FORM OF WITHDRAWAL

INDIAN INFOTECH & SOFTWARE LIMITED - OPEN OFFER

From		**OFFER**
Name	**OFFER OPENS ON :**	**SATURDAY, SEPTEMBER 10, 2011**
	LAST DATE OF WITHDRAWAL :	**MONDAY, SEPTEMBER 26, 2011**
	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.

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

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

I/We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. Monday, September 26, 2011.

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 Equity Shares held in physical form and also for the non-receipt of Equity Shares held in the dematerialized form in the DP account due to inaccurate/ incomplete particulars/instructions.

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

☐ **SHARES HELD IN PHYSICAL FORM**

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

Sl. No.	Ledger Folio No.	Certificate No(s).	Distinctive No(s)		No. of shares	No. of shares Withdrawn
			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.

☐ **SHARES HELD IN DAMATERIALIZED FORM**

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

DP Name	DP ID	Client ID	Beneficiary Name	No. of Shares	No. of shares Withdrawn

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

I/We confirm that the particulars given above are true and correct. In case of dematerialized Equity Shares, I/we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

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.

Address of First/Sole Shareholder ____
____

Place: Date:

PLEASE NOTE THAT THE FORM OF WITHDRAWAL SHOULD NOT BE SENT DIRECTLY TO THE ACQUIRER OR TO THE MANAGER TO THE OFFER

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 **India 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 Counter 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) **In case of bodies corporate**, certified copies of appropriate authorization (including Board/shareholder resolutions, as applicable) for the withdrawal of shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.
4) **All the shareholders** should provide all relevant documents which are necessary to ensure transferability of the shares in respect of which the withdrawal is being sent. Such documents may include (but not be limited to):
   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 withdrawal form or transfer deed(s).

PLEASE REFER TO THE DETAILED INSTRUCTIONS FOR PROCEDURE FOR WITHDRAWAL IN THE LETTER OF OFFER

ACKNOWLEDGEMENT SLIP
INDIAN INFOTECH & SOFTWARE LIMITED OPEN OFFER - WITHDRAWAL

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

Residing / having registered office at ____

_______________________a Form of Withdrawal for _________ Equity Share(s) along with:

☐ Acknowledgement slip against tender of the Shares earlier in the Offer for _______ Shares

Stamp of Registrar	Signature of Official	Date of Receipt