

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

- Please submit this Form with the enclosures to the Registrar to the Offer as mentioned in the Letter of Offer
- Please read the enclosed Letter of Offer dated September 1, 2011 carefully before filing this Acceptance Form
- All terms and expressions used herein shall have the same meaning as ascribed thereto in the letter of Offer
- Each shareholder of **Indian Infotech & Software Limited** to whom this Offer is being made, is free to offer his Equity Shares in whole or in part while accepting the Offer

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
INDIAN INFOTECH & SOFTWARE LIMITED OPEN OFFER**

From:	OFFER OPENS ON :	OFFER SATURDAY, SEPTEMBER 10, 2011
Name	OFFER CLOSES ON :	THURSDAY, SEPTEMBER 29, 2011

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

C. B. Management Services (P) Limited
P-22, Bondel Road
Kolkata – 700 019
Ph: +91 -33 2280 6692/93/94
Fax: +91-33-2287 0263

Contact person: Mr. P. Basu

Dear Sir,

Sub: Open Offer to the shareholders of Indian Infotech & Software Limited to acquire from them 865,661 equity shares of Rs.10/- each aggregating 20% of the issued subscribed and paid-up share capital of Indian Infotech & Software Limited at a price of Rs. 18.50 (Rupees Eighteen and Paise Fifty Only) (the “Offer Price”) per fully paid-up Equity Share payable in cash

I/We refer to the Letter of Offer dated September 1, 2011 for acquiring the equity shares held by me/us in Indian Infotech & Software Limited.

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

☐ **SHARES HELD IN PHYSICAL FORM**

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

Sl. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s)		No. Of shares
			From	To	
1					
2					
3					
4					
Total Number of Shares					

Note: Please attach an additional sheet of paper if the above space is insufficient and authenticate the same.

I/We note and understand that the original share certificate(s) and valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer 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 HELD IN DAMATERIALIZED FORM**

I/We, holding shares in the dematerialized 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/our shares as detailed below:

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

I/We have executed an off-market transaction for crediting the Equity Shares to the special depository account detailed below, for which necessary instructions have been given to my/our DP as under:

☐ via a delivery instruction from my account with CDSL

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

Name of the special depository account	CBMSPL ESCROW ACIISL OPEN OFFER
Depository	Central Depository Services (India) Limited (CDSL)
DP Name	The Calcutta Stock Exchange Limited
DP ID	13061700
Client ID	00007929
ISIN	INE300B01014
Market	Off Market

Note: Shareholders should ensure that the Shares are credited to the special depository account not later than 3:00 p.m. on Thursday, September 29, 2011

I/We note and understand that the Equity 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.

Enclosures (Please tick as appropriate, if applicable)

☐ Duly attested Power of Attorney, if any person apart from the shareholder, has signed the acceptance from or transfer deed(s).

☐ Corporate authorization in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories.

☐ Duly attested Death Certificate/ Succession Certificate (in case of single shareholder) in case the original shareholder has expired.

☐ No Objection Certificate & Tax Clearance Certificate under Income-tax Act, 1961, for NRIs/OCBs/Foreign Shareholders as applicable

☐ RBI approval for acquiring Equity Shares of Indian Infotech & Software Limited hereby tendered in the Offer, for NRIs/OCBs/Foreign Shareholders as applicable

☐ Others (please specify): _____

I/We confirm that the Equity Shares of Indian Infotech & Software 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 they may decide to accept in consultation with the Manager to the Offer and in terms of the letter of Offer and I/We further authorize the Acquirer to return to me/us, Equity Share certificate(s)/ Equity 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 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 recorded with the Company. In case I/we have tendered my/our Equity Shares in dematerialized form, I/we authorize the Acquirer and the Registrar to the Offer and the Manager to the Offer to use my details regarding my address and bank account as obtained from the depository for the purpose of mailing the aforementioned documents.

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

BANK DETAILS

So as to avoid fraudulent encashment in transit, the Shareholder(s) holding Equity 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 the equity Shares that are tendered in Demat form, the Bank account details as obtained from the beneficiary position (download to be provided by the Depositories) will be considered and the consideration cheque or demand draft will be issued with the said bank particulars. Please indicate the preferred mode of receiving the payment consideration, (Please tick)

1) Electronic Mode: _____ 2) Physical Mode: _____

Sr. No.	Particulars	Details
1.	Name of the Bank	
2.	Complete Address of the Bank	
3.	Account Type (CA/SB/NRE/NRO/Others – Please mention)	
4.	Account No.	
5.	9 Digit MICR Code	
6.	IFSC code (for RTGS/NEFT transfers)	

Yours faithfully,

Signed and Delivered

	Full Name (s) of the holders	Signature(s)
First / Sole Holder		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Note: In case of joint holdings all must sign. A corporation must affix its rubber stamp and submit Board Resolution. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.

Address of First/Sole Shareholder _____

Place:

Date:

-----TEAR ALONG THIS LINE-----

ACKNOWLEDGEMENT SLIP

INDIAN INFOTECH & SOFTWARE LIMITED OPEN OFFER

(to be filled in by the shareholders) (subject to verification)

Received from Mr./Ms./M/s _____
residing / having registered office _____
_____ a Form of Acceptance cum Acknowledgement for _____ Equity Share(s) along
with:

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

☐ Share Certificate(s) _____ Transfer Deed(s) under Folio No. _____
for accepting the Offer made by the Acquirer

Stamp of Registrar	Signature of Official	Date of Receipt

General Instructions

- 1) **In case of shares held in joint names**, names of shareholders should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold shares in **Indian Infotech & Software Limited**, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.
- 2) **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.
- 3) **Shareholders of Indian Infotech & Software Limited having their beneficiary account in National Securities Depository Limited ('NSDL') have to use Inter depository delivery instruction slip for the purpose of crediting their equity shares in favour of special depository account with CDSL.**
- 4) **Non-resident shareholders** should enclose copy (ies) of permission received from Reserve Bank of India to acquire shares held by them in **Indian Infotech & Software Limited**
- 5) **In case of bodies corporate**, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) for the sale of shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.
- 6) **All the shareholders** should provide all relevant documents which are necessary to ensure transferability of the shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
 - a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
 - b) Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
 - c) No Objection Certificate from any lender, if the shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

PLEASE REFER TO THE DETAILED INSTRUCTIONS FOR PROCEDURE FOR ACCEPTANCE AND SETTLEMENT IN THE LETTER OF OFFER

-----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

C. B. Management Services (P) Limited
P-22, Bondel Road
Kolkata – 700 019
Ph: +91 -33 2280 6692/93/94
Fax: +91-33-2287 0263
Contact person: Mr. P.Basu
E-mail - rta@cbmsl.com