINK INTIME INDIA PVT LTD (Formerly INTIME SPECTRUM REGISTRY LTD)	**REGISTRAR TO THE OFFER**
	SBI Capital Markets Limited 202 Maker Tower 'E', Cuffe Parade, Mumbai – 400 005 **Tel:** +91–22-2217 8300 **Fax:** +91-22- 2218 8332 **E-mail:** calsoft.openoffer@sbicaps.com **Contact Person:** Mr. Gitesh Vargantwar/ Ms. Sylvia Mendonca		**Link Intime India Private Limited** **Unit: California Software Company Limited** C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400 078 **Tel:** +91-22-2596 0320 **Fax :** +91-22-2596 0329 **Email:** calsoft.openoffer@linkintime.co.in **Contact Person:** Mr. Nilesh Chalke

OFFER OPENING DATE: TUESDAY, APRIL 22, 2010	**OFFER CLOSING DATE: TUESDAY, MAY 11, 2010**

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Date	Day
Public Announcement Date	February 27, 2010	Saturday
Specified Date*	March 19, 2010	Friday
Last date for a competitive bid	March 20, 2010	Saturday
Date by which individual Letters of Offer will be dispatched to the shareholders	April 09, 2010	Friday
Offer Opening Date	April 22, 2010	Thursday
Last date for revising the Open Offer price/number of Equity Shares	April 30, 2010	Friday
Last date for withdrawal of acceptances by the Public Shareholder	May 06, 2010	Thursday
Offer Closing Date	May 11, 2010	Tuesday
Date by which approval/ rejection would be intimated and the corresponding payment for the acquired Equity Shares and/or the share certificates for the rejected/withdrawn Equity Shares will be dispatched and/or credited to the beneficiary account in case of dematerialised Equity Shares	May 26, 2010	Wednesday

* Specified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer will be sent. However, all owners (registered or unregistered) of the Shares of the Target Company except for Kemoil are eligible to participate in the Offer anytime before the closure of the Offer.

ATTENTION:

a) Details of statutory approvals are given in paragraph 8 of this Letter of Offer.

b) RBI in term of its A.P. (Dir Series) Circular No. 62, dated May 24, 2007 has approved the opening of Escrow Account and Special Account.

c) Specific approval of the RBI needs to be obtained by an OCB in the event that any OCB shareholder tenders its shares in the Open Offer.

d) No specific approval from RBI is required in case shares are tendered by non-resident shareholders.

e) Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement / Letter of Offer, shall have the option to withdraw their acceptance on or before May 06, 2010, i.e., 3 (three) working days prior to the date of closure of the Offer i.e. May 11, 2010.

f) If there is any upward revision in the Offer Price by the Acquirer prior to or on the last date for revising the Offer Price viz., April 30, 2010, you will be informed by way of another Public Announcement in the same newspapers in which the Public Announcement was published. The Acquirer shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer. If the Offer is withdrawn pursuant to Regulation 27 of the Regulations, the same would be communicated by a Public Announcement in the same newspapers in which the Public Announcement appeared.

g) The Offer is not conditional on any minimum level of acceptance by the shareholders.

h) This document has not been filed, registered or approved in any jurisdiction outside India. The Form of Acceptance-cum-Acknowledgement may be downloaded and used to accept the Offer only in jurisdictions where legally permissible. Recipients of this document resident in jurisdictions outside India should inform themselves of and observe any relevant restrictions.

i) No competitive bid has been announced till the date of this Letter of Offer.

j) Form of Acceptance-cum-Acknowledgement and Form of Withdrawal are enclosed with this Letter of Offer.

k) A copy of the Public Announcement, the Letter of Offer including Form of Acceptance-cum-Acknowledgement and Form of Withdrawal will also be available on SEBI's website (www.sebi.gov.in) from the Offer opening date April 22, 2010. A copy of the Form of Acceptance may also be obtained from the Registrar to the Offer commencing on the date of the dispatch of the Letter of Offer. All future correspondence, if any, should be addressed to the Registrar to the Offer.

RISK FACTORS

I. Relating to the Offer

i. In the event that either (a) there is any litigation leading to stay on the Offer; or (b) SEBI instructs the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to those Shareholders of the Target Company whose Equity Shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. Equity Shares of the Target Company tendered in the Offer shall be held in trust for Singfuel by the Registrar to the Offer, and shall lie to the credit of special depository account (the "**Special Depositary Account**") until the completion of the Offer formalities.

ii. Further, the Shareholders should note that after the last date of withdrawal i.e. May 06, 2010, the Shareholders who have lodged their acceptances would not be able to withdraw them even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered Shares and documents would be held by the Registrar to the Offer in trust for Singfuel, till such time the process of acceptance of tenders, the payment of consideration and other Offer obligations are completed.

iii. The Shareholders will not be able to trade in such tendered Shares. During such period there may be fluctuations in the market price of the Shares. The Acquirer makes no assurance with respect to the market price of the 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 Shareholders on whether or not to participate in the Offer.

iv. If the number of Shares of the Target Company tendered in the Offer exceeds the Offer Size, then Singfuel shall accept Shares of the Target Company tendered in the Offer, in accordance with Regulation 21(6) of the SEBI (SAST) 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 tendered Shares are in physical or dematerialized form.

v. The information in respect of the Target Company contained in this Letter of Offer, except where it is expressly mentioned as being provided by the Target Company, is based on information generally available from public sources and, as a result, may not be accurate or complete or reflect the current status of the matters in the Target Company. Shareholders of the Target Company, therefore, need to exercise caution and seek professional advice when relying on such information. Although the Acquirer has made efforts in good faith to obtain information from the Target Company in connection with this Letter of Offer, the Acquirer makes no representation as to the correctness of such information and shall not be liable for any reason whatsoever for any loss or damage suffered by any person in connection with the inclusion of such information in this Letter of Offer or any inaccuracy or any reliance placed by any person on such information in making its decision to accept or reject this Offer.

vi. The Acquirer and the Manager to the Offer accept no responsibility for the statements made, otherwise than in the PA or the Letter of Offer or in the advertisement or any materials issued by, or at the instance of the Acquirer and the Manager to the Offer, and anyone placing reliance on any other source of information would be doing so at his / her / their own risk.

II. Relating to the Acquirer

vii. The Acquirer has not undertaken any substantial business since its incorporation as it is an investment holding company. The earnings per share and return on networth for the period ended December 31, 2009 is negligible.

viii. As on date, the Acquire has not finalized any specific future plan for the Target Company.

The risk factors set forth above pertain to the Offer and not in relation to the present or future business or operations of Singfuel 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. Shareholders of Calsoft are advised to consult their stockbroker or investment consultant or tax advisor, if any, for further risks with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

In this Letter of Offer, reference to Rs. / INR is to Indian Rupees and a reference to “USD” is to United States Dollars. Unless otherwise stated, the Rupee equivalent in each case is calculated in accordance with the RBI Reference rate as on February 26, 2010 namely 1 USD = Rs 46.23 (Source: RBI).

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1. DEFINITIONS

Acquirer/Singfuel	Singfuel Investment Pte. Ltd.
BSE	Bombay Stock Exchange Limited
Calsoft / Target Company/Company	California Software Company Limited
CDSL	Central Depository Services (India) Limited
Chemoil	Chemoil Energy Limited
DP	Depository Participant
Eligible Person(s) for the Offer	All owners (registered or unregistered) of Shares of Calsoft who are eligible to participate in the Offer as on or any time before the closure of the Offer, except for Kemoil.
Equity Shares/Shares	1,23,65,006 equity shares of Rs.10/- each fully paid up of Calsoft
Form of Acceptance	Form of Acceptance cum Acknowledgement
Kemoil /Promoter of Calsoft	Kemoil Limited
Global Acquisition	The purchase by Singfuel pursuant to the SPA of 656,748,194 shares representing approximately 50.81% equity interest of the issued share capital of Chemoil from the Chandran Family Trust at a purchase consideration payable in cash of USD 0.3552 per share amounting to an aggregate purchase consideration of approximately USD 233.28 million.
Letter of Offer / LoF	This Letter of Offer dated April 08, 2010 to be dispatched to the Public Shareholders of Calsoft
Manager/ Manager to the Offer	SBI Capital Markets Limited
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies as defined in the Foreign Exchange Management [Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)] Regulations, 2003
Offer or Open Offer	The Offer for the acquisition by Singfuel of 24,73,002 fully paid up Equity Shares of Rs. 10/- each, forming 20% of the Voting Capital of the Target Company.
Offer Price	Rs. 45.03/- (Rupees Forty Five and Three Paise only) per fully paid-up Equity Share of Rs. 10/- each of Calsoft
Paid up Equity Share Capital of the Target Company /Voting Capital	1,23,65,006 fully paid-up Equity Shares of Rs. 10/- each as on date
Public Announcement/ PA	Announcement of the Offer made by the Acquirer on February 27, 2010 in The Free Press Journal, English national daily – all editions; Prathakal, Hindi national daily – all editions; Dinamani, Tamil regional language daily – Chennai edition and Navshakti, Marathi regional language daily
Public Shareholders/Shareholders	Shareholders of Equity Shares of Calsoft other than Kemoil.
RBI	Reserve Bank of India
Registrar/ Registrar to Offer	Link Intime India Private Limited
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI (SAST) Regulations/ Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
SPA	Share Purchase Agreement dated December 14, 2009 entered

	into between Singfuel and the Chandran Family Trust for purchase of shares of Chemoil
Specified Date	Friday, March 19, 2010
Stock Exchanges	BSE and NSE
w.e.f.	With effect from

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the Regulations

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF CALIFORNIA SOFTWARE COMPANY LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE 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 RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, SBI CAPITAL MARKETS LIMITED, HAS SUBMITTED A DUE-DILIGENCE CERTIFICATE DATED MARCH 12, 2010 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER".

3. DETAILS OF THE OFFER

3.1 Background of the Offer

a) This Open Offer is being made pursuant to Regulations 10 and 12 and other applicable provisions of the SEBI (SAST) Regulations, consequent upon the consummation of the Global Acquisition of Chemoil by the Acquirer, resulting in an indirect acquisition of the Equity Shares and of control of the Target Company. The Target Company is an indirect subsidiary of Chemoil. Chemoil, through its wholly owned subsidiary, Kemoil holds 66.04% of the Equity Shares of the Target Company as of the date of the Public Announcement and this LoF.

b) Singfuel, a company incorporated on August 30, 2007 in Singapore having its registered office at 1 Temasek Avenue,# 34-01 Millenia Tower, Singapore- 039192 (Tel. No. +65 6415 7600, Fax No.+ 65 6235 1555) is the Acquirer within the meaning of Regulation 2(1)(b) of the SEBI (SAST) Regulations. Singfuel is an indirect wholly owned subsidiary of Glencore International AG which is incorporated and registered under the laws of Switzerland having its registered office at Baarermattstrasse 3, PO Box 777, CH-6341 Baar, Switzerland (Tel. No. +41 41 709 2000, Fax No.+41 41 709 3000)

c) This Open Offer is being made by the Acquirer to the Public Shareholders of the Target Company to acquire 24,73,002 Equity Shares , being 20% of the Voting Capital of the Target Company (the "**Open Offer Shares**"). This Open Offer is being made at a price of Rs. 45.03 per fully paid up Equity Share, payable in cash in accordance with the SEBI (SAST) Regulations and subject to the terms and conditions mentioned hereinafter. The Acquirer does not currently have any plans to change the composition of the Board of Directors of the Target Company

d) No person/individual is acting in concert with the Acquirer in this Open Offer. Due to the operation of regulation 2(1)(e)(2) of the Regulations, certain entities may be deemed to be persons acting in concert with the Acquirer. However, such persons are not acting in concert with the Acquirer for the purpose of this Open Offer.

e) Singfuel entered into a Share Purchase Agreement (the **"SPA"**) on December 14, 2009 with the Chandran Family Trust, whereby the Chandran Family Trust agreed to offer and sell shares of Chemoil to Singfuel and Singfuel agreed to purchase these shares from the Chandran Family Trust, on the terms and subject to the conditions set out in the SPA. Chemoil was incorporated in Hong Kong on 9 October 1987 and has its registered office at Suites 4301- 5, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (Tel. No. 852-2598 5234, Fax No. 852-2598 7500). The shares of Chemoil are listed on the Main Board of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") since December 14, 2006.

f) Under the SPA, Singfuel (referred to as the "**Purchaser**" in the SPA) agreed to purchase 656,748,194 Shares, forming approximately 50.81% of the issued and fully paid up share capital of Chemoil from the Chandran Family Trust (referred to as the "**Seller**" in the SPA) at a purchase consideration payable in cash of USD 0.3552 per share amounting to an aggregate purchase consideration of approximately USD 233.28 million. Kemoil is the wholly owned subsidiary of Chemoil. The Equity Shares owned by Kemoil in Target Company were valued by Singfuel at Rs. 23.36 per share in the SPA for the purpose of arriving at a valuation for the shares of Chemoil acquired pursuant to the SPA. The SPA further provides that the directors of Chemoil who are beneficiaries or trustees of, or otherwise affiliated with the Seller will resign, such resignation to take effect on the date (the "**Effective Date**") of the posting of the circular required to be issued by the board of directors of Chemoil in response to the mandatory unconditional offer described in paragraph 3.1(h) below, and will be replaced, on the Effective Date, by persons nominated by the Purchaser (subject, in each case, to compliance with the applicable laws of Singapore and Hong Kong and the applicable rules of the SGX-ST).

g) On the same date i.e. December 14, 2009, in accordance with the Singapore Code on Take-overs and Mergers, DBS Bank Ltd. ("**DBS Bank**"), being the financial adviser to the Acquirer, for and on behalf of Singfuel announced a pre-conditional mandatory cash offer (the "**Pre-Conditional Singapore Offer Announcement**") in Singapore for all issued ordinary shares in the capital of Chemoil other than those ordinary shares already owned, controlled and agreed to be acquired by Singfuel and parties acting in concert with it. Singfuel was required to make a mandatory unconditional offer for all the issued ordinary shares in the capital of Chemoil (other than those ordinary shares already owned, controlled and agreed to be acquired by Singfuel and parties acting in concert with it), subject to the fulfillment of a condition (the "**Pre-Condition**"), which was the completion of the Global Acquisition in accordance with the terms and conditions of the SPA. A copy of the Pre-Conditional Singapore Offer Announcement is available on the website of SGX-ST at www.sgx.com.

h) The Pre-Condition was satisfied and, accordingly, the Global Acquisition was completed on February 26, 2010. Following the completion of the Global Acquisition, DBS Bank announced on February 26, 2010, for and on behalf of Singfuel, a mandatory unconditional cash offer pursuant to the requirements of the Singapore Code on Takeovers and Mergers for all the issued ordinary shares in the capital of Chemoil (other than those ordinary shares already owned, controlled and agreed to be acquired by Singfuel and parties acting in concert with it) (the "**Formal Singapore Offer Announcement**"). A copy of the Formal Singapore Offer Announcement dated February 26, 2010 is available on the website of SGX-ST at www.sgx.com.

3.2 Details of the proposed Offer

a) The Public Announcement dated February 26, 2010 was made in the following newspapers, in accordance with Regulations 14(4) and 15 of the SEBI (SAST) Regulations:

Publication	Language	Date published	Editions
The Free Press Journal	English	February 27, 2010	All Editions
Prathakal	Hindi	February 27, 2010	All Editions
Dinamani	Tamil	February 27, 2010	Chennai Edition
Navshakti	Marathi	February 27, 2010	Mumbai Edition

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

b) This Open Offer is being made by the Acquirer to the Public Shareholders of the Target Company to acquire 24,73,002 Equity Shares being 20% of the Voting Capital of the Target Company at a price of Rs. 45.03 per fully paid up Equity Share aggregating Rs.11,13,59,280.06 (Rupees Eleven Crores Thirteen Lacs Fifty-Nine Thousand Two Hundred and Eighty and Six paise only) (the "**Open Offer Size**"), payable in cash in accordance with the SEBI (SAST) Regulations and subject to the terms and conditions mentioned hereinafter and the terms and conditions set out in this Letter of Offer.

c) There are no partly paid up Equity Shares in the Target Company as on date.

d) This Open Offer is pursuant to the Global Acquisition resulting in an indirect acquisition of the Equity Shares of the Target Company by the Acquirer.

e) This is not a competitive bid. As of the date of this Letter of Offer, there has been no competitive bid.

f) This Open Offer is being made to all the registered and unregistered Public Shareholders of the Target Company and is not conditional on any minimum level of acceptance by the Public Shareholders of the Target Company.

g) The Acquirer may purchase additional Equity Shares of Calsoft from the open market or through negotiated purchases or otherwise, after the date of the PA and upto seven working days prior to the closure of the Open Offer in accordance with Regulation 20(7) and other applicable regulations of the SEBI (SAST) Regulations. 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 Shares of Calsoft are listed and to the Manager to the Offer in terms of Regulation 22(17) of the SEBI (SAST) Regulations.

h) The Equity Shares will be acquired by the Acquirer under the Offer, free from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends, bonuses and rights subsequently declared. Equity Shares that are subject to any charge, lien or encumbrance, any court order/any other attachment/dispute are liable to be rejected in the Offer. Applications in respect of Shares that are the subject matter of litigation wherein the Shareholders may be prohibited from transferring the Shares during the pendency of such litigation are liable to be rejected if the directions/orders permitting transfer of these Shares are not received together with the Shares tendered under the Offer. The tender by any Shareholder of any Shares in the Offer must be absolute, unconditional and unqualified.

i) As the Offer Price cannot be revised in the last seven working days prior to the date of closure of this Offer, it would, therefore, be in the interest of Shareholders to wait till the commencement of that period to know the final Offer Price and tender their acceptance accordingly. In case the Offer Price is revised, such revised price shall be payable to all Shareholders whose Shares have been validly tendered and accepted in the Offer. As on the date of the PA and this LoF, the Manager to the Offer, does not hold any Shares in the Target Company. In terms of regulation 24 (5A) of the Regulations, the Manager to the Offer shall not deal in the Shares of the Target Company during the period commencing from the date of its appointment till the expiry of the fifteen days from the date of closure of the Offer.

3.3. OBJECTS OF THE OFFER

a) As stated in paragraph 3.1 (a) above, as a result of the acquisition of 50.81% stake in Chemoil together with the acquisition of control in Chemoil, the Acquirer has acquired 66.04% of the fully paid up equity share capital of the Target Company through Chemoil's subsidiary, Kemoil, which in turn has resulted in an indirect substantial acquisition of Shares and voting rights and control in the Target Company by the Acquirer. Accordingly, this Open Offer is being made pursuant to Regulations 10 and 12 of the SEBI (SAST) Regulations.

b) It must also be noted that as of the date, the Acquirer has not acquired any Equity Shares in the Target Company directly or indirectly except under the SPA stated above.

c) Other than the above and in order to comply with the provisions of the SEBI (SAST) Regulations, the Acquirer does not have any specific reasons for the Open Offer.

d) The Acquirer has not finalized any specific future plan for the Target Company as on date.

e) The Acquirer does not presently have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company and/or except with the prior approval of the shareholders of the Target Company.

f) The Acquirer undertakes that other than in the ordinary course of business, it shall not sell, dispose off or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company.

4. BACKGROUND OF THE ACQUIRER

4.1 Singfuel Investment Pte. Ltd. ("Singfuel"/the "Acquirer")

a) The Acquirer is a private limited company incorporated in Singapore under the Companies Act (Cap 50) on August 30, 2007 as Singcopper NT Pte. Ltd. The company's name was changed to Singfuel Investment Pte. Ltd. with effect from August 14, 2009.

b) The registered office of Singfuel is located at 1 Temasek Avenue, #34-01 Millenia Tower, Singapore 039192 (Tel. No. + 65 6415 7600, Fax No. + 65 6235 1555).

c) The principal activity of the Acquirer is that of an investment holding company.

d) Singfuel is an indirect wholly-owned subsidiary of Glencore International AG. The Glencore group of companies (the "**Glencore Group**") is the suppliers of commodities and raw materials to industrial consumers. The Glencore Group, founded in 1974, is a privately held group owned by its management and employees headquartered in Baar, Switzerland.

e) As on date, the issued and paid up share capital of Singfuel consists of 465,000,001 shares of USD 1 nominal value each aggregating to USD 465,000,001 (Rs.214,969.50 Lacs). As on date, Glencore Asian Holdings Pte. Ltd. holds the entire paid-up equity capital of the Acquirer.

f) There are no partly paid-up shares in Singfuel.

g) Shareholding Pattern of Singfuel as on date is as follows:

	Shareholder's Category	**Total number of shares**	**% Shareholding**
1	Promoters	465,000,001	100.00
2	FII/Mutual Funds/FIs/Banks	NIL	NIL
3	Public	NIL	NIL
	Total Paid up Capital	**465,000,001**	**100.00**

h) The shares of Singfuel are not listed on any stock exchange.

i) The provisions of Chapter II of SEBI (SAST) Regulations are not applicable to Singfuel as it does not directly hold any Shares in the Target Company.

j) None of the directors of Singfuel are on the board of the Target Company.

k) None of the directors of Singfuel has acquired any Shares of the Target Company during the 12 months prior to the date of the PA and from the date of PA till the date of this Letter of Offer.

l) The details of the board of directors of Singfuel as on date are as below:

Sr. No.	Name of Director	Designation and date of appointment	Qualification and Experience	Residential Address
1	Mr. Alexander Frank Beard	Director , September 25, 2009	MA (Hons) in Biochemistry from Christ Church College, Oxford. He joined the Glencore group in the year 1995. He has an experience of more than 19 years.	2 Pembridge Place London, W2 4XB
2	Mr. Mark Jonathan Catton	Director , August 30, 2007	Electrical & Electronic Engineering, B Eng (Hon) from Nottingham University, U.K. He joined the Glencore group in the year 1993 and has total work experience of more than 20 years.	45 Faber Park Faber Hills Singapore 129123
3	Mr. Usmanto Njo	Director , August 07, 2009	Graduate from Indonesia Institute for Management Development, Jakarta, Indonesia. Master in Business Administration. Graduated from Parahyangan Catholic University, Bandung, Indonesia, Civil Engineer. He joined the Glencore group in the year 1997 and has total work experience of more than 22 years.	158 Haig Road #17-03 Haig Court Singapore 438794

m) The Acquirer has not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of SEBI Act or under any other regulation.

n) Selected financial data from Singfuel 's audited financial statements is provided below:

Profit & Loss Statement	For the financial year ending December 31, 2009		For the period from August 30, 2007 to December 31, 2008	
	Audited		Audited	
	USD	INR (in Lacs)	USD	INR
Income from Operations	65,521	30.29	-	-
Other Income	-	-		-
Gross Income	**65,521**	**30.29**	**-**	-
Total Expenditure (excluding Depreciation and Interest)	44,715	20.67	-	-
Profit Before Depreciation, Interest and Tax	20,806	9.62	-	-
Depreciation		-		-
Interest	-	-	-	-
Profit Before Tax	20,806	9.62	-	-
Provision for tax	-	-	-	-
Profit/ (Loss) after Income Tax	20,806	9.62	-	-

Balance Sheet Statement	For the financial year ending December 31, 2009		For the period from August 30, 2007 to December 31, 2008	
	Audited		Audited	
	USD	INR (in Lacs)	USD	INR
Sources of Funds				
Paid-up Capital:				
Equity Share Capital	465,000,001	214,969.50	1	46.23
Reserves and Surplus (excluding revaluation reserves)	20,806	9.62	-	-
Shareholders' Funds	**465,020,807**	214,979.12	**1**	46.23
Advances from utlimate Holding company	23,819,229	11,011.63	-	-
Other Payables	28,500	13.18	-	-
Total	**488,868,536**	226,003.92	**1**	46.23
Uses of funds				
Current Assets	465,069,307	215,001.54	1	46.23
Non-current Assets	23,799,229	11,002.38	-	-
Total	**488,868,536**	226,003.92	**1**	46.23

Other Financial Data	For the financial year ending December 31, 2009		For the period from August 30, 2007 to December 31, 2008	
	Audited		Audited	
	USD	INR (in lacs)	USD	INR
Dividend (%) *(including Interim Dividend)*	-	-		-
Networth*	465,020,807	214,979.12	1	46.23
Earnings per share#	-	-	-	-
Book Value per share **	1.00	0.00	1	46.23
Return on Net worth (%)#	-	-	-	-

** Networth=(Paid-up Share Capital + Reserves and Surplus (excluding Revaluation Reserves) – Profit and Loss balance appearing on Asset side of Balance Sheet - Miscellaneous expenses not written off).*

*** Book Value per share= Networth/no. of outstanding fully paid-up equity shares and is negligible in rupee terms.*

#The Earnings per Share and return on networth are negligible

Source: Annual Report of the year 2009 and for the period from August 30, 2007 to December 31, 2008.

o) As indicated in the Annual Report of Singfuel for the period ended December 31, 2009, there are no contingent liabilities.

p) **Reason for rise/fall in income and profitability:**

- ***Year ended December 31, 2009 compared to the year ended December 31, 2008***

Singfuel's revenue for the year ended 31 December 2009 comprises interest earned on the USD 465 million loan to a related company. Interest on loan is charged at the rate of 3 month USD LIBOR. The loan is repayable on demand. There were no other sources of revenue during the year. The profitability for FY 2009 has been arrived at after deducting the expenses incurred by the Singfuel during the year.

q) **Significant Accounting policies of Singfuel as mentioned in the financial statements for 12 months period ending on December 31, 2009:**

a) BASIS OF ACCOUNTING - The financial statements have been prepared in accordance with the historical cost basis, except for the revaluation of certain financial instruments, and are drawn up in accordance with the provisions of the Singapore Companies Act and Singapore Financial Reporting Standards ("FRS").

b) ADOPTION OF NEW AND REVISED STANDARDS - In the current financial year, the company has adopted all the new and revised FRSs and Interpretations of FRS ("INT FRS") that are relevant to its operations and effective for annual periods beginning on or after January 1, 2009. The adoption of these new/revised FRSs and INT FRSs does not result in changes to the company's accounting policies and has no material effect on the amounts reported for the current or prior years, except as disclosed below.

(i) FRS 1 - Presentation of Financial Statements (Revised)

FRS 1 has resulted in changes to the basis of presentation and structure of the financial statements, specifically on the following main areas:

a) The previous version of FRS 1 used the titles "balance sheet", "profit and loss statement" and "cash flow statement" to describe three of the primary statements within the financial statements. With the adoption of FRS 1 (Revised), the company now uses the titles "statement of financial position", "statement of comprehensive income", and statement of cash flows" respectively for those statements.

b) FRS 1 (Revised) requires all changes in equity arising from transactions with owners in their capacity as owners to be presented separately from non-owners changes in equity. The company is not permitted to present components of non-owner changes in equity in me statement of changes in equity.

c) For non-owner changes in equity, the company presents components of income and expenses in the statement of comprehensive income, separate from owner changes in equity.

d) In addition, the company is required to include restated statements of financial position as at the beginning of the earliest comparative period whenever the company retrospectively applies an accounting policy or makes a retrospective restatement of items in the financial statements, or when there is a rectification of items in the financial statements.

At the date of authorisation of these financial statements, the management anticipates that the adoption of the other FRSs, INT FRSs and amendments to FRS that were issued but effective only in future periods will not have a material impact on the financial statements of the company in the period of their initial adoption, except as follows:

FRS 27 (Revised) Consolidated and Separate Financial Statements and FRS 103 (Revised) Business Combinations

FRS 27 (Revised) is effective for annual periods beginning on or after July 1, 2009. FRS 103 (Revised) is effective for business combinations for which the acquisition date is OE or after the beginning of the first annual reporting period beginning on or after July 1, 2009. Apart from matters of presentation, the principal amendments to FRS 27 that will impact the group concern the accounting treatment for transactions that result in changes in a parent's interest in a subsidiary. It is likely that these amendments will significantly affect the accounting for such transactions in future accounting periods, but the extent of such impact will depend on the detail of the transactions, which cannot be anticipated. The changes will be adopted prospectively for transactions after me date of adoption of the revised Standard and, therefore, no restatements will be required in respect of transactions prior to the date of adoption. Similarly, FRS 103 is concerned with accounting for business combination transactions. The changes to the Standard are significant, but their impact can only be determined once the detail of future business combination transaction is known. The amendments to FRS 103 will be adopted prospectively for transactions after the date of adoption of the revised Standard and, therefore, no restatements will be required in respect of transactions prior to the date of adoption."

c) FINANCIAL INSTRUMENTS - Financial assets and financial liabilities are recognised on the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees on points paid or received that form an integral part of the effective interest rate, transactions costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period. Income and expense is recognised on an effective interest rate basis for debt instruments.

Cash and bank balances

These comprise bank balances and are subject to an insignificant risk of changes in value.

Loans to a related company

Loans to a related company that have fixed or determinable payments which are not quoted in an active market are classified as "loans and receivables". Loans and receivables are measured at amortised cost using the effective interest method less impairment losses. Interest is recognised by applying the effective interest rate method, except for short-term balances when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted. Objective evidence of impairment could include:

® significant financial difficulty of the issuer or counterparty; or
® default or delinquency in interest or principal payments; or
® it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of receivables where the carrying amount is reduced through the use of an allowance account. *When* a receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Derecognition of financial assets

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the company retains substantially all the risks and rewards of ownership of a transferred financial asset, the company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the company are classified according to the substance of the contractual arrangements entered into and me definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method, with interest expense recognised on an effective yield basis,

Derecognition of financial liabilities

The company derecognises financial liabilities when, and only when, the company's obligations are discharged, cancelled or they expire.

d) IMPAIRMENT OF NON-FINANCIAL ASSETS - At the end of each reporting period, the company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss {if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cashflows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the profit or loss, unless the relevant asset is carried at a revalued amount, in which the impairment loss is treated as a revaluation decrease.

Where an Impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

e) PROVISIONS - Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

f) REVENUE RECOGNITION - Revenue is measured at the fair value of the consideration received or receivable.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

g) FOREIGN CURRENCY TRANSACTIONS - The financial statements of the company are measured and presented in the currency of the primary economic environment in which it operates (its functional currency). The management has determined the functional currency of the company to be the United States dollars.

Transactions in currencies other than the company's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of each reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised in other comprehensive income.

h) INCOME TAX - Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from the profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items mat are not taxable or lax deductible. The company's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognised on the differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on tax rates (and tax laws) that have been enacted or substantively enacted by fee end of the reporting period.

Current and deferred tax rate are recognised as an expense or income in the profit or loss, except when it relates to items charged or credited outside of profit or loss (either in other comprehensive income or directly in equity), to which case the deferred tax is also recognised outside of profit or loss (either in other comprehensive income or directly in equity, respectively).

r) The Acquirer has not promoted any company in India.

5. DISCLOSURE IN TERMS OF REGULATION 21(2)

As per Clause 40A of the listing agreement with the Stock Exchanges as amended from time to time ("**Listing Agreement**"), the Target Company is required to maintain at least 25% public shareholding on a continuous basis. In the event that the acquisition made in pursuance to the Offer results in the public shareholding of the Target Company falling below such minimum level, the Acquirer undertakes to take necessary steps to facilitate compliance of the Target Company with the relevant provisions of Clause 40A of the Listing Agreement, within the time period mentioned therein.

The Acquirer does not presently intend to delist the Shares of the Target Company from the stock exchanges in the next three years. However, any future action for delisting of the Shares of the Target

Company in the coming three years and thereafter shall be subject to the decision of the Board of Directors of the Target Company as well as the Shareholders of the Target Company and subject to compliance with the applicable laws and regulations

6. INFORMATION ABOUT THE TARGET COMPANY

a) The Target Company was incorporated under the Companies Act, 1956 on February 6, 1992 in the name of California Software Company Limited as a public limited company. The Company commenced business operations w.e.f. October 19, 1992.

b) The registered and corporate office of Calsoft is located at Robert V Chandran Tower, 7th Floor, 149 Tambaram Velachery Main Road, Pallikaranai, Chennai 600100. (Tel. No. +91-44-42829000-5, Fax No. +91-44-42829012).

c) As per the shareholding pattern filed with the stock exchanges for the quarter ending December 31, 2009, Kemoil is the Promoter and owns 81,66,208 Equity Shares representing 66.04% of the paid up equity share capital of the Target Company. Kemoil is promoted by Chemoil and is a company incorporated and registered under the Companies Ordinance on April 12, 1983 in Hongkong.

d) Kemoil acquired sole control over the affairs of Calsoft since Mr. S. Santhosh, the erstwhile promoter of Calsoft, had entered into a Shareholders' Agreement dated August 17, 2007 with Kemoil for setting out the respective roles with regard to the management and functioning of Calsoft. The Shareholders' Agreement, inter alia, conferred on Kemoil, the right to induct directors on the board of Calsoft and acquire control resulting in a change of control of Calsoft in pursuance of Regulations 12 of the SEBI (SAST) Regulations. Also, in terms of the said agreement Kemoil became the sole promoter of the Target Company and Mr. S. Santhosh's shareholding was classified in the public category. However, Mr. S. Santhosh continues as the Managing Director of Calsoft and operates and manages the affairs of the Target Company under the supervision of its board of directors in professional capacity.

e) Pursuant to the aforesaid Shareholder's Agreement, Kemoil had made an open offer to the shareholders of the Target Company which commenced on Friday, May 09, 2008 to acquire 24,73,002 Equity Shares representing 20% of the total share capital of the Target Company at an price of Rs.100 per share. The pre-offer shareholding of Kemoil in the Target Company was 58,98963 Equity Shares. Kemoil acquired 22,67,245 Equity Shares representing 18.34% of the total share capital and accordingly the post open offer holding of Kemoil was 81,66,208 equity shares representing 66.04% of the paid up equity share capital of the Target Company.

f) The Target Company is a global outsourced product engineering and enterprise solutions company. Calsoft has three business divisions, namely Calsoft labs, enterprise solutions and strategic investments. The Target Company employs over 1000 employees in 12 locations worldwide. Calsoft has development centers in Bangalore and Chennai (in India) and Boston, and Fremont (in USA). Outside the USA, the Target Company has marketing offices in Copenhagen, Dubai, London, Hong Kong, Singapore, and India.

g) The Equity Shares of the Target Company are listed on BSE (with effect from December 4, 2004) and on NSE (with effect from June 28, 2000). The Equity Shares were delisted from Bangalore Stock Exchange w.e.f. February 14, 2005, from the Stock Exchange –Ahmedabad w.e.f. February 8, 2005, from the Cochin Stock Exchange Limited w.e.f. October 8, 2005, and from the Madras Stock Exchange Limited w.e.f. September 21, 2005.

h) The Target Company has an authorized share capital of Rs. 15,00,00,000 comprising 1,50,00,000 Equity Shares of Rs. 10 each.

i) As on date, the issued, subscribed and the paid up share capital of the Target Company is Rs. 12,36,50,060 comprising 1,23,65,006 Equity Shares of Rs. 10 each. The share capital structure of Calsoft is as follows:

Paid-up Equity Shares of the Target Company	**No. of Shares**	**% of Shares**
Fully paid up Shares	1,23,65,006	**100%**
Add: Partly paid up Shares	-	-
Total paid up Shares	1,23,65,006	**100%**
Total Voting Rights	1,23,65,006	**100%**

j) Pursuant to the scheme of amalgamation between the Target Company and its wholly owned Subsidiary, Webspectrum Software Limited, as approved by the Board of Directors of the Company at their meeting held on January 23, 2007 and as sanctioned by the Honorable High Court of Judicature at, Madras vide its order dated February 19, 2008, the undertaking of Webspectrum Software Limited stood transferred to and vested in the Company on and from April 1, 2006. No shares were issued to the shareholders of Webspectrum Software Limited since it was a wholly owned subsidiary of Calsoft.

k) Current capital structure of Calsoft since inception and the disclosure status of compliance with applicable provisions of SEBI (SAST) Regulations/other applicable regulations under the SEBI Act, 1992 and other statutory requirements as applicable:

Date of Allotment	Number of Shares issued	Cumulative paid up capital	% of Shares issued in aggregate (on date of allotment)	Mode of allotment	Identity of allottees (promoters, ex-promoter, others)	Status of compliance with SEBI (SAST) Regulations
29.12.1992	430,000	430,000	100.00	Issued for cash	Promoter Group	Not Applicable
12.01.1994	20,000	450,000	4.44	Issued for cash	Promoters and others	Not Applicable
19.07.1994	54,327	504,327	10.77	Issued for cash	Promoters and others	Not Applicable
06.10.1994	102,047	606,374	16.83	Issued for cash	Promoter Group	Not Applicable
06.10.1994	72,492	678,866	10.68	Issued for consideration for equipments imported	Non Promoters	Not Applicable
01.04.1995	252,164	931,030	27.08	Issued under Rights Issue	Existing shareholders	Not Applicable
01.04.1995	29,976	961,006	3.12	Issued for cash	Employees	Not Applicable
01.07.1995	24	961,030	0.00	Issued for cash	Employees	Not Applicable
01.07.1995	87,269	1,048,299	8.32	Issued under Rights Issue	Existing shareholders	Not Applicable
01.07.1995	25,168	1,073,467	2.34	Issued for cash	Promoter Group	Not Applicable
06.11.1995	474,832	1,548,299	30.67	Issued for cash	Non- Promoters	Not Applicable
24.04.1996	1,706,800	3,255,099	52.43	Issued under Public Issue	Initial Public Offer	Not Applicable
29.11.1999	1,505,989	4,761,088	31.63	Issued on preferential basis	Promoter Group, employees and others	Complied with
18.04.2005	160,000	4,921,088	3.25	Issued on preferential basis	Non Promoters	Complied with
16.06.2006	3,444,762	8,365,850	41.18	Issued under Rights Issue	Existing shareholders	Not applicable since exempt
23.01.2007	555,556	8,921,406	6.23	Issued on preferential basis	Non Promoters	Complied with
30.03.2007	125,000	9,046,406	1.38	Issued pursuant to conversion of FCDs	Non Promoters	Complied with
17.08.2007	193,600	9,240,006	2.10	Issued on preferential basis	Non Promoters	Complied with
17.08.2007	2,200,000	11,440,006	19.23	Issued on preferential basis	Kemoil	Complied with
17.08.2007	925,000	12,365,006	7.48	Issued pursuant to conversion of FCDs	Kemoil	Complied with

All applicable laws, rules and regulations have been complied with by the Target Company for the above allotments as per the declarations given by the Target Company

l) There are no outstanding convertible instruments as on the date of this Letter of Offer. The Target Company does not have any partly paid-up Shares.

m) Calsoft has complied with all the provisions of the listing agreements entered into with the BSE and NSE where its Shares are currently listed and no actions, penal or otherwise, have been initiated by these Stock Exchanges against the Company. There has been no suspension of trading of the Shares in any of these Stock Exchanges.

n) As confirmed and certified by the Target Company, Calsoft, its promoters, and major shareholders have complied with the applicable provisions of the SEBI (SAST) Regulations save and except to the extent as mentioned below:

Name of the entity	**Category**	**Details of non-compliance**	**Remarks**
California Software Company Limited	Target Company	228 days delay in disclosure of shareholding to the stock exchange under regulation 8(3) for the year 2007	Calsoft made the consent application to SEBI vide its letter March 05, 2008. Accordingly, SEBI passed a consent order No. CO/CFD/558/195/2009 dated March 31, 2009
		84 days delay in disclosure of shareholding to the stock exchange as on the record date (22.08.2007) under regulation 8(3)	
Kemoil Limited	Promoter	Acquired 2,92,000 equity shares representing 8.97% of the paid-up equity capital on account of re-issue of forfeited shares and triggered open offer under reg 11(1) of the SEBI (SAST) Regulations and failed to make the open offer.	Kemoil Limited made the consent application to SEBI vide its letter March 05, 2008. Accordingly, SEBI passed a consent order No. CO/CFD-DCR/559/174/2009 dated February 19, 2009
		2 days delay in intimation of sale of shares in the open market under regulation 7(1A) of SEBI (SAST) Regulations	
		5 days delay in intimation of sale of shares in the open market under regulation 7(1A) of SEBI (SAST) Regulations	

SEBI will initiate necessary action for delay in compliance with regulation 7(1A) of the SEBI (SAST) Regulations.

o) The details of the board of directors of Calsoft as on the date of this LoF are as below:

Sr. No.	Name of Director and DIN	Designation and date of appointment as Director	Qualification and Experience	Residential Address
1	Mr. Clyde Michael Bandy DIN-02047440	Chairman, February 08, 2008	Aged 61, Clyde Michael Bandy had been appointed as Lead Independent Director in CEL on August 31, 2006 and was appointed as Chairman & CEO of CEL in January 2008. He holds B.S. Engineering from Texas A&M University, an MBA from the University of New Mexico, and an Executive Program certificate from the University of Michigan. He has an experience of more than 35 years in energy industry.	3802, Emerald Lake Drive, Missouri City, Texas 77459
2	Mr. S. Santhosh DIN-00422809	Managing Director, February 06, 1992	Aged 47, S. (Sam) Santhosh is a graduate in Mechanical Engineering and a Post-graduate in Management from IIM, Calcutta. He has close to two decades of experience in the IT industry.	5510, Calico lane, Pleasanthon, CA 94566, USA
3	Dr. P. J. George DIN-00334799	Non Executive Independent Director, December 29, 1992	Aged 78 years, he is a Doctorate in Mechanical Engineering. He has over 38 years of teaching and research experience.	Perakkattu House, Poovathode P.O. (Via), Bharananganam, Kerala
4	Mr. Dan George Peterson DIN-00659097	Executive Director (CEO of informed Decisions Corporate INC, step down subsidiary of Calsoft), August 25, 2006	Aged 64, Dan George Peterson holds a Bachelor's degree in Computer Science from the University of California, Berkley. He is a management professional with over 40 years of work experience, most of which is in the Information Technology Industry	673, TAM PTC O DR Walnut Creek, California, USA
5	Mr. Jerome Lazatin Lorenzo DIN-02790551	Non Executive Independent Director, October 29, 2009	Mr. Jerome Lorenzo is the Chief Financial Officer of the Chemoil Group and has held this post since 2006. During the course of	719, Mountbatten Road, Singapore, 437739

			his career he has helmed various positions within the Chemoil Group, including General Manager of Chemoil subsidiary Berkshire Energy Ltd from 2002 to 2006, Director of Chemoil Europe BV from 2000 to 2002, Head of Finance of Chemoil Corporation from 1998 to 2000, and Treasurer of Chemoil Corporation from 1997 to 1998. Mr. Lorenzo received his BS degree in Finance and Real Estate from California State University of Northridge and his Master of Business Management degree from the Asian Institute of Management	
6	Mr. Santhanakrishnan Sankaran DIN-00032049	Non Executive Independent Director, August 28, 2009	Aged 58 years, Mr Santhanakrishnan has a Degree in Law and is a Fellow Member of the Institute of Chartered Accountants of India. He has 32 years of experience in providing Business Strategies and Consulting. He is a Specialist in Accounting Standards, Corporate Laws and Information Technology. He is presently the director of a Bank, Insurance company and Trusteeship company. Founded the firm, M/s. PKF Sridhar & Santhanam in the year 1977 and developed it into its present size of 15 partners and about 400 resources with offices in Chennai, Mumbai, Bangalore, New Delhi and Hyderabad and work spread across the globe. Has been awarded the "Professional Excellence Award" by the Chennai HR Forum	24, Unnamalai Ammal Street, T.Nagar, Chennai-600017

p) Based on the audited consolidated financial statements prepared in accordance with the guidelines issued by the Institute of Chartered Accountants of India ("ICAI") for the last 3 (three) years ended March 31, 2007, 2008 and 2009 and the unaudited financial statement for the nine months period ended December 31, 2009 together with the limited review conducted by statutory auditors of Calsoft, the financial highlights of Calsoft is as follows:

Profit & Loss Statement	**Year Ending March 31, 2009 (Audited)**	**Year Ending March 31, 2008 (Audited)**	**Year Ending March 31, 2007 (Audited)**
	INR (in lacs)	**INR (in lacs)**	**INR (in lacs)**
Income from Operations (including subsidy)	25,865.20	23,457.08	16,469.10
Other Income	1,004.51	425.45	159.13
Stock Differential/Work-in-progress	(2.10)	(243.69)	266.25
Gross Income	26,867.61	23,638.84	16,894.48
Total Expenditure (excluding Depreciation and Interest)	27,359.91	21,023.68	15,182.18
Profit Before Depreciation, Interest and Tax	(492.30)	2,615.16	1,712.30
Depreciation	981.06	385.72	255.36
Interest	834.56	144.91	153.06
Other Adjustments	201.33	(35.84)	405.75
Profit Before Tax	(2,509.25)	2,120.37	898.13
Provision for tax	235.68	573.33	101.36
(Loss)/Profit after Income Tax	**(2,273.57)**	**1,547.04**	**796.77**

Balance Sheet Statement	**As at March 31, 2009 (Audited)**	**As at March 31, 2008 (Audited)**	**As at March 31, 2007 (Audited)**
	INR (in lacs)	**INR (in lacs)**	**INR (in lacs)**
Sources of Funds			
Paid-up Share Capital	1,236.50	1,236.50	904.64
Reserves and Surplus (excluding revaluation reserves)	7,104.41	9,145.87	5,547.65
Net Worth	8,340.91	10,382.37	6,452.29
Revaluation Reserve			
Minority Interest	261.58	499.39	606.31
Secured Loans	9,148.56	6,947.72	1,278.81
Unsecured Loans	128.74	375.77	1,087.00

Deferred Tax Liability	258.94	129.71	36.46
Total	**18,138.73**	**18,334.96**	**9,460.87**
Uses of funds			
Net Fixed Assets	14,218.90	4,506.67	2,142.91
Capital Work-in-progress	109.94	6,660.20	-
Investments	143.32	347.17	336.37
Deferred Tax Asset	688.86	55.92	101.64
Net Current Assets	2,975.98	6,763.40	6,528.65
Miscellaneous expenses not written-off	1.73	1.60	351.30
Total	**18,138.73**	**18,334.96**	**9,460.87**

Other Financial Data	**Year Ending March 31, 2009 (Audited)**	**Year Ending March 31, 2008 (Audited)**	**Year Ending March 31, 2007 (Audited)**
	INR (in lacs)	**INR (in lacs)**	**INR (in lacs)**
Dividend (% of Face Value)	NIL	10.00	7.50
Earnings per share (in unit currency):Basic ***	-	13.94	10.29
Earnings per share (in unit currency): Diluted***	-	13.94	9.74
Adjusted Net Worth*	8,339.18	10,380.77	6,100.99
Book Value per share (in unit currency) **	67.46	83.97	71.32
Return on Net worth (%) #	-	14.90	13.06

** Adjusted Networth=(Paid-up Share Capital + Reserves and Surplus (excluding Revaluation Reserves) – Profit and Loss balance appearing on Asset side of Balance Sheet - Miscellaneous expenses not written off).*

*** Book Value per share= Networth/no. of outstanding fully-paid up equity shares.*

****Earnings per Share = Profit/Loss after Tax/ no. of outstanding fully-paid up equity shares.*

 # Return on Networth= Profit after Tax/Adjusted Networth

Source: Annual Reports of Calsoft for the financial year ended March 31, 2009, March 31, 2008 March 31, 2009 and limited review for the nine months period ended December 31, 2009

Unaudited Financial Statements (the statutory auditors of Calsoft have conducted a limited review) for the nine months ended December 31, 2009 is as under:

Profit & Loss Statement	**For nine months period ended December 31, 2009**
	INR (in lacs)
Income from Operations (including subsidy)	15,486.00
Other Income (including gains on disposal of Investment)	4,158.00
Stock Differential/Work-in-progress	0.00
Gross Income	19,644.00
Total Expenditure (excluding Depreciation and Interest)	14,185.00
Profit Before Depreciation, Interest and Tax	5,459.00
Depreciation	935.00
Interest	893.00
Other Adjustments	(33.00)
Profit Before Tax	3,664.00
Provision for tax	209.00
(Loss)/Profit after Income Tax	**3,455.00**

q) **Contingent Liabilities**

	Year Ending March 31, 2009 (Audited)	**Year Ending March 31, 2008 (Audited)**	**Year Ending March 31, 2007 (Audited)**
	INR (in lacs)	**INR (in lacs)**	**INR (in lacs)**
Guarantees given on behalf of other companies	2312.25	829.60	938.03
Claims against the Target Company not acknowledge as debts	149.01	149.01	324.12
Amount payable to Inatech Infosolutions Pvt. Ltd. shareholders towards preference shares	544.30	Nil	Nil

r) **Reason for rise/fall in income and profitability:**

- ***Year ended March 31, 2009 compared to the year ended March 31, 2008***

The total consolidated revenues registered an increase of about 14% compared to previous year – reaching a figure of Rs.26867.61 Lacs in FY 2009 as compared to Rs.23638.84 Lacs in previous year. The improvement was on account of enhanced business from existing companies and also due to exchange fluctuations. The income figures reported in FY 2009 include revenues of subsidiaries acquired in 2008-09 for the full year –while they were included only for a part of the year in the previous year. The increase in other income is on account of receipt of interest, transaction and translation gains on depreciation of rupee and rental income on account of sublet of premises at RVC Tower and Tidel Park.

The Net Loss for the FY 2009 was Rs.2273.57 Lacs as against Net Profit of Rs.1547.04 Lacs in the previous year. The primary reasons for decrease in the PAT is due to

a) Reduction in gross margin by 6% due in most part to higher employee costs.

b) Increase in general and administrative expenses by 5.9% due to provisioning for certain carrying value of receivables and notes and loss on sale of certain interiors and assets.

c) Increase in selling expenses by 0.8%

d) Increase in interest costs by 2.5% due to increased borrowings to finance Pallikaranai property.

e) Increase in depreciation and amortization by 2.1% due to higher depreciation rates on computers, depreciation for new additions and accelerated amortization on certain proprietary software.

f) Increase in extraordinary charges by 1.63% due to loss on divestment of a subsidiary and impairment of certain corporate investments.

- ***Year ended March 31, 2008 compared to the year ended March 31, 2007***

The total consolidated revenues registered an increase of about 40% compared to previous year – reaching a figure of Rs. 23638.84 Lacs in FY 2008 compared Rs.16894.48 Lacs in previous year. The improvement was on account of acquisitions as well as enhanced business from existing companies. The income figures reported in 2008 include revenues of subsidiaries acquired in 2007-08 for the full year –while they were included only for a part of the year in previous year.

The increase in other income is due to interest income on bank deposits, gain on dilution of shareholding in Codex Ltd from 90% to 66.6%, interest income earned in US from short term loans extended to a company which was previously a subsidiary of Calsoft.

The net profit after tax for the year 2008 was Rs. 1547.04 Lacs increased by 94.10 % over previous year and 1.82% in margin terms (previous year Rs.796.77 Lacs and 4.72 % of total revenues). Profits and margins improved on account of (i)-increased revenues (ii)- better margin realizations on existing as well as acquired companies (iii)-effective cost control measures.

s) **The pre and post Offer shareholding pattern of Calsoft as on February 26, 2010 is as follows:**

Shareholders' category	Shareholding and voting rights prior to the Open Offer (as at February 26, 2010)		Shares/voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in the Open Offer (assuming full acceptances)		Shares/voting rights after the Acquisition Open Offer (assuming full acceptances)	
	No.	%	No.	%	No.	%	No.	%
1 Promoters								
a) Parties to agreement, if any	-	-	-	-	-	-	-	-
b) Promoters other than (a) above	8,166,208	66.04	-	-	-	-	8,166,208	66.04
Sub-total	**8,166,208**	**66.04**					**8,166,208**	**66.04**
2. Acquirer								
Singfuel *	-	-	-	-	2,473,002	20.00	2,473,002	20.00
3. Parties to the agreement other than 1 (a) and 2	-	-	-	-	-	-	-	-
4 Public (Other than parties to the agreement, Acquirer)			-	-	(2,473,002)	(20.00)	1,725,796	13.96
(a) Mutual Funds and UTI	300	0.00	-	-				
(b) Financial Institutions/ Banks	-	-						
(c) Insurance Companies	-	-	-	-				
(d) Foreign Institutional Investors	3,230	0.03	-	-				
(e) Bodies Corporate	339,873	2.75	-	-				
(f)Individuals	3,841,950	31.07	-	-				
(g) Any Others:	-	-	-	-				
(g) (i) Trusts	-	-	-	-				
(g) (ii) Overseas Corporate Bodies/NRIs	-	-	-	-				
(g) (iii) Clearing Members	13,445	0.11						
(h) Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-				
Sub - total 4 [(a) to (h)]	**4,198,798**	**33.96**	-	-				
Grand total	**12,365,006**	**100.00**	-	-	**-**	**-**	**12,365,006**	**100.00**

*Pursuant to the Open Offer, the Target Company will be in joint control of the Acquirer and the existing promoter

As on February 26, 2010, there are 3084 public shareholders in the Target Company.

t) As per the information provided and certified by Calsoft, the details of the change in shareholding of the Promoters as and when it happened in the Target Company and the status of compliance with the applicable provisions of the SEBI (SAST) Regulations/other applicable regulations under the SEBI Act, 1992 and other statutory requirements, as applicable, appear as under:

Date of transaction (allotment / purchase / transfer)	Transaction	Number of Shares Acquired / (Sold)	Paid up Capital post -allotment	Acquisiton as % of Paid up Share Capital	Cumulative holding	% Cumulative holding	Compliance with SAST
6-Oct-94	Allotment	174,539	678,866	25.71%	174,539	25.71%	Not Applicable
1-Jul-95	Allotment	112,437	1,073,467	10.47%	286,976	26.73%	Not Applicable
6-Nov-95	Allotment	474,832	1,548,299	30.67%	761,808	49.20%	Not Applicable
24-Apr-96	Public Issue	19,800	3,255,099	0.61%	781,608	24.01%	Not Applicable
20-Sep-97	Re-Issue of forfeited shares	292,000	3,255,099	8.97%	1,073,608	32.98%	Trigerred Reg 11 but consent order filed
29-Nov-99	Preferential Allotment	267,948	4,761,088	5.63%	1,341,556	28.18%	Complied with
15-May-01	Market Purchase	75,000	4,761,088	1.58%	1,416,556	29.75%	Complied with
23-Aug-02	Market Purchase	400,000	4,761,088	8.40%	1,816,556	38.15%	Complied with
20-Aug-04	Market Purchase	123,927	4,761,088	2.60%	1,940,483	40.76%	Complied with
5-Sep-05	Market Sale	(200,000)	4,921,406	-4.06%	1,740,483	35.37%	Complied with
16-Sep-05	Market Sale	(270,000)	4,921,406	-5.49%	1,470,483	29.88%	Complied with**
3-Jan-06	Market Sale	(100,000)	4,921,406	-2.03%	1,370,483	27.85%	Complied with**
16-Jun-06	Rights Issue allotment	1,278,480	9,046,406	14.13%	2,648,963	29.28%	Not applicable since exempt
28-Jul-07	Acquired pursuant to the Securities Purchase Agreement from Andorra	125,000	9,240,006	1.35%	2,773,963	30.02%	Complied with
17-Aug-07	Preferential Allotment	2,200,000	11,440,006	19.23%	4,973,963	43.48%	Complied with
17-Aug-07	Conversion of FCDs	925,000	12,365,006	7.48%	5,898,963	47.71%	Complied with
9-Jul-08	Open Offer	2,267,245	12,365,006	18.34%	8,166,208	66.04%	Complied with

*152315 equity shares in the physical form were transferred to the Kemoil on June 28, 2008

** Please refer to the note under point no. (n)

u) **Corporate Governance:**

Calsoft has confirmed that it has complied with all the provisions of Clause 49 (in regard to the corporate governance) of the Listing Agreement entered with the Stock Exchanges where the Target Company's Shares are listed. M/s Tomy and Francis, Chartered Accountants, the Statutory Auditors of Calsoft, vide their certificate dated March 10, 2010, have certified that Calsoft has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements with the Stock Exchanges.

v) **Outstanding litigations:**

Litigation filed by Target Company: California Software Company Limited

Sr. No.	**Suit filed against**	**Court/ Authority and Commencement**	**Particulars and Current Status**	**Amount claimed / Tax demand including Interest**
1	-	Assessing Officer	Assessment Year 1997-98 The Target Company has been denied exemption under: ➢ Section 10 B for foreign exchange earnings on account of management consulting fees shown under income from other sources. The appeal filed by the Income Tax Department against the order of Commissioner of Income Tax (Appeals) dated June 22 2007 favoring the Target Company before the Income Tax Appellate Tribunal has been referred back by the Tribunal to the Assessing Officer of the Income Tax Department.	Additional demand Rs 11,27,394/-
2	The appeal is preferred against the order dated January 30 2004 of the Assessing Offer, Income Tax Department.	Commissioner of Income Tax (Appeals)	Assessment Year 2000-01: The Target Company has been denied exemption under: ➢ Section 10 B for management consulting fees shown under income from other sources ➢ Section 10 B for gain on foreign exchange fluctuation ➢ Section 10 B for interest income The Target Company preferred an appeal before the Commissioner of Income Tax (Appeals) against the order dated January 30 2004 of the Assessing Offer, Income Tax Department. The Commissioner of Income	Additional Demand Rs.22,84,617/-

			Tax (Appeals) dismissed the appeal of the Target Company through its order dated March 17 2005. Aggrieved by the above order, the Target Company filed an appeal before the Income Tax Appellate Tribunal. At present, the Income Tax Appellate Tribunal has referred the matter back to the Commissioner of Income Tax (Appeals) for the Commissioner to decide the reopening of the assessment for the year 2000-01.	
3	The appeal is preferred against the order of the Income Tax Appellate Tribunal	Hon'ble Madras High Court Date of admission: April 22 2009	Assessment Year 2001-02: Tax case appeal no : 206 /2009 filed u/s 206A of the Income Tax Act, 1961 This appeal is filed against the order dated July 24 2008 of the Income Tax Appellate Tribunal. The Target Company has been denied exemption under: ➢ Section 10 B for interest income. ➢ Section 10B for payments received from various employees in lieu of the notice period and miscellaneous income like special import license premium. The appeal has been admitted and is pending.	Additional Demand Rs.15,24,090/-
4	The appeal is preferred against the order of the Income Tax Appellate Tribunal	Hon'ble Madras High Court Date of admission: April 22 2009	Assessment Year 2002-03: Tax case appeal no: 207 /2009 filed u/s 206A of the Income Tax Act, 1961. This appeal is filed against the order dated July 24 2008 of the Income Tax Appellate Tribunal. The Target Company has been denied exemption under: ➢ Section 10 B for gain on foreign exchange fluctuation ➢ Section 10 B for interest income ➢ Section 10 B for reversal of deferred employee compensation The appeal has been admitted and is pending.	Additional demand Rs 1,28,21,662/-
5	The appeal is preferred against the order of the Income Tax Appellate Tribunal	Hon'ble Madras High Court Date of filing April 18 2009	Assessment Year 2003-04: Tax case no : TC (A) SR No 30137 /2009 This appeal is filed against the order dated August 29 2008 of the Income Tax Appellate Tribunal which held the following: ➢ Telecommunication charges of Rs.15,90,132 will not be deducted from the export turnover if it's found by the Assessing officer that these expenses were incurred in Indian rupee, however the expenses of Rs. 2,56,36,156 incurred in foreign currency for the payment of salaries of technically qualified employees	Additional demand Rs 12,42,460/-

			should be deducted from export turnover and no such adjustments should be made in the total turnover; ➢ Loss from foreign exchange fluctuation was disallowed; and ➢ Payments received from various employees should not be excluded from the taxable income. The case is pending for admission for condonation of delay caused by advocates boycott.	
6	Appeal filed against the Assessment Order dated December 27, 2006	Commissioner of Income Tax (Appeals)	Assessment Year – 2004-05: The appeal is filed against the order Assessment Order dated December 27, 2006 which held the following: ➢ Expenses incurred in foreign exchange should be excluded from the export turnover; ➢ Telecommunication charges should be excluded from the export turnover; ➢ Loss on foreign exchange (which has not incurred on actual basis) was disallowed; ➢ The expenditure of Rs. 24, 583/- booked to the profit and loss account as revenue expenditure (for the purchase of software) was disallowed; and ➢ Total Income of the Target Company should be adjusted upwardly by Rs. Rs.5, 45, 64,703/- (transfer pricing adjustments). The appeal is pending before the Commissioner of Income Tax (Appeals).	Additional demand Rs 1,51,76,083/-
7	Appeal filed against the Assessment Order December 26, 2008	Commissioner of Income Tax (Appeals)	Assessment Year – 2005-06 The appeal is filed against the order Assessment Order dated December 26, 2008 which held the following: ➢ Telecommunication charges should be excluded from the export turnover; ➢ Expenses incurred in foreign exchange towards services rendered outside India should be excluded from export turnover; ➢ Short realisation of export sales in foreign currency should be excluded from export turnover; ➢ Net rental income amounting to Rs.14,70,000/- from the profit of the export orient undertaking should be reduced from the export of the computer software while assessing the amount	Rs 20,20,516/-

			of exemption under section 10B of the Income Tax Act, 1961; ➢ Depreciation on house property was disallowed; ➢ Foreign exchange fluctuation loss of Rs.13,50,808 was disallowed; and ➢ Amounts excluded from the export turnover should not be deducted from the total turnover. The appeal is pending before the Commissioner of Income Tax (Appeals).	
8	Appeal filed against the Assessment Order December 31, 2009	Commissioner of Income Tax (Appeals)	Assessment Year – 2006-07 The appeal is filed against the order Assessment Order dated December 31, 2009 which: ➢ Disallowed Rs.57,003/- under section 14A out of the interest of Rs.18,57,921/- claimed; and held that expenses incurred in foreign exchange should be excluded from export turnover while calculating the amount of exemption under section 10 B of the Income Tax Act,1961 and the amount excluded from the export turnover should not be deducted from the total turnover. The appeal is pending before the Commissioner of Income Tax (Appeals).	Rs.44,18,543/-
9	Roxanne Research Private Ltd	Judicial Magistrate at Alandur Date of filing February 3, 2010	Roxanne Research Private Ltd are the tenant of the Target Company since December 15, 2008, occupying the entire fifth (5th) floor admeasuring 23,823 sq. ft. situated at Robert V Chandran Tower, No.149, Velachery Tambaram Main Road, Pallikaranai, Chennai 600100 . Roxanne Research Private Ltd issued certain cheques in favour of Target Company for the payment of the rental arrear which on presentation by the Target Company were dishonored and therefore the Target Company filed a criminal suit against Roxanne Research Private Ltd. The next hearing is posted on April 7 2010.	Rs.77,21,000/- till February 2010
10	Mr. Dhanvel Pandian, a former employee	VII Asst. City Civil Court, Chennai – O.S.No.7382 of 2000	The suit has been decreed and execution proceedings are pending ➢ Dispute on notice pay	Rs.76,125/-
11	Naushad, a former employee	XIV Asst. City Civil Court,	The suit has been decreed and execution petition is to be filed ➢ Dispute on notice pay	Rs.1,12,875/-

		Chennai – O.S 3614 of 2001		
12	Periampillai erstwhile landlord	XII Asst. City Civil Court, Chennai – O.S 3770 of 2002	The suit has been decreed and execution petition is to be filed ➢ Rental advance being adjusted against wear and tear of the property	Rs.29,090/-
13	Dr. Snehalata Elangovan erstwhile landlady	II Asst. City Civil Court, Chennai – O.S 4201 of 2004	The suit has been decreed and execution petition is to be filed ➢ Rental advance being adjusted against wear and tear of the property	Rs.57,348/-

Litigation filed against the Target Company

Sr. No.	**Suit filed by**	**Court/ Authority**	**Particulars and Current Status**	**Amount claimed**
1	Environmental Alternatives, a California Non – Profit Public Benefit Corporation.	Superior Court of the State of California, County of Plumas May 30 2009	The Target Company and CSWL Inc.(wholly owned subsidiary of the Target Company),undertook a reengineering project of Alpha 4 DOS based system used by Environmental Alternatives(Kidnet), a California Corporation based in Quincy, CA in 2001. The Superior Court of the State of California, County of Plumas, on receiving the compliant from Environmental Alternatives, issued a summons to the Target Company and CSWL Inc. Environmental Alternatives has alleged that the Target Company failed to meet the deliverables standards set by Environmental Alternatives and delivered a bug- ridden software which could not be commercially used. This allegation comes in the backdrop of more than seven years of maintenance contracts entered into by Environmental Alternatives with CSWL Inc. to maintain the Kidnet system. The legal process is currently in the discovery phase which involves exchange of documentation.	$250,793.85

w) Calsoft and its Promoter and Promoter Group and Directors of the Company have not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of SEBI Act or under any other regulation.

x) **The compliance officer of the Target Company is:**

Jitendra Kumar Pal
Company Secretary
California Software Company Limited
Robert V Chandran Tower,
7th Floor, 149, Velacherry Tambaram Main Road,
Pallikaranai, Chennai-600100
Phone: 044-4282 9000-05
Fax:044-4282 9012
Email: jitendrak@calsoftgroup.com

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

a) The Equity Shares of the Target Company are presently listed on BSE and NSE.

b) The annualized trading turnover of the Equity Shares of Target Company during the six calendar months preceding the month in which the PA is made (August, 2009 – January, 2010) on BSE and NSE, is detailed below;

Name of Stock Exchange	Total no. of Equity Shares traded during the 6 calendar months prior to the month in which the PA was made	Total no. of listed Equity Shares as on date	Annualised trading turnover (in terms of % of total listed Equity Shares)
BSE	4,76,885	1,23,65,006	7.71%
NSE	8,38,416	1,23,65,006	13.56%

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

c) Based on the information available, the Equity Shares of the Target Company are frequently traded on BSE and NSE within the meaning of explanation (i) of Regulation 20 (5) of the SEBI (SAST) Regulations and are most frequently traded on NSE.

d) In terms of Regulation 20(12) of the SEBI (SAST) Regulations, the offer price for indirect acquisition or control has been determined with reference to the offer price computed, based on the date of the public announcement for the parent company and the date of public announcement for acquisition of shares of the Target Company, whichever is higher.

The Open Offer Price of Rs.45.03 (Rupees Forty-Five and Three Paise only) per Equity Share computed in terms of Regulation 20(4) and 20(12) of the SEBI (SAST) Regulations is not lower than the highest of the following:

1.	Negotiated Price	Rs. 23.36#		
	Particulars	***PA in India*** *(February 27, 2010)*	***Formal Singapore Offer Announcement*** *(February 26, 2010)*	***Pre-Conditional Singapore Offer Announcement*** ***(****December 14, 2009)*
2	Highest Price paid by Acquirer for any acquisition (including by way of allotment in a public or rights or preferential issue) during the 26 weeks prior to the date of the PA	*NA*	*NA*	*NA*
3	The average of the weekly high and low of the closing prices of Equity Shares of the Target Company on NSE during the 26 week period preceding the date of the PA	*Rs.37.63*	*Rs.37.58*	*Rs.30.53*
4	The average of the daily high and low prices of the Equity Shares of the Target Company on NSE during the 2 weeks period preceding the date of the PA	*Rs.44.65*	*Rs.45.03*	*Rs.36.24*

 # The Equity Shares owned by Kemoil in Target Company were valued by Singfuel at Rs. 23.36 per share in the SPA for the purpose of arriving at a valuation for the equity shares of Chemoil acquired pursuant to the SPA.
Note: Since two Announcements were made by the Acquirer in Singapore, in terms of Regulation 20(12)of SEBI (SAST) Regulations, the Offer Price has been calculated as of the date of the Pre Conditional Offer Announcement and date of the Formal Offer Announcement.

The details of closing prices and volume on NSE for the 26-week period prior to the date of the PA in India are as under:

Week ending	Weekly High (Rs.)	Weekly low (Rs.)	Average (Rs.)	Volume
Friday, February 26, 2010	44.10	40.05	42.08	12,885
Friday, February 19, 2010	48.50	44.95	46.73	18,961
Friday, February 12, 2010	43.00	40.90	41.95	3,968
Friday, February 05, 2010	46.35	41.70	44.03	10,579
Friday, January 29, 2010	45.75	42.50	44.13	10,997
Friday, January 22, 2010	52.75	48.00	50.38	16,633
Friday, January 15, 2010	53.10	44.40	48.75	82,175
Friday, January 08, 2010	42.75	39.90	41.33	33,583
Friday, January 01, 2010	38.00	37.00	37.50	5,598
Friday, December 25, 2009	38.00	37.40	37.70	10,188
Friday, December 18, 2009	37.45	35.50	36.48	14,495
Friday, December 11, 2009	36.60	35.90	36.25	15,699
Friday, December 04, 2009	37.35	36.00	36.68	10,945
Friday, November 27, 2009	37.10	35.30	36.20	44,328
Friday, November 20, 2009	33.95	31.25	32.60	10,204
Friday, November 13, 2009	32.15	30.00	31.08	9,146
Friday, November 06, 2009	32.65	30.70	31.68	11,355
Friday, October 30, 2009	40.90	34.35	37.63	71,048
Friday, October 23, 2009	39.20	32.90	36.05	56,798
Friday, October 16, 2009	33.40	31.50	32.45	16,776
Friday, October 09, 2009	32.85	32.25	32.55	13,776
Friday, October 02, 2009	34.40	33.10	33.75	17,061
Friday, September 25, 2009	33.75	32.50	33.13	19,491
Friday, September 18, 2009	34.90	31.65	33.28	83,781
Friday, September 11, 2009	34.95	30.90	32.93	93,786
Friday, September 04, 2009	31.40	30.85	31.13	27,260
26-week Average			37.63	

The details of intra-day price and volume on NSE for the 2-week period prior to the date of the PA in India are as below:

Date	High Price (Rs.)	Low Price(Rs.)	Average (Rs.)	Total Volume
Friday, February 26, 2010	42.50	40.05	41.28	4,013
Thursday, February 25, 2010	43.70	39.80	41.75	1,362
Wednesday, February 24, 2010	43.50	40.85	42.18	1,415
Tuesday, February 23, 2010	43.80	42.05	42.93	2,672
Monday, February 22, 2010	47.40	43.90	45.65	3,423
Friday, February 19, 2010	48.50	45.10	46.80	790
Thursday, February 18, 2010	49.90	47.00	48.45	950
Wednesday, February 17, 2010	49.40	46.15	47.78	6,571
Tuesday, February 16, 2010	47.20	44.55	45.88	4,316
Monday, February 15, 2010	45.15	42.50	43.83	6,334
2 week average			44.65	

The details of closing prices and volume on NSE for the 26-week period prior to the date of the Formal Singapore Offer Announcement are as under:

Week ending	Weekly High (Rs.)	Weekly low (Rs.)	Average (Rs.)	Volume
Thursday, February 25, 2010	46.15	41.85	44.00	9,662
Thursday, February 18, 2010	48.50	44.95	46.73	18,171
Thursday, February 11, 2010	43.90	40.90	42.40	6,038
Thursday, February 04, 2010	46.35	42.50	44.43	9,264
Thursday, January 28, 2010	48.00	43.05	45.53	11,470
Thursday, January 21, 2010	52.75	48.95	50.85	29,015
Thursday, January 14, 2010	53.10	42.75	47.93	70,991
Thursday, January 07, 2010	42.30	39.90	41.10	31,157
Thursday, December 31, 2009	38.00	37.00	37.50	5,598
Thursday, December 24, 2009	38.00	37.20	37.60	13,729
Thursday, December 17, 2009	37.45	35.50	36.48	12,770
Thursday, December 10, 2009	36.60	35.90	36.25	18,008
Thursday, December 03, 2009	37.35	36.00	36.68	13,455
Thursday, November 26, 2009	37.10	33.95	35.53	45,332
Thursday, November 19, 2009	32.65	31.10	31.88	4,165
Thursday, November 12, 2009	32.15	30.00	31.08	12,521
Thursday, November 05, 2009	34.35	30.70	32.53	8,625
Thursday, October 29, 2009	40.90	35.35	38.13	106,193
Thursday, October 22, 2009	35.60	32.90	34.25	32,522
Thursday, October 15, 2009	32.30	31.50	31.90	4,512
Thursday, October 08, 2009	32.85	32.25	32.55	12,926
Thursday, October 01, 2009	34.40	33.05	33.73	19,871
Thursday, September 24, 2009	33.75	32.50	33.13	30,010
Thursday, September 17, 2009	34.95	31.65	33.30	84,290
Thursday, September 10, 2009	31.75	29.65	30.70	83,797
Thursday, September 03, 2009	31.40	30.50	30.95	30,714
26-week average			37.58	

The details of intra-day price and volume on NSE for the 2-week period prior to the date of the Pre-Conditional Singapore Offer Announcement are as below:

Date	High Price (Rs.)	Low Price (Rs.)	Average (Rs.)	Total Volume
Thursday, February 25, 2010	43.70	39.80	41.75	1,362
Wednesday, February 24, 2010	43.50	40.85	42.18	1,415
Tuesday, February 23, 2010	43.80	42.05	42.93	2,672
Monday, February 22, 2010	47.40	43.90	45.65	3,423
Friday, February 19, 2010	48.50	45.10	46.80	790
Thursday, February 18, 2010	49.90	47.00	48.45	950
Wednesday, February 17, 2010	49.40	46.15	47.78	6,571
Tuesday, February 16, 2010	47.20	44.55	45.88	4,316
Monday, February 15, 2010	45.15	42.50	43.83	6,334
2-week average			45.03	

The details of closing prices and volume on NSE for the 26-week period prior to the date of the Pre-Conditional Singapore Offer Announcement are as under:

Week ending	Weekly High (Rs.)	Weekly low (Rs.)	Average (Rs.)	Volume
Friday, December 11, 2009	36.60	35.90	36.25	15,699
Friday, December 04, 2009	37.35	36.00	36.68	10,945
Friday, November 27, 2009	37.10	35.30	36.20	44,328
Friday, November 20, 2009	33.95	31.25	32.60	10,204
Friday, November 13, 2009	32.15	30.00	31.08	9,146
Friday, November 06, 2009	32.65	30.70	31.68	11,355
Friday, October 30, 2009	40.90	34.35	37.63	71,048
Friday, October 23, 2009	39.20	32.90	36.05	56,798
Friday, October 16, 2009	33.40	31.50	32.45	16,776
Friday, October 09, 2009	32.85	32.25	32.55	13,776
Friday, October 02, 2009	34.40	33.10	33.75	17,061
Friday, September 25, 2009	33.75	32.50	33.13	19,491
Friday, September 18, 2009	34.90	31.65	33.28	83,781
Friday, September 11, 2009	34.95	30.90	32.93	93,786
Friday, September 04, 2009	31.40	30.85	31.13	27,260
Friday, August 28, 2009	31.55	30.65	31.10	44,365
Friday, August 21, 2009	30.05	28.10	29.08	7,247
Friday, August 14, 2009	31.85	28.85	30.35	18,210
Friday, August 07, 2009	33.50	26.95	30.23	93,471
Friday, July 31, 2009	25.00	23.75	24.38	13,653
Friday, July 24, 2009	24.30	22.95	23.63	17,021
Friday, July 17, 2009	23.75	22.00	22.88	4,950
Friday, July 10, 2009	23.75	21.70	22.73	8,774
Friday, July 03, 2009	25.00	23.85	24.43	12,967
Friday, June 26, 2009	25.75	22.30	24.03	2,766
Friday, June 19, 2009	25.00	22.35	23.68	12,044
26-week average			30.53	

The details of intra-day price and volume on NSE for the 2-week period prior to the date of the Pre-Conditional Singapore Offer Announcement are as below:

Date	High Price (Rs.)	Low Price (Rs.)	Average (Rs.)	Total Volume
Friday, December 11, 2009	37.50	36.00	36.75	1,816
Thursday, December 10, 2009	36.90	35.40	36.15	6,600
Wednesday, December 09, 2009	36.95	35.50	36.23	3,069
Tuesday, December 08, 2009	37.00	35.00	36.00	2,194
Monday, December 07, 2009	37.10	34.70	35.90	2,020
Friday, December 04, 2009	36.80	35.15	35.98	4,125
Thursday, December 03, 2009	38.55	36.95	37.75	1,710
Wednesday, December 02, 2009	37.50	34.30	35.90	3,353
Tuesday, December 01, 2009	36.00	35.10	35.55	760
Monday, November 30, 2009	36.90	35.40	36.15	997
2-week average			36.24	

a) It shall be ensured that the final offer price shall not be less than the highest price paid by the Acquirer for any acquisition of Shares of Target Company from the date of PA upto 7 (seven) working days prior to the closure of the Offer.

b) In the opinion of the Manager to the Offer, the Offer Price of Rs 45.03 per Equity Share offered by the Acquirer to the Shareholders of the Target Company under the proposed Offer is justified in terms of Regulation 20(4) of the SEBI (SAST) Regulations.

c) There is no non-compete agreement or payment of non-compete fee to any person by the Acquirer.

7.2 Financial Arrangements

a) The total funding requirement for the acquisition of the Open Offer Shares assuming full acceptance at Rs.45.03 per Equity Share is Rs. 11,13,59,280.06 (Rupees Eleven Crores Thirteen Lacs Fifty-Nine Thousand Two Hundred and Eighty and Six paise only) being the Open Offer Size.

b) Singfuel, the Manager to the Offer and DBS Bank Ltd., banking corporation constituted under and in existence in accordance with the laws of Singapore, having its principal office in India at Mumbai through its branch located at 3rd Floor, Fort House, 221, Dr. D. N. Road, Fort, Mumbai-400 001 (**"DBS, India"**) have entered into an Open Offer Escrow Agreement dated February 23, 2010, (the **"Escrow Agreement"**) in accordance with Regulation 28 of the SEBI (SAST) Regulations. Pursuant to the Escrow Agreement, Singfuel has deposited an amount of Rs. 3,04,91,614 (Rupees Three Crores Four Lakhs Ninety One Thousand Six Hundred and Fourteen only) which is in excess of 25% of the value of the total consideration payable under the Open Offer (assuming full acceptances) in an escrow account with the DBS, India. The Manager to the Offer has been duly authorised to operate the aforesaid escrow account in accordance with the terms of the SEBI (SAST) Regulations.

c) Deloitte & Touche LLP, (signing through Mr. Cheng Ai Phing, Partner having membership no.00053) located at 6, Shenton Way #32-00, DBS Building Tower Two, Singapore-068809. (Tel no.: +65 6224 8288, Fax no.: +65 6538 6166) , who are statutory auditors of the Acquirer have vide their letter dated February 26, 2010 certified that Singfuel has made firm arrangement for financial resources required to implement the Open Offer by raising capital through the issuance of shares.

d) Accordingly, the Manager to the Open Offer is satisfied about the ability of the Acquirer to implement the Open Offer as the Acquirer made firm financial arrangements for resources required to fulfill the obligations under the SEBI (SAST) Regulations.

8. TERMS AND CONDITIONS OF OFFER

8.1 Statutory Approvals required for the Offer

a) The acquisition of the Open Offer Shares under the Open Offer by Singfuel is subject to the approval of the Reserve Bank of India ("**RBI**") under the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder.

b) The Acquirer had filed an application with the RBI seeking its approval for acquisition of Shares in the Offer on March 2, 2010, as may be required, under the FEMA. RBI by its letter No. FE/CO/FID/23096/10.21.183/2009-10 dated March 15, 2010 has accorded its approval to the Acquirer to acquire Shares tendered under the Offer.

c) As of the date, there are no other statutory approvals required to implement the Open Offer other than those specified above in paragraph 8.1(a). If any other approvals are required /or become applicable, the Open Offer will also be subject to obtaining such other approvals.

d) The Acquirer does not require any approvals from financial institutions and banks or from any other creditor for undertaking the Open Offer.

e) If any other approvals are required or become applicable subsequently, the Offer would be subject to such approvals.. In the event of withdrawal in terms of regulation 27 of the Regulations, a public announcement shall be made in the same newspapers in which the PA has been made.

8.2 Others

a) The Letter of Offer together with a Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed will be mailed on or before April 09, 2010 to all the Public Shareholders of the Target Company including persons resident outside India whose names appear in the Register of Members of the Target Company and the beneficial owners of the Equity Shares and whose names appear on the beneficial records of the respective depositories, in each case at the close of business hours on March 19, 2010 (the "Specified Date").

b) All Shareholders (registered or unregistered) of shares of Calsoft (except the Kemoil) are eligible to participate in the Offer anytime before the closure of the Offer i.e. May 11, 2010 Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of shares held, Number of shares offered, Distinctive Numbers, Folio Number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

c) The acceptance of locked-in Shares by the Acquirer is subject to the continuation of the residual lock-in period in the hands of the Acquirer.

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

e) Applications in respect of Shares that are subject to any charge, lien or encumbrance are liable to be rejected. The Equity Shares of the Target Company will be acquired by the Acquirer under the Offer, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividend, bonus and rights hereafter.

f) Each Shareholder of Calsoft to whom this Offer is being made is free to offer his shareholding in Calsoft in whole or in part while accepting this Offer. The acceptance must be unconditional and should be absolute and unqualified.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

Shareholders of the Target Company who wish to accept this Offer are free to offer their shareholding in whole or in part and should forward the under mentioned documents to the Registrar to the Offer , Link Intime India Private Limited at their office at Unit: California Software Company Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400 078, ("Registrar to the Offer"), either by hand delivery or by registered post, so as to reach the Registrar to the Offer on or before the close of business hours, i.e., no later than on May 11, 2010 in accordance with the instructions specified in this Letter of Offer and in the Form of Acceptance-cum-Acknowledgement. Shareholders are advised to ensure that the Form of Acceptance-cum-Acknowledgement and other documents are complete in all respects, otherwise the same is liable to be rejected. In the case of Shares in dematerialized form, Shareholders are advised to ensure that their Shares are credited in favour of the Special Depository Account before the closure of the Offer i.e. May 11, 2010. The Form of Acceptance cum Acknowledgement of such Shares in dematerialised form, not credited in favour of the Special Depository Account before the closure of the Offer, will be rejected.

i. For Shares held in physical form:

Registered Shareholders should enclose:

- Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein, by all Shareholders whose names appear on the share certificates;
- Original share certificate(s); and
- Valid share transfer forms duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Calsoft and duly witnessed at the appropriate place. A blank share transfer form is enclosed along with this Letter of Offer.

In case of non receipt of the above mentioned documents but receipt of physical share certificates and duly signed transfer deeds , the Offer will be deemed to be accepted by the shareholders.

Unregistered owners should enclose:

- Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein;
- Original share certificate(s);
- Original broker contract note; and

- Valid share transfer form(s) as received from the market, duly stamped and executed as the proposed transferee(s) alongwith share transfer form signed as transferor(s) by the said proposed transferee(s) and witnessed at the appropriate places.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of Singfuel as buyer will be filled upon verification of the Form of Acceptance-cum-Acknowledgment and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

ii. For Shares held in dematerialised form:

Beneficial owners should enclose:

- Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein, as per the records of the DP; and
- Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP. For each delivery instruction, the beneficial owner should submit separate Form of Acceptance-cum-Acknowledgement.
- For Shareholders holding Shares in dematerialised form, Link Intime India Private Limited has opened the Special Depository Account with National Securities Depository Limited ("NSDL”). Beneficial owners are requested to fill in the following details in the delivery instructions for the purpose of crediting their Equity Shares in the Special Depository Account:

DP Name	DBS Bank Ltd.
DP ID	IN303307
Client ID	10000093
Account Name	LIIPL - CSCL OPEN OFFER ESCROW ACCOUNT
Depository	National Securities Depository Limited (NSDL)

Shareholders having their beneficiary account in Central Depository Services (India) Limited (“CDSL”) have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the special depository account with NSDL.

In case of non receipt of the above mentioned documents but receipt of shares in the Special Depository Account, the Offer will be deemed to be accepted by the shareholders.

General

a) The share certificate(s), share transfer form(s) and the Form of Acceptance-cum-Acknowledgment should be sent only to the Registrar to the Offer and not to the Manager to the Offer, the Acquirer or the Target Company.

b) In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer on a plain paper stating acceptance of the Offer along with documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer, i.e., no later than on May 11, 2010. The failure of the Letter of Offer to reach one or more Shareholders shall not invalidate the Offer. Persons holding Shares in physical form are required to state the following details: name; address; number of Shares held; distinctive number; folio number, number of Shares offered. Persons holding Shares in dematerialized form are required to state the following details: name; address; number of Shares held; number of Shares offered; DP name; DP ID; beneficiary account number and a photocopy of the delivery instruction in “Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the Special Depository Account. Eligible persons can also write to the Manager to the Offer requesting for the Letter of Offer and Form of Acceptance cum Acknowledgment and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer on or before the closure of the Offer, i.e. May 11, 2010. Unregistered owners should not sign the transfer deed and the transfer deed should be valid for transfer. Alternatively, the Letter of Offer and Form of Acceptance cum Acknowledgment will be available on SEBI's website (www.sebi.gov.in), from the date of opening of the Offer. Eligible persons can download the Form of Acceptance cum Acknowledgment from the SEBI website and apply using the same.

c) Alternatively, Shareholders can download the Letter of Offer, Form of Acceptance cum Acknowledgement and Form of Withdrawal placed on the SEBI website http://www.sebi.gov.in from the Offer Opening Date and send in their acceptance by filling the same.

d) Equity Shares, if any, that are the subject matter of litigation wherein the shareholder/s is/are/ may be precluded from transferring the Equity Shares during the pendency of the said litigation are liable to be rejected in case directions/ orders from competent authority regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer. The Acquirer, at its sole discretion, in such cases, may forward the Letter of Offer to the concerned competent authority for further action at their end.

e) Shareholders of Calsoft who have sent their Equity Shares for dematerialization need to ensure that the process of getting the Equity Shares dematerialized is completed well in time so that the credit in the Special Depository Account should be received on or before the date of closure of the Offer, i.e May 11, 2010, else the application would be rejected.

f) In case the number of Equity Shares tendered in the Offer are more than the Equity Shares agreed to be acquired under the Offer, the Acquirer shall accept the offers received from the Shareholders on a proportionate basis as per Regulation 21(6) of the SEBI (SAST) Regulations in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and in such a way that the acquisition from any Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. As the Shares trade in the compulsory dematerialized settlement segment of BSE and NSE, the minimum marketable lot for the Shares is 1(one).

g) While tendering Equity Shares under the Offer, non-resident Indians ("NRIs"), Overseas Corporate Bodies ("OCBs") and other non-resident Shareholders will be required to submit RBI's approval (specific or general) which they would have obtained for acquiring the Equity Shares of the Target Company, failing which the Acquirer reserve the right to reject the Equity Shares tendered.

h) As per the provisions of section 196D(2) of the Income-tax Act, 1961 no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor as defined in section 115AD of the Income-tax Act, 1961.

i) While tendering their Equity Shares under the Offer, NRIs, OCBs and other non-resident Shareholders will be required to submit a No Objection Certificate or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from the Income-tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, failing which the Acquirer will arrange to deduct tax at the maximum rate as may be applicable to the relevant category to which the shareholder belongs on the entire consideration amount payable to such shareholder.

j) The Shareholders who wish to avail of and accept the Offer can submit the Form of Acceptance-cum-Acknowledgement and the relevant documents to the Registrar to the Offer at the following address either by hand delivery (between 10.00 a.m. and 4 p.m. on all working days and between 10.00 a.m. and 1.00 p.m. on Saturdays) or by registered post, as specified below, on or before the Offer Closing Date i.e. May 11, 2010. *(The documents should not be sent to the Manager to the Offer or the Acquirer or the Target Company.)*

Link Intime India Private Limited
Unit: California Software Company Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup West,
Mumbai- 400 078
Tel: +91-22-2596 0320
Fax : +91-22-2596 0329
Email: calsoft.openoffer@ linkintime.co.in
Contact Person: Mr. Nilesh Chalke

Withdrawal of acceptances

In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations, Shareholders who have accepted the Offer by tendering the requisite documents in terms of the PA and Letter of Offer can withdraw the same up to three working days prior to the Offer Closing Date. The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centers mentioned above as per the mode of delivery indicated therein on or before May 06, 2010.

The withdrawal option can be exercised by submitting the Form of Withdrawal as enclosed with this Letter of Offer.

Shareholders should enclose the following:

For Shares held in dematerialized form:

Beneficial owners should enclose:
- Duly signed and completed Form of Withdrawal;
- Acknowledgement slip in original/copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.; and
- Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP.

For Shares held in physical form:

Registered Shareholders should enclose:
- Duly signed and completed Form of Withdrawal;
- Acknowledgement slip in original/ copy of the submitted Form of Acceptance cum Acknowledgement in case delivered by Registered A.D.; and

- In case of partial withdrawal, valid share transfer form(s) duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Calsoft and duly witnessed at the appropriate place.

Unregistered owners should enclose:

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

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

- In case of physical Shares: name; address; distinctive numbers; folio number; number of Shares tendered; and
- In case of Shares in dematerialised form: name; address; number of Shares offered; DP name; DP ID; beneficiary account number and a photocopy of the delivery instruction in "Offmarket" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the Special Depository Account.

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

The intimation of returned Shares to the Shareholders will be at the address as per the records of Calsoft or the respective depositories as the case may be.

The Form of Withdrawal should be sent only to the Registrar to the Offer.

In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from Calsoft.

In case of partial withdrawal, the earlier Form of Acceptance cum Acknowledgment will stand revised to that effect.

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

Settlement

- Shareholders must note that the Acquirer on the basis of name of the Shareholders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Offer will obtain, from the respective depositories, the Shareholders' demographic details including address, bank account details, the IFSC Code of the bank branch with whom they have an account, the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf and occupation. These bank account details will be used to make payment to the Shareholders. Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders' sole risk and neither the Acquirer, the Manager to the Offer, Registrar to the Offer nor DBS Bank shall be liable to compensate the Shareholders for any losses caused to the Shareholder due to any such delay or liable to pay any interest for such delay.

- **Electronic Clearing System ('ECS')/ National Electronic Clearing System (NECS)** – Payment of refund would be done through ECS/ NECS for applicants having an account at any of the 68 centres notified by SEBI through its notification (Ref. No. SEBI/CFD/DILDIP/29/2008/01/02) dated February 1, 2008:. This mode of payment would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment through ECS/NECS is mandatory for Shareholders having a bank account at any of the 68 centers, except where the Shareholder, being eligible, opts to receive payment through direct credit or RTGS. The payment may be made through NECS subject to operational feasibility cost and process efficiency. In the event that NECS is not operationally feasible, the payment would be made through any one of the other modes.

- **Direct Credit** – Shareholders having bank accounts with DBS Bank Ltd., as mentioned in the Acceptance cum Acknowledgement Form, shall be eligible to receive payments through direct credit. Charges, if any, levied by DBS Bank, for the same would be borne by the Acquirer.

- **Real Time Gross Settlement ('RTGS')** – Shareholders having a bank account at any of the abovementioned centres and whose amount exceeds Rs. 5 million, have the option to receive the payment through RTGS. Such eligible Shareholders who indicate their preference to receive payment through **RTGS are required to provide the IF**SC code in the Acceptance-cum-acknowledgement form. In the event the same is not provided, payment shall be made through ECS/NECS. Charges, if any, levied for the same would be borne by the Acquirer. Charges, if any, levied by the Shareholder's bank receiving the credit would be borne by the Shareholder.

- **National Electronic Fund Transfer ('NEFT')** – Payment shall be undertaken through NEFT wherever the Shareholder's bank has been assigned the Indian Financial System Code ('IFSC'), which can be linked to a MICR, if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment will be made to the Shareholder through this method. The process flow in respect of payments by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.

For all other Shareholders, including physical Shareholders and those who have not updated their bank particulars with the MICR code, the payments will be despatched through Speed Post/ Registered Post for all payments. Such payments will be made by way of a crossed account payee cheque, pay order or demand draft drawn on DBS Bank Ltd. and payable at par at places where acceptance forms are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Shareholders. All cheques/ pay orders/ demand drafts will be drawn in the name of the first holder, in case of joint holder(s). In case of unregistered owners of Equity Shares, payment will be made in the name of the person stated in the contract note.

- The Registrar to the Offer will hold in trust the Equity Shares/share certificates, Equity Shares lying in credit of the special depository account and the transfer form(s), until the Acquirer completes its obligations under the Offer in accordance with the SEBI (SAST) Regulations.

10. TAX TO BE DEDUCTED AT SOURCE

SUMMARY OF VARIOUS PROVISIONS RELATED TO TAX DEDUCTION AT SOURCE (WITHHOLDING TAX) UNDER THE INCOME TAX ACT, 1961

(a) All the Shareholders will be classified either as Resident or Non-Resident or Resident but not ordinarily resident. The residential status of the Shareholder will be determined as per the provisions of Section 6 of the Income Tax Act, 1961. The Shareholder will have to declare his status under the provisions of the Income Tax Act, 1961 and the Acquirer will rely upon the said declaration.

(b) The Acquirer is obliged to deduct Tax at Source (TDS) under Section 195 of the Income Tax Act, 1961 at the rates in force from the sum that is chargeable to tax in India which is payable to a non-resident shareholder.

(c) No tax will be required to deducted on payment of sale consideration to Resident Shareholders.

(d) As per the provisions of Section 196D(2) of the Income Tax Act, 1961, no deduction of tax at source will be made from any income by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Income Tax Act, 1961 to a Foreign Institutional Investor as defined in Section 115AD of the Income Tax Act, 1961. However, the interest payment for delay in payment of consideration, if any, will not be governed by this provision. FIIs will have to certify in the Form of Acceptance-cum-Acknowledgment that the said shares are held on investment/Capital Account and enclose the certificate of registration by SEBI as FII.

(e) While tendering their Equity Shares under the Offer non-resident shareholders (other than FIIs) will be required to submit a No Objection Certificate or Tax Clearance Certificate or Certification for Deduction of Tax at lower rate from the Income tax authorities under the Income Tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer before remitting the consideration, failing which the Acquirer will arrange to deduct tax at the maximum rate as may be applicable to the relevant category to which the Shareholder belongs under the Income Tax Act, 1961, on the entire consideration amount payable to such shareholder.

(f) In case of resident shareholders, tax will be deducted on the interest component, if any, exceeding Rs. 5,000/- at the applicable current prevailing rates. In case of non-resident shareholder, the Acquirer will deduct tax on interest payments in terms of the provisions contained in Section 195of the Income tax Act, 1961. If the resident and nonresident shareholders require that no tax is to be deducted or tax is to be deducted at a rate lower than the prescribed rate, such shareholders will be required to submit a No Objection Certificate or Tax Clearance Certificate or Certificate for Deduction of Tax at Lower Rate from the Income-tax authorities under the Income Tax Act, 1961 indicating the amount of tax to be deducted by the Acquirer or a self-declaration in Form 15G or Form 15H as may be applicable.

(g) All non-resident shareholders would be required to submit their Permanent Account Number for Income-tax purposes. Non submission of PAN would result in a higher withholding being applied as prescribed in Section 206AA of the Income tax Act, 1961.

(h) Clauses in this paragraph relating to payment of interest will become applicable only if the Acquirer becomes liable to pay interest for delay in release of purchase consideration.

The Acquirer will have the right to deduct tax at source wherever applicable at the rates prescribed at the time of making payment. If there is any change in the rates of tax, then the Acquirer will have a right to apply the amended rates prevailing at the time of making the payment.

Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective Assessing Officers in their case, and the appropriate course of action that they should take.

11. DOCUMENTS FOR INSPECTION

The following material documents are available for inspection by Shareholders of Calsoft at the Mumbai office of the Manager to the Offer, SBI Capital Markets Limited, from 10.30 a.m. to 1.00 p.m. on any day, except Saturdays, Sundays and Holidays, until the Offer closes:

1. Certificate of Incorporation and Memorandum and Articles of Association of the Acquirer.
2. Memorandum and Articles of Association of the Target Company.
3. Audited financial statements of Singfuel for the year ended on December 31, 2009 and for the period from August 30, 2007 to December 31, 2008.
4. Audited financial statements of Calsoft for the financial years ended March 31, 2009, March 31, 2008 and March 31, 2007 and unaudited results together with the limited review report for the period ended December 31, 2009.
5. Copy of the Escrow Agreement dated February 23, 2010 entered into among Singfuel, SBI Capital Markets Limited, and DBS Bank Ltd in accordance with Regulation 28 of the SEBI (SAST) Regulations.
6. Bank Statement dated February 25, 2010 received from DBS Bank Ltd showing balance lying to the credit of Escrow Account.
7. Copy of the agreement dated February 25, 2010 with Depository Participant for opening a special depository Escrow account.
8. Copy of the Memorandum of Understanding dated February 26, 2010 entered between the Acquirer and the Registrar to the Offer.
9. Copy of the SPA dated December 14, 2009 entered between Singfuel and the Chandran Family Trust.
10. Copy of Pre conditional Offer announcement dated December 14, 2010 made in Singapore.
11. Copy of Formal Offer Announcement dated February 26, 2010 made in Singapore.
12. Published copy of Public Announcement dated February 26, 2010.
13. Copy of the certificate from Deloitte & Touche LLP dated February 26, 2010 confirming that the Acquirer have made firm arrangements to meet its financial obligations under the Offer to be made by the Acquirer to the Shareholders of the Target Company.
14. Letter of Offer dated May 02, 2008 in respect of the Open Offer made by Kemoil to the shareholders of Calsoft.
15. Copy of the RBI approval letter No. FE/CO/FID/23096/10.21.183/2009-10 dated March 15, 2010 to Acquire Shares in accordance with the Open Offer.
16. Copy of SEBI observation letter no. CFD/DCR/TO/DA/200342/10 dated March 30, 2010.

12. DECLARATION BY ACQUIRER

The directors of the Acquirer accept responsibility for the information contained in this Letter of Offer (except for the information regarding the Target Company), Form of Acceptance cum Acknowledgment and Form of Withdrawal. The Acquirer is responsible for fulfillment of its obligations under the SEBI (SAST) Regulations.

Pursuant to the board resolution dated February 23, 2010 of Singfuel, Ms.Ann Ormsby is authorised by Singfuel to sign this Letter of Offer.

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<tr><td colspan="2" align="center">For Singfuel Investment Pte. Ltd.
Sd/-
Authorized Signatory</td></tr>
<tr><td>Date: April 08, 2010</td><td align="right">Place : U.K.</td></tr>
</table>

Encl :

1. Form of Acceptance-cum-Acknowledgement.
2. Form of Withdrawal.
3. Transfer Deed for Shareholders holding shares in physical form.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

California Software Company Limited - Open Offer

From Folio No./DP ID No./Client ID No.: ______________

Name: ______________

Full Address : ______________

____

OFFER OPENS ON : Thursday , April 22, 2010	
OFFER CLOSES ON : Tuesday, May 11, 2010	

Tel No. ______________

Cell No. ______________

Fax No. ______________

Email : ______________

To,

The Acquirer: Calsoft - Open Offer
C/o Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup West,
Mumbai- 400 078

Please tick (✓) shareholders status (For taxation/TDS purpose)	
	Person resident in India who is an individual/HUF/Association of Persons
	Person resident in India which is a partnership firm
	Person resident in India which is a domestic company
	Person resident outside India which is a company
	Person resident outside India who is an individual/association of persons
	Domestic venture capital fund and mutual Fund which is a domestic company
	International venture Capital Fund which is a domestic Company
	International venture Capital Fund which is a foreign Company
	Person resident outside India which is a Partnership firm
	Non-Resident Indian(s)
	Foreign Institutional Investors
	Multilateral Agency
	Bilateral Development Financial Institution
	Financial Institutions
	Banks
	Insurance Company
	Others (Specify ______________)

Dear Sirs,

Sub : Open Offer to acquire 24,73,002 equity shares of Rs.10/- each representing 20% of the existing paid-up equity capital of **California Software Company Limited by** ***Singfuel Investment Pte. Ltd. ("Singfuel" or the "Acquirer") in compliance with Regulations 10 and 12 and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto.***

I/We refer to the Letter of Offer dated April 08, 2010 for acquiring the equity shares held by me/us in **California Software Company Limited.** I/We, the undersigned have read the Letter of offer and understood their contents including the terms and conditions as mentioned therein.

☐ **SHARES IN DEMATERIALIZED FORM**

I/We, holding Shares in the dematerialised form, accept the Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

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

— — — — — — — — — — — — — — — — **TEAR ALONG THIS LINE** — — — — — — — — — — — — — — — —

ACKNOWLEDGEMENT SLIP

California Software Company Limited- Open Offer

Received from Mr./Ms./ M/s. ______________ residing at ______________

____

a Form of Acceptance cum Acknowledgement for ______________ shares along with :

☐ Copy of delivery instruction slip from DP ID ______________ Client ID ______________

☐ ______________ Share Certificate(s) ______________ transfer deed(s) under folio number(s) ______________ for accepting the Offer made by the Acquirer

Stamp of Collection Centre	Signature of Official	Date of Receipt

Depository Name	National Securities Depository Limited (NSDL)
DP Name	DBS Bank Ltd.
DP ID	IN303307
Client ID	10000093
Beneficiary Account Name	LIIPL - CSCL OPEN OFFER ESCROW ACCOUNT
ISIN	INE526B01014
Market	Off market

I/We note and understand that the Shares would lie in the special depository account until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

☐ **SHARES IN PHYSICAL FORM**

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

S. No.	Ledger Folio No(s).	Certificate No(s)	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
4					
5					
(In case the space provided is inadequate, please attach a separate sheet with details) **Total No. of Equity Shares**					

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/ us until the time the Acquirer dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

For NRIs / OCBs / FIIs / Foreign Shareholders:

I / We have enclosed the following documents:

☐ No Objection Certificate/ Certificate for Deduction of Tax at Lower Rate from Income Tax Authorities.

☐ Copy of Permanent Account Number / PAN Card

For NRIs / OCBs / Foreign Shareholders:

I / We, confirm that the tax deduction on account of equity shares of California Software Company Limited held by me / us is to be deducted on (tick whichever is applicable):

☐ Long-term capital gains

☐ Short-term capital gains

☐ Trade Account

In order to avail the benefit of lower rate of tax deduction under the applicable Double Taxation Avoidance Agreement ("DTAA"), if any, kindly enclose a certificate stating that you are a tax resident of your country of incorporation in terms of the DTAA entered into between India and your country of residence. Where the tax is to be deducted on account of long-term capital gains, the shareholders should submit a certificate from

— — — — — — — — — — — — — — — — — **TEAR ALONG THIS LINE** — — — — — — — — — — — — — — — —

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID / Client ID

Link Intime India Private Limited
(Unit: California Software Company Limited - Open Offer)
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup West,
Mumbai- 400 078
Tel: +91-22-2596 0320;
Fax: +91-22-2596 0329;
E-mail: calsoft.openoffer@linkintime.co.in

a Chartered Accountant (along with proof such as demat account statement) certifying that the Shares have been held for more than one year. In order to claim the benefit of computation of tax liability on the net capital gains (i.e. after reducing the cost of acquisition of shares), the shareholder should obtain a tax certificate from the appropriate income tax authorities certifying the net income chargeable to capital gains tax. In the absence of the tax certificate, tax would be deducted at the appropriate rate on the entire consideration paid to the shareholders.

For the purpose of determining as to whether the capital gains are short-term or long-term in nature, the Acquirer shall take actions based on the certification submitted along with this Form of Acceptance-cum-Acknowledgment by the shareholders. NRI / OCB / other non-resident shareholders should provide certification as to their residential status along with this Form of Acceptance-cum-Acknowledgment.

For FII Shareholders:

I / We, confirm that the equity shares of California Software Company Limited are held by me / us on (select whichever is applicable):

☐ Investment / Capital Account

☐ Trade Account

In case the shares are held on trade account and you claim any benefits under DTAA, kindly enclose a certificate stating that you are a tax resident of your country of residence/incorporation and that you do not have a permanent establishment in India in terms of the DTAA entered into between India and your country of residence. The shareholder should obtain a tax certificate from the appropriate income tax authorities certifying the net income chargeable to capital gains tax. In the absence of the tax certificate, tax would be deducted at the appropriate rate on the entire consideration paid to the shareholders.

All non-resident shareholders would be required to submit their Permanent Account Number (PAN) for Income tax purposes. Non-submission of PAN would result in a higher withholding being applied as prescribed in section 206AA of the Income Tax Act, 1961.

Declarations in this Form of Acceptance cum Acknowledgment as to the fact whether the shares are held, by the NRI / OCB / other non-resident shareholders, on investment / capital account or on trade account and whether the Shares are held as long-term capital asset or short-term capital asset should be accompanied with appropriate evidences. In case the Acquirer is of the view that the information /documents provided by the shareholder is inaccurate or incomplete or insufficient, then tax may be deducted at source at the applicable maximum marginal rate on the entire consideration paid to the shareholders.

PAN allotted under the Income tax Act, 1961 is as under:

	First/Sole Holder	**Joint Holder 1**	**Joint Holder 2**
PAN			

I/We do hereby declare that to the best of my/ our knowledge and belief what is stated above is correct, complete and is truly stated.

Bank Details

So as to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For Shares that are tendered in demat form, the Bank account as obtained from the beneficiary download to be provided by the depositories will be considered and the warrants will be issued with the said Bank particulars, and not any details provided herein.

Name of the Bank		Branch	
Account No.		Current/Savings/ (Others: please specify)	
IFSC Code:		MICR Code:	

Details for RTGS / NEFT

In addition to the above Bank Details, Shareholders opting for the RTGS / NEFT option should provide the following details:

Payment through RTGS (Yes / No) ______________________________

Payment through NEFT (Yes /No) ______________________________

I/We confirm that the equity shares of California Software Company 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 authorize the Acquirer to accept the Shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, Share certificates(s)/ Shares in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/UCP as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below. In case I have tendered my Shares in dematerialised form, I authorize Acquirer and the Registrar to the Offer and the Manager to the Offer to use my details regarding my address and bank account details as obtained from my depository participant for the purpose of mailing the aforementioned instruments.

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

Yours faithfully,

Signed and Delivered

	FULL NAME(S) OF THE SHAREHOLDERS	**SIGNATURE(S)**
First / Sole Holder		
Joint Holder 1		
Joint Holder 2		

Place: Date:

FORM OF WITHDRAWAL

California Software Company Limited - Open Offer

OFFER OPENS ON	**Thursday, April 22, 2010**
LAST DATE OF WITHDRAWAL	**Thursday, May 06, 2010**
OFFER CLOSES ON	**Tuesday, May 11, 2010**

From

Folio No. / DP ID No. / Client ID No. ______________________

Name : ______________________

Address : ______________________

____

Tel. No. : ____________ **Cell No. :** ____________ **E-Mail ID :** ____________

To,

The Acquirer: Calsoft - Open Offer
C/o Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup West,
Mumbai- 400 078.

Dear Sir,

Sub.: Open Offer to acquire 24,73,002 equity shares of Rs.10/- each representing 20% of the existing paid-up equity capital of California Software Company Limited by Singfuel Investment Pte. Ltd.("Singfuel" or the "Acquirer") in compliance with Regulations 10 and 12 and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto.

I/We refer to the Letter of Offer dated April 08, 2010 for acquiring the equity shares held by me/us in California Software Company Limited. I/We, the undersigned have read the Letter of offer and understood their contents including the terms and conditions as mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our Shares from the Offer and I/we further authorize the Acquirer to return to me / us, the tendered Share Certificate(s) / Share (s) at my / our sole risk.

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

I / We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. Thursday, May 06, 2010.

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

— — — — — — — — — — — — — — — — **TEAR ALONG THIS LINE** — — — — — — — — — — — — — — —

Acknowledgement Slip
California Software Company Limited- Open Offer

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

residing at ______________________

____

a Form of Withdrawal for ______________________ shares along with :

☐ Copy of depository instruction slip from DP ID ____________ Client ID ____________

☐ Copy of acknowledgement slip issued when depositing dematerialised Shares

☐ Copy of acknowledgement slip issued when depositing physical Shares for withdrawing from the Offer made by the Acquirer

Stamp of Collection Centre		Signature of Official :		Date of Receipt :	

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

The particulars of tendered original share certificate (s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger Folio No(s).	Certificate No(s).	Distinctive No(s).		No. of Shares
			From	To	
1					
2					
3					
4					
5					
(In case the space provided is inadequate, please attach a separate sheet with details) **Total No. of Equity Shares**					

I/ We hold the following Shares in dematerialised form and had executed an off-market transaction for crediting the Shares to the "LIIPL - CSCL OPEN OFFER ESCROW ACCOUNT". Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by DP. The particulars of the account from which my / our Shares have been tendered are as follows:

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

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

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

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

Yours faithfully,

Signed and Delivered

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

Date :

Place :

— — — — — — — — — — — — — — — **TEAR ALONG THIS LINE** — — — — — — — — — — — — — —

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No. / DP ID /Client ID

Link Intime India Private Limited

(Unit: California Software Company Limited - Open Offer)

C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup West,
Mumbai- 400 078
Tel: +91-22-2596 0320;
Fax: +91-22-2596 0329;
E-mail: calsoft.openoffer@linkintime.co.in