LETTER OF OFFER

Note: This document is important and requires your immediate attention.

This Letter of Offer is being sent to you as an existing shareholder of **Prism Informatics Limited** ('PIL'). If you require any clarifications about the action to be taken, you should consult your Stockbroker or your Investment Consultant, or the Registrar to the Offer. In case you have sold your shares in PIL, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deeds to the Member of the Stock Exchange (as defined) through whom the sale was affected.

IDHASOFT LIMITED ('the Acquirer')

Having its Registered Office at: B-407, BSEL Tech Park, Sector 30-A, Vashi, Navi Mumbai – 400705
Tel No: +91 22 6723 2900 / 2781 3500; Fax No: +91 22 6723 2955 / 2781 3555.

MAKE CASH OFFER AT AN OFFER PRICE OF RS. 65 PER FULLY PAID UP EQUITY SHARE

TO ACQUIRE

1,26,000 equity shares of face value of Rs 10/- each representing 20% of the paid up share Capital from the existing shareholders

OF

PRISM INFORMATICS LIMITED ('the Target Company')

Having its registered office at: 513, 5th Floor, Tulsiani Chambers, Free Press Journal Marg,
Nariman Point, Mumbai 400 021.Tel No: +91 22 2284 6832; Fax No: +91 22 2284 6870

The Offer is being made pursuant to the provisions of Regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto.

The Offer is not a conditional offer.

As on the date of this Offer the Offer is not subject to any statutory and regulatory approvals, however it will be subject to statutory approvals that may become applicable prior to completion of the offer.

Regulation 26 of SEBI (SAST) Regulations, 1997 provides for an upward revision of the Offer Price / Offer Size at anytime, up to seven working days prior to the date of the closure of the Offer i.e. October 28, 2009. In case of a revision in the Offer Price / Offer size, the Public Announcement for revision will be made in the same newspaper in which the original Public Announcement had appeared. In case of a revision in Offer Price, the same price shall be paid by Acquirer for all the shares tendered anytime during the period the Offer is open and accepted under the Offer.

Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public announcement/Letter of offer, can withdraw the same upto three working days prior to the date of the closure of the offer i.e. upto October 23, 2009.

"If there is a competitive bid: (i) The public offer under all the subsisting bids shall close on the same date. (ii) As the offer price cannot be revised during 7 working days prior to the closing date of the offers/bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly."

There has been no competitive bid as on the date of this Letter of Offer.

THE PROCEDURE FOR ACCEPTANCE IS SET OUT IN PARAGRAPH 9.A FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT, FORM OF WITHDRAWAL AND TRANSFER DEED(S) ARE ENCLOSED WITH THIS LETTER OF OFFER. A COPY OF PUBLIC ANNOUNCEMENT AND THIS LETTER OF OFFER (INCLUDING FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT AND FORM OF WITHDRAWAL) WILL ALSO BE AVAILABLE ON SEBI'S WEB SITE www.sebi.gov.in

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
SAFFRON ● ● ● ● ● energising ideas	Sharex
SAFFRON CAPITAL ADVISORS PRIVATE LIMITED 204, Vishwanak Andheri Ghatkopar Link Road, Chakala, Andheri(East), Mumbai – 400 099. Tel. No: +91 22 4082 0903/0901 Fax No : +91 22 4082 0999 Email: abhijit@saffronadvisor.com Website: www.saffronadvisor.com Contact Person: Mr. Abhijit A. Diwan	**SHAREX DYNAMIC (INDIA) PRIVATE LIMITED** Unit No.1, Luthra Industrial Premises Andheri Kurla Road, Andheri (East) Mumbai - 400 072. Tel. No: +91 22 2851 5606 / 44 Fax No: +91 22 2851 2885 Email: sharexindia@vsnl.com Website: www.sharexindia.com Contact Person: Mr. B.S. Baliga

OFFER SCHEDULE

Activity	Original Schedule	Revised Schedule
Date of Public Announcement	Wednesday, August 12, 2009	Wednesday, August 12, 2009
Specified Date*	Friday, August 14, 2009	Friday, August 14, 2009
Last date for a competitive bid, if any	Wednesday, September 02, 2009	Wednesday, September 02, 2009
Date by which Letter of Offer will be posted to shareholders	Wednesday, September 23, 2009	Monday, October 05, 2009
Date of opening of the Offer	Thursday, October 01, 2009	Friday, October 09, 2009
Last date for Revising the Offer Price / Number of Shares	Thursday, October 08, 2009	Friday, October 16, 2009
Last date for Withdrawing acceptances tendered by shareholders	Tuesday, October 13, 2009	Friday, October 23, 2009
Date of closing of the Offer	Tuesday, October 20, 2009	Wednesday, October 28, 2009
Date of communicating acceptance/ rejection and payment of consideration for accepted shares / dispatch of the share certificate in case of rejection.	Tuesday, October 27, 2009	Friday, November 06, 2009

**** "Specified Date" is only for the purpose of determining the Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all owners (registered or unregistered) of the Shares of the Target (except the Acquirers, sellers and parties to the SPA) are eligible to participate in the Offer anytime before the closing of the Offer.***

Note: *Duly Signed Application and Transfer Deed(s) together with share certificate(s) should be dispatched by Registered Post / Courier or hand delivered to the Registrar to the Offer at above address to arrive not later than 4.00 p.m. on October 28, 2009.*

RISK FACTORS

Risk Factors relating to the Proposed Offer

1) In the event of any litigation leading to stay on the Offer, or SEBI instructing that the Offer should not be proceeded with, thus the Offer process may be delayed beyond the Offer Schedule indicated in this Letter of Offer.

2) The Acquirer makes no assurance with respect to the market price of the shares during/ after the Offer. Further, the tendered shares will lie to the credit of a designated escrow account until the completion of the Offer formalities. During such period, there may be fluctuation in the market price of the shares of PIL.

3) In case the shares tendered in the Offer by the shareholders, are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be as per the provisions of Regulation 21(6) of the SEBI (SAST) Regulations on a proportionate basis, in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company's share is 50 (Fifty) shares.

4) If the Acquirer is unable to make the payment to the shareholders who have accepted the Offer within 15 days of the date of closure of the Offer, then SEBI may, if satisfied that the delay in making the payment was not due to any willful default or neglect of the Acquirer, grant extension of time for the purpose,

subject to the Acquirer agreeing to pay interest to the shareholders for delay beyond 15 days, as may be specified by SEBI from time to time. Further, shareholders should note that after the last date for Withdrawing acceptances, the shareholders who have lodged the shares will 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, till such time as the process of acceptance of tendered shares and payment of consideration is completed.

Risk Factors relating to the transaction

1) The Offer may be withdrawn in terms of Regulation 27 of the SEBI (SAST) Regulations, in the event the requisite statutory approvals that may become applicable prior to completion of the Offer, are being refused.

Risks involved in associating with the Acquirer

1) The Offer to the shareholders of PIL is for acquisition of control and management, and it is made in accordance with Regulation 10 and 12 of the SEBI (SAST) Regulations. Post this offer the Acquirer will have significant ownership of shares of PIL and control over it. Further, there is no assurance with respect to the continuation of the past trend in the financial performance of PIL.

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Attached:

- Form of Acceptance-cum-Acknowledgement
- Form of Withdrawal
- Transfer Deed(s) (for shareholders holding shares in Physical mode)

DEFINITIONS

The following definitions apply through this document, unless the context requires otherwise:

Term	Definition
Acquirer	Idhasoft Limited
Company, Target Company or PIL	Prism Informatics Limited
BSE	Bombay Stock Exchange Limited
FEMA	Foreign Exchange Management Act, 1999
Manager or Manager to the Offer	Saffron Capital Advisors Private Limited
Offer	The offer being made by the Acquirer to shareholders of PIL as set out in this Letter of Offer
Offer Document	This Letter of Offer
Offer Price	Rs. 65 (Rupees Sixty Five only) per fully paid up equity share
Person(s) eligible to participate in the Offer	All owners (registered or unregistered) of Shares of Target Company (other than the Acquirers/Sellers/Parties to the SPA) anytime before the closure of the Offer
Public Announcement or PA	Announcement of the Offer made on August 12, 2009
RBI	The Reserve Bank of India
SEBI	Securities & Exchange Board of India
SEBI (SAST) Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 and subsequent amendments thereto
Existing Promoters	Prism Software Limited
Stock Exchanges	Unless otherwise mentioned, refers to the Bombay Stock Exchange Limited

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF 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 LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF **PRISM INFORMATICS LIMITED** TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF **IDHASOFT LIMITED, ('THE ACQUIRER')** OR **PRISM INFORMATICS LIMITED ('THE TARGET COMPANY')**, WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER – **SAFFRON CAPITAL ADVISORS PRIVATE LIMITED** HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 24, 2009 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) 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 MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER."

2. DETAILS OF THE OFFER

2.1 Background of the Offer

a) The Acquirer has entered into a Share Purchase Agreement (hereinafter referred to as **"SPA"** or **"the Agreement"**) dated August 06, 2009, with Prism Software Limited, (represented through its promoters, Mr. Pradeep Kothari, Mrs. Sarita Kothari and Mr. Harakchand Kothari) (herein after referred to as **"Sellers"**), to acquire 4,66,432 fully paid up shares of Rs. 10/- (Rupees Ten only) each representing 74.04% of paid up equity capital of Prism Informatics Limited (hereinafter referred to as the **"Target Company"** as defined in Regulation 2(1) (o) of the SEBI (SAST) Regulations, 1997 or **"PIL"**) at a price of Rs. 65 (Rupees Sixty Five only) per share (hereinafter referred to as the "**Negotiated Price"**).

b) The salient features of the Agreement are as under:

- There is no non-compete fees payable under the Agreement.
- The Acquirer will be termed as "Promoters" after completion of this transaction.
- The transaction shall be termed completed on receipt of a certificate from Saffron Capital Advisors Private Limited, the merchant bankers of the Acquirer, under Regulation 23(6) of the Takeover Code certifying fulfilment of all obligations by the Acquirer for the Public Offer under the Takeover Code. The Acquirer shall exercise voting rights on the 4,66,432 equity shares, only after receiving the above certificate.

c) The Acquirer has acquired 4,66,432 equity shares ("Sale Shares") of the Target Company representing 74.04% of total paid up equity share capital of PIL in terms of the SPA which resulted into the triggering of SEBI (SAST) Regulations. The Sale shares have been acquired by the Acquirer through the 'off-market mode'.

d) Pursuant to the signing of SPA and acquisition of sale shares, the Acquirer is making this offer under Regulations 10 & 12 of the SEBI (SAST) Regulations, to the Public Shareholders of PIL to acquire 20% (or 1,26,000 equity shares) of the paid up Capital at a price of Rs. 65 (Rupees Sixty Five only) per fully paid up Share ("Offer Price") payable in cash ("Offer"). Equity shares that would be tendered in the valid form in terms of this Offer will be transferred in favour of the Acquirer upon completion of the Open Offer formalities.

e) The Acquirer will not exercise voting rights on the said shares until all the Offer formalities are completed.

f) As on the date of the PA and this Letter of Offer, the Acquirer does not hold any shares of the Target Company, except the 4,66,432 Sale Shares acquired as mentioned above, representing 74.04% of paid up equity capital of the Target Company.

g) Idhasoft Limited is the sole Acquirer for this Open Offer. There are no other persons acting in concert with the Acquirer for the purpose of this Offer.

h) Neither the Acquirer nor the Target Company have been prohibited by SEBI from dealing in securities in terms of direction issued u/s 11B of SEBI Act or under any other regulation.

i) As on the date the PA and this Letter of Offer, there are no representatives of the Acquirer on the Board of the Target Company.

2.2 Details of the Proposed Offer

a) The Public Announcement dated August 11, 2009 was made in the following newspapers on August 12, 2009, in accordance with Regulation 15 of the SEBI (SAST) Regulations.

Publications	Edition
Financial Express (English)	All Editions
Jansatta(Hindi)	All Editions
Navshakti(Marathi)	Mumbai Edition, place where the Registered Office of the Target Company is situated as well as the stock exchange where the shares of PIL is listed

A copy of the PA shall also be available on the SEBI's website at www.sebi.gov.in

b) Pursuant to Regulations 10 and 12 of the SEBI (SAST) Regulations, the Acquirer is making an Open Offer to the Public Shareholders of PIL to acquire 20% (or 1,26,000 equity shares) of the equity Capital at a price of Rs. 65 (Rupees Sixty Five only) per share payable in cash ("Offer") subject to the terms and conditions mentioned herein. Equity shares that would be tendered in the valid form in terms of this Offer will be transferred in favour of the Acquirer upon completion of the Open Offer formalities.

c) There are no partly paid up shares in the Target Company.

d) Acquirer has not acquired either directly or through any person, any equity shares in the Target Company during the twelve months preceding the date of the PA except the shares referred to in para 2.1(a) above. The Acquirer has not acquired any equity shares during the 26 week period prior to the date of the Public Announcement by way of (a) allotment in public issue or (b) allotment in rights issue or (c) preferential allotment. Further the Acquirer has not acquired either directly or through any other person, any shares of PIL after the date of Public Announcement.

e) The equity shares of PIL are to be acquired, pursuant to the Offer, free from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividend or other distributions hereinafter declared, made or paid.

f) The Offer is not conditional on any minimum level of acceptances and the Acquirer will be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 1,26,000 equity shares that are tendered in the valid form in terms of this Offer subject to the terms and conditions mentioned in the PA and this Letter of Offer ("LOF") to be mailed to the shareholders of PIL.

g) Saffron Capital Advisors Private Limited, the Manager to the Offer, does not hold any shares of PIL as on the date of the Public Announcement and this Letter of Offer.

h) There has been no competitive bid as on date.

i) The Offer is made to all the shareholders of PIL except the Acquirer, Seller and parties to the SPA.

2.3 Objects of the Acquisition /Offer

a. The Acquirer having acquired 4,66,432 equity shares representing 74.04% of the paid-up equity capital, intends to comply with the SEBI (SAST) Regulations, 1997, by completing the Open Offer formalities.

b. The Offer to the Public shareholders of PIL is for acquiring 20% of the total paid up capital. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

c. This Offer of 20% of the paid up Capital i.e. 1,26,000 shares of PIL is made in terms of Regulations 10 and 12 of the SEBI (SAST) Regulations.

d. Pursuant to substantial acquisition, the Acquirer will be in control and management of the Target Company. The Acquirer does not currently have any plans to dispose of or otherwise encumber any assets of PIL in the two years from the date of the closure of this Offer except to the extent required for the purpose of restructuring and/or rationalization of assets, operations, investments, liabilities, or otherwise of the Target Company for commercial reasons and operational efficiencies. The Acquirer hereby undertakes not to sell, dispose of or otherwise encumber any substantial asset of PIL, except with the prior approval of the shareholders of PIL. The Acquirer would take appropriate decisions in the aforesaid matters, as per the requirements of business and in line with opportunities or changes in the economic scenario, from time to time.

e. The Acquirer propose to reconstitute the board of directors of the Target Company upon completion of Open Offer formalities and the Acquirer or its authorized representatives, who will be in control of the management of the Target Company, will take decisions regarding the future course of the Target Company.

f. The Acquirer intends to pursue some of its software related activities related to certain domains through PIL, a listed vehicle. The Acquirer currently does a significant amount of Business Consulting and IT implementation services on a worldwide basis and has over 1200 customers. It therefore sees a huge opportunity in certain key sectors like infrastructure support Management, IT Security and Business Continuity Management, SAP Education Portal Services, SAP Retail Trade Practice Services, Oracle Green Energy Practices etc. Also, the Acquirer sees significant opportunities in Asian and European markets, where PIL will be a niche vehicle for Idhasoft to provide high quality technology oriented products and services. The Acquirer plans to induct staff in remote locations and also plans to create high-end IT consulting, and leadership education services and offshore IT products and services into PIL. The Acquirer also plans to acquire a few companies which have significant focus in Asia, Europe etc, which will be consolidated in PIL. This will ensure significant long term value creation for PIL and at the same time, it will provide value added services to the Acquirer.

3. BACKGROUND OF IDHASOFT LIMITED (THE ACQUIRER)

a. Idhasoft Limited (Idhasoft) was originally incorporated as Idha Software Consultancy Private Limited vide a certificate of incorporation issued by the Asst. Registrar of Companies, Maharashtra, Mumbai dated December 21, 2006. The name was changed to Idhasoft Private Limited vide a fresh certificate of incorporation dated October 15, 2007. Consequent to change in constitution to a public limited company, a fresh certificate of incorporation was issued in the name of Idhasoft Limited, vide certificate dated March 11, 2008, issued by the Deputy Registrar of Companies, Maharashtra, Mumbai (bearing Corporate Identity No. U72200MH2006PLC166403).

b. The registered office of the company is situated at B-407, BSEL Tech Park, Sector 30-A, Vashi, Navi Mumbai – 400705; Tel No: +91 22 6723 2900 / 2781 3500; Fax No: +91 22 6723 2955 / 2781 3555.

c. Idhasoft is promoted by Dr. Ramesh Subramaniam Iyer, Mr. Alok Pathak, Mr. James Henry Napier and Antleg Cyprus Limited.

d. Idhasoft is a software products and IT services provider serving enterprise customers in the United States, Europe and Asia. Idhasoft provides services to industry segments, including Banking and Financial Services, Healthcare, Insurance, Manufacturing, Public Sector, Retail and Telecommunications. With a reputation for high quality and reliability, Idhasoft provides a range of IT services, from Software Application Development and Strategic IT Consulting to Recruitment Process Outsourcing, and Implementation of Third Party Enterprise-wide products, including Oracle, SAP, Cognos and TIBCO.

e. As on date of this Letter of Offer Idhasoft has issued 48,89,43,219 (Forty Eight Crores Eighty Nine Lacs Forty Three Thousand Two Hundred Ninteen Only)equity shares having face value of Re. 1/- only. Of these 10,54,00,000 shares are partly paid up to the extent of Re. 0.01 per share.

Name of shareholders	No. of Equity Shares of face value Re. 1/-	% w.r.t to the total issued capital
Promoter Group		
Dr. Ramesh Subramanyam Iyer	52,635,000	10.77
Alok Pathak	52,835,000	10.81
Antleg Cyprus Limited (person in control - James Henry Napier Gibson)	221,549,522	45.31
James Henry Napier Gibson	-	0.00
Total Promoter Group (A)	**327,019,522**	**66.88**
Others (B)	161,923,697	**33.12**
Total (A+B)	**488,943,219**	**100.00**

f. The Provisions of Chapter II of the SEBI (SAST) Regulations have been complied with by Idhasoft, by filing disclosure reports of acquisition, with the Target Company and the stock exchange, where the Target Company is listed, in terms of Regulation 7(1) of the SEBI (SAST) Regulations, 1997.

g. The Board of Directors of Idhasoft Limited as on the date of PA and this Letter of Offer is as under:

Name / Designation/ DIN / Residential Address	Date of Appointment and Qualification	Other Directorships
Mr. James Henry Napier Gibson Chairman	22-12-2006 Certified Public	--

DIN: 01233466 Apt.301, King's Palace Block 4, Opp. Venus Beach Hotel Paphos 8046, Cyprus, USA.	Accountant, Belfast, Ireland	
Dr. Ramesh Subramanyam Iyer Managing Director DIN: 01352611 A/103, Sagar Garden Opp. Nirmal Lifestyle, L.B.S. Marg, Mulund (West) Mumbai – 400 080.	21-12-2006 M.Sc, PhD, MBA	1. Idhasoft Inc, Delaware
Mr. Alok Pathak CEO and Executive Director DIN: 01328197 Flat No B-1205, Plot No 46 Resi 3-Phase, Sector 30A, Vashi Navi Mumbai - 400 705.	21-12-2006 M.Tech, IIT (Bombay)	1. Intech Software Solutions Inc, USA 2. Semafor Technologies LLC, USA 3. Cavaya Inc, USA 4. Idhasoft Inc, Georgia 5. Aware Technologies Inc, USA 6. Knowledge Solutions Inc, USA 7. Code Soft International Inc, USA 8. AAGAM Pte Ltd, Singapore 9. Influx Info Solutions Inc, USA 10. Bizshore Inc, USA 11. DCB & Company Inc, USA 12. Ki Solutions LLC, USA 13. Brevadum LLC, USA 14. Intelligum LLC, USA 15. Nitya Corporation, Georgia 16. Idhasoft Inc, Delaware 17. Enterpluse Inc, USA 18. UBEX Corporation, USA 19. DXC LLC, USA 20. Westbay Solutions Group, USA 21. Roundbox Media LLC 22. Apposite Solution Inc 23. Prodlink Solutions
Mr. T.S. Krishnamurthy Director DIN: 00279767	25-09-2007 MS Economics, LLB, MSC from University of Bank United Kingdom	1. Shri Ram Life Insurance Company Limited 2. Purple Infotech Private Limited 3. DSP Blackrock Trustee Company Private Limited

7-S9, Gokul Tower Apartments Sir C.P. Ramasamy Road, Alwarpet, Chennai – 600 018.		4. Edelweiss Asset Reconstruction Company Limited 5. RRB Energy Limited
Mr. Vedanthachari Srinivasarangan Nominee Director for HDFC Limited DIN: 00030248 B-101, Chaitanya Towers Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025.	07-11-2008 B.Com, ACA, ICWA	1. Precision Automation and Robotics India Limited 2. HDFC Investments Limited 3. HDFC Ventures Capital Limited 4. IPFOnline Limited 5. HDFC Property Ventures Limited 6. India Asset Recovery Management Limited, Mauritius 7. L&T Urban Infrastructure Limited 8. HDFC Holdings Limited 9. OCM India Limited 10. IVF Advisors Private Limited 11. HDFC Trustee Company Limited 12. Rural Shores Business Services Private Limited
Mr. Ranjeev Bhatia DIN: 01928633 Nominee Director for Isofttechnology Ventures Limited II Peridot, 22 A Perry Cross Road Bandra, Mumbai – 400 050.	01-08-2008 MS (Economics)	1. MedPlus Health Services Private Limited 2. Polygel Technologies (India) Private Limited
Mr. Jonathan DeLighton Squires Nominee Director for Isoftechnology Ventures Limited DIN: 02082231 Villa 7, Gate 859, Road 5127 Al-Qurayya Bahrain	01-08-2008 B.A.(Economics), B.Sc	1. MedPlus Health Services Private Limited 2. Polygel Technologies (India) Private Limited
Mr. Thomas Noel Kelly Director DIN: 02284167	28-08-2008 MS (Economics)	1. Moongold Enterprises Corporation Limited 2. Carmyle Limited 3. Saudi Arabian Kentz Company Limited

P.O. Box No. 75251 Juffair Bahrain		4. Kentz Middle East Holding WLL

Brief Profile of the Directors on the Board of Idhasoft Limited

1. Mr. James Henry Napier Gibson (Age 63 years)

A Certified Public Accountant from Belfast, Ireland, Mr. Gibson worked for Unilever in London until 1971 and was the financial accountant for Unilever Computer Services Limited (UCSL), a wholly owned Unilever company that was responsible for all the computer services for the Unilever Group, as well as for third parties. He joined a leading privately owned group (into trading, construction, engineering, manufacturing and services) in the Middle East in 1971 as a senior accountant, and took over as group Managing Director from 1978 until May 2006, when he retired. Currently Mr. Gibson serves as our Chairman overseesing matters relating to its overall business strategy.

2. Dr. Ramesh Subramanyam Iyer (Age 48 years)

Dr. Ramesh has over 26 years experience in various capacities and had acted as CEO for 8 years in midsized companies. He specializes in organic and acquisitive growth and has been involved in a number of startup to established organizations. A M.Sc from Mumbai University, he has also done his Doctorate in Mumbai University and completed his MBA from Jamnalal Bajaj Institute of Management Studies, Mumbai. A firm believer in people and customer management, Dr. Ramesh has set up complete offshore support facilities and practices both horizontally and vertically, and is instrumental in scaling up Idhasoft to its present size and scale of operations.

3. Mr. Alok Pathak (Age 50 years)

Mr. Alok has done his M Tech from IIT Bombay, and is the CEO and Executive Director of Idhasoft Limited. He has over 20 years experience in various capacities across companies in mergers and acquisitions and subsequent integration process. Alok's previous assignments include being a) President and Vice President for a number of global IT companies b) Head Operations for a large USA and UK based company c) Head of BFSI and Telecom verticals for a large IT company.

4. Mr. T.S. Krishnamurthy (Age 69 years)

Mr. Krishnamurthy joined the Indian Revenue Service in 1963 through the combined Civil Services Examination. He was Commissioner of Income Tax, Chennai, Chief Commissioner of IT, Bombay and Director General of IT (Admin), New Delhi. He was Member Secretary, Shipping Development Fund Committee (1975-78) & GM (Finance and Commercial), Hindustan Shipyard Limited, Visakhapatnam (1979-82) on deputation. His other assignments include Joint Secretary (Tax Policy), Ministry of Finance, Joint Secretary (Foreign Tax Division), Ministry of Finance and Additional Secretary (Expenditure), Ministry of Finance. As Joint Secretary (Tax Policy Legislation), he has been closely associated with Direct Tax Reforms in 1991, 1992 & 1993 budgets. As Joint Secretary (Foreign Tax Division), he has been associated with finalization of Tax treaties for avoidance of double taxation with Greece, Cyprus, UK, Austria, Germany, China, Malaysia & Singapore. Mr. Krishnamurthy was elevated as Secretary to the Government of India, Department of Company Affairs in January, 1997 to deal with issues under the Companies Act 1956, Monopolies and Restrictive Trade Practices Act and other allied subjects.

He has been responsible for framing a comprehensive Companies Bill to replace the existing Companies Act and also two Amendment Bills to the existing Companies Act, 1956 in order to improve corporate governance and investors' interests in the country. He was the first Chairman of

Investor Protection and Education Fund set up specifically to take care of the interests of India's Corporate Investors. He was a member in the United Nations Commonwealth Secretariat Observation Team for overseeing the recently concluded elections in Uganda.

5. Mr. Vedanthachari Srinivasarangan (Age 49 years)

Mr. V. Srinivasarangan is a Nominee Director of HDFC on the Board of Idhasoft. A commerce graduate, Chartered Accountant and Cost & Works Accountant, he is currently the Sr. General Manager, Treasury in HDFC.

He is on the Board of Directors of several leading listed companies in India and brings in his expertise relating to Business Strategy, Financial Discipline, Compliance and Listing Management.

6. Mr. Ranjeev Bhatia (Age 37 years)

Mr. Ranjeev holds a degree in Economics from the London School of Economics and a Masters in Economics from Cambridge University. He is also a member of the Institute of Chartered Accountants of England and Wales. Ranjeev works within the Corporate Investment team at Arcapita focusing on the Middle East and India. Prior to joining Arcapita, Ranjeev was a Director with KPMG Corporate Finance, the Investment Banking arm of KPMG in New York. Previously, he was with KPMG Corporate Finance in London and started his early career with the audit firm in their London Office. Ranjeev has extensive experience in middle market mergers and acquisitions in both the US and the UK. Ranjeev represents Isoftechnology Ventures Limited, an affiliate of Arcapita, as a Nominee Director on the Board of Idhasoft.

7. Mr. Jonathan DeLighton Squires (Age 58 years)

Mr. Jonathan has a BA (Economics) degree from the University of Cape Town and a post graduate BSc degree in Industrial Psychology and Legal Systems from the University of Rhodesia. Jonathan is head of Corporate Investment team for Arcapita, Middle East and India. He has over 25 years of extensive experience in equity capital markets, investment banking and finance. He joined Arcapita from KPMG Corporate Finance where he was Group Head of the Industrial Markets US advisory practice. Before KPMG he was with Credit Lyonnais Americas where he was Head of Investment Banking in the United States. During his career in the United States he was also with Gruntal Capital Markets as Head of Technology Investment Banking, and Kleinwort Benson, where he was Co-Head of Kleinwort's US Corporate Finance business. Jonathan has advised in the public and private sectors on a wide range of capital market transactions, public and private financings, fairness opinions, special advisor to Boards of Directors, expert witness testimony, cross-border M&A mandates and equity offerings. Jonathan represents Isoftechnology Ventures Limited, an affiliate of Arcapita, as a Nominee Director on the Board of Idhasoft.

8. Mr. Thomas Noel Kelly (Age 62 years)

Mr. Noel holds an honorary Doctorate in Management from the International Management Association and is a member of the institutes of Directors of Ireland. He joined the Kentz Group, Ireland in 1977 and pioneered the Group's growth internationally over the last 30 years through various positions he has held including Proposal Manager, Project Manager, General Manager, Sales Director and Executive Director and was instrumental in the growth of worldwide annual turnover of the Kentz Group from €100 million to approximately €600 million. He also worked for 10 years with Electricity Supply Board ("ESB") of Ireland. Noel retired as Executive and Sales Director of the Kentz Group in June 2008.

h. As on the date of the PA and this Letter of Offer, none of the Directors of the Acquirer Company is on the Board of Directors of the Target Company. They have not participated in any matter(s) concerning or relating to the Offer including any preparatory steps leading to the Offer and have undertaken that they will abstain from all proceedings related to this Offer as per Regulation 22(9) of the SEBI (SAST) Regulations.

i. Idhasoft being an unlisted Public Limited Company, its shares are not listed or traded on any Stock Exchange.

j. Brief financials of Idhasoft Limited for the year ending March 31, 2007 and March 31, 2008 (certified by erstwhile Statutory Auditors of the Company, E.A Patil & Associates, Chartered Accountants) and for the year ending March 31, 2009 (certified by Statutory Auditors of the Company, BSR and Associates, Chartered Accountants), based on audited financial statements are as under:

(Rs. in lacs)

Profit & Loss Statement	March 31, 2007	March 31, 2008	March 31, 2009
Income from operations	92.99	4,495.34	8,030.86
Other Income	3.52	100.61	915.56
Total Income	96.52	4,595.95	8,946.42
Total Expenditure	116.67	3,854.72	6,421.09
Profit Before Depn Interest and Tax	(20.15)	741.23	2,525.32
Depreciation	3.54	69.91	121.18
Financial Expenses	0.02	16.53	119.39
Profit Before Tax	(23.70)	654.79	2,284.75
Provision for Tax (incl adjustment for deferred tax liability)	(6.83)	(272.40)	74.83
Profit After Tax	(30.54)	382.39	2,209.92

Balance Sheet Statement	March 31, 2007	March 31, 2008	March 31, 2009
Sources of Funds			
Paid up share capital	2,271.48	3,113.62	6,460.97
Reserves and Surplus (excluding revaluation reserves)	(30.54)	2,192.06	24,286.43
Misc. Expenditure not w/off	(31.40)	(55.18)	-
Net Worth	2,209.55	5,250.50	30,747.40
Share application money and Share warrants, Stock Option Outstanding	439.31	1,506.50	429.87
Secured loan	-	-	339.78
Unsecured loan	16.25	408.43	1,889.96
Deferred Tax Liability	6.04	0.86	1.38
Total	**2,671.15**	**7,166.29**	**33,408.39**
Application of funds			
Net fixed assets	186.51	283.84	338.02
Investments	1,910.26	9,115.85	11,558.71
Net Current Assets	574.38	(2,233.40)	21,493.70
Deferred Tax Assets	-	-	17.96
Total	**2,671.15**	**7,166.29**	**33,408.39**
Other Financial Data	**March 31, 2007**	**March 31, 2008**	**March 31, 2009**
Dividend (%)	-	-	-
Earning Per Share (Rs.)	0.03	0.13	0.60
Return on Net Worth (%)	(1.38)	7.28	0.07
Book Value Per Share (Rs.) (Excl Share Application Money)	0.97	1.69	7.99

1. Earning Per Share = Profit (Loss) After Tax / Weighted Average Number of Equity Shares
2. Return on Net Worth = Profit (Loss) After Tax / Net Worth
3. Book Value per share = Net Worth (excluding share application money)/Number of Equity shares

Reasons for rise in PAT and Total Income during above period:

Financial Year 2008-09 vis-à-vis Financial Year 2007-08

In 2008-09, because of acquisitions, the Company could considerably leverage its overall global capabilities, over 100 odd new customers were added and as a result, the business and PAT grew significantly. Also massive impetus was given to hiring on a worldwide basis, sales team was increased from a 5 member man team to almost 40 people. India’s backend in terms of delivery capability was significantly strengthened with operations spread in Navi Mumbai, Borivali, Pune, Chennai, Hyderabad, Gurgaon etc. Also with the economic recession, customers were badly in need of re-managing / re-improving their processes to meet the current business demands. This also gave a boost to our consulting business.

Financial Year 2007-08 vis-à-vis Financial Year 2006-07

The year 2007-08 significant acquisitions were done and as part of it a number of customers were included in the Company’s fold, as a result of which considerable cross-selling happened. This led to excellent organic growth, with new lines of business being commenced such as a) Remote database services b) Business Intelligence c) Oracle Apps Implementation and managed Services d) SAP project implementation for SME e) Hospital Mgmt System.

k. **Significant Accounting Policies:**

1. Basis of preparation of financial statements

The accompanying financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, and Generally Accepted Accounting Principles ('GAAP') in India, under the historical cost convention. GAAP comprises mandatory accounting standards as specified in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, in consultation with National Advisory Committee on Accounting Standards ('NACAS') and relevant provisions of Companies Act, 1956, to the extent applicable.

The preparation of the financial statements in accordance with generally accepted accounting principles requires that management makes estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as of the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

2. Fixed assets and depreciation

Tangible assets

Fixed assets are stated at cost less accumulated depreciation. Cost includes inward freight, duties, taxes and incidental expenses related to acquisition and installation of the asset. During the year ended 31 March, 2009, the Company has changed the method of depreciation for all assets from Writen Down Value Method ('WDV') to Straight Line Method ('SLM') with retrospective effect.

Depreciation provided on Straight Line Method ('SLM') is based on the estimated useful lives of the assets as determined by the management. For additions and disposals, depreciation is provided pro-rata for the period of use.

The rates of depreciation based on the estimated useful lives of fixed assets are higher than those prescribed under Schedule XIV to the Companies Act, 1956. The useful lives of fixed assets are stated below:

Asset	Useful life (in years)
Computers and other service equipments	3 yrs
Furniture and fixtures	5 yrs
Office equipments	5 yrs
Vehicles	5 yrs

Intangible assets

Intangible assets are amortized over their respective individual estimated useful lives on a straight line basis. Intangible assets comprise software Intellectual Property Rights ("IPR") and are being amortized over a period of 5 years. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry, and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

3. Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit which the asset belongs to, is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

4. Leases

In accordance with Accounting Standard 19 "Accounting for leases", lease arrangements, where the risks and rewards incidental to ownership of an asset substantially vests with the lessor, are recognised as operating leases. Lease payments under operating lease are recognised as an expense in the profit and loss account.

5. Revenue and cost recognition

The Company derives its revenues primarily from software technology and IT enabled services. Revenue from time-and-material contracts is recognised as related services are rendered. Revenue from fixed-price contracts is recognised on a percentage of completion basis, measured by the percentage of costs incurred to-date to estimated total costs for each contract. This method is used because management considers costs to be the best available measure of progress on these contracts. In case of sale of software, revenue is recognised when right to use the software is transferred to the customer.

The asset "Unbilled revenue", represents revenues recognised in excess of amounts billed. These amounts are billed after the milestones specified in the agreement are achieved and the customer acceptance for the same is received.

Revenue from maintenance contracts is recognised ratably over the term of maintenance.

Warranty costs on sale of services are accrued based on management's estimates and historical data at the time related revenues are recorded.

Dividend income is recognised when the Company's right to receive dividend is established. Interest income is recognised on the time proportion basis.

6. Employee retirement and other benefits

Defined Contribution Plans :

Contributions to defined contribution retirement benefit schemes are recognised as an expense in the profit and loss account during the period in which the employee renders the related service. e.g. Provident fund.

In case of US Branch of the Company, the employees participate in a saving plan under Section 401(k) of the Internal Revenue Code covering all eligible employees. The plan provides that the Company can make matching contributions, which is equivalent to employees' contributions subject to maximum of 50% upto the first 4% of the employee contributions.

Defined Benefit Plans:

Gratuity and leave encashment schemes are defined benefits. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation carried out by an independent actuary at the balance sheet date using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date. Actuarial gains and losses are recognised immediately in the Profit and loss account.

7. Foreign currency transactions

India Operations

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Foreign currency denominated monetary assets and monetary liabilities at the year end are translated at the year-end exchange rate. Exchange rate differences resulting from foreign exchange transactions settled during the year, including year-end translation of monetary assets and liabilities are recognised in the profit and loss account.

Foreign branch office operations

Income and Expenditure are translated into the reporting currency at the average exchange rates during the year. Foreign currency denominated monetary assets and monetary liabilities at balance sheet date are translated at exchange rates prevailing on the date of the balance sheet. Fixed assets are translated at exchange rates on the date of the transaction and depreciation on fixed assets is translated at the exchange rates used for translation of the underlying fixed assets. Net exchange difference resulting from translation of item, in the financial statements of the foreign branch is recognised in the profit and loss account.

8. Investments

Long-term investments are stated at cost, and provision for diminution is made when, in the management's opinion, there is a decline, other than temporary, in the carrying value of such investments. Current investments are carried at lower of cost and fair value.

9. Taxation

Income tax expense comprises current tax expense, deferred tax expense or credit and fringe benefit tax computed in accordance with the relevant provisions of the Income Tax Act, 1961. Fringe benefit tax ('FBT') is accounted for in accordance with guidance note on accounting for fringe benefits tax issued by the Institute of Chartered Accountants of India ('ICAI'). Provision for current taxes is recognised under the taxes payable method based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Indian Income tax Act, 1961.

Deferred tax assets and liabilities are recognised for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements of the Company. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment rate. Deferred tax assets in respect of carry forward losses are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. Other deferred tax assets are recognised only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

Substantial portion of the profits of the Company are exempted from income tax, being profits from undertakings situated at Software Technology Parks. Under the tax holiday, the Company can utilise exemption of profits from income taxes till 2011.

In this regard, the Company recognises deferred taxes in respect of those originating timing differences, which reverse after the tax holiday year resulting in tax consequences. Timing differences, which originate and reverse within the tax holiday year do not result in tax consequence and therefore no deferred taxes are recognised in respect of the same. For this purpose, the timing differences, which originate first are considered to reverse first.

10. Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity shares and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date.

11. Provisions and contingent liabilities

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

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

12. Employee stock options

The Company determines the compensation cost based on intrinsic value method. The compensation cost is amortised on a straight line basis over the vesting period.

13. Inventories

Inventories comprising of resalable licenses are valued at lower of cost and net realizable value. Cost is determined on the basis of FIFO method and includes all costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less selling expenses.

I. **Other Details of Idhasoft Limitd**

(i) Idhasoft being an unlisted public limited company the Corporate Governance as per Listing Agreement of the Stock Exchange does not apply.

(ii) There are no Litigations pending against Idhasoft Limited.

(iii) There has been no merger/demerger and/or spin off involving Idhasoft since incorporation.

(iv) There are no contingent liabilities as on March 31, 2009, except as disclosed below:

(Rupees)

Particulars	FY 2009	FY 2008
Bank guarantee	330,000	-

The estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances) is Rs. Nil.

(v) Name and Details of the Compliance Officer

Ms. Swapna Sawant
Company Secretary
Idhasoft Limited
B-407, BSEL Tech Park
Sector 30-A, Vashi
Navi Mumbai – 400705
Tel No: +91 22 6723 2900 / 2781 3500
Fax No: +91 22 6723 2955 / 2781 3555
Email: swapna.sawant@idhasoft.com

(vi) The Acquirer has not promoted any other company till date.

4. DISCLOSURE IN TERMS OF REGULATION 16 (IX) AND OBJECTS OF THE OFFER & FUTURE PLANS

4.1 Disclosure in terms of Regulation 16(ix)

a. The Acquirer does not have any plans to dispose of or otherwise encumber any assets of PIL within two years from the date of closure of the Offer except in the ordinary course of business. However re-organization and/or streamlining of various businesses may be considered for commercial reasons and operational efficiencies which may include the restructuring and/or rationalization of assets of the target Company, however, not limited to, merger.

b. Further, the Acquirer undertakes that in the next two years it shall not sell, dispose of or otherwise encumber any substantial asset of PIL except with the prior approval of the PIL's shareholders.

4.2 Objects of the offer & Future Plans

a. The Acquirer, having acquired 4,66,432 equity shares representing 74.04% of the paid-up equity capital, intends to comply with the SEBI (SAST) Regulations, 1997, by completing the Open Offer formalities.

b. The Offer to the Public shareholders of PIL is for acquiring 20% of the total paid up capital. After the proposed Offer, the Acquirer will achieve substantial acquisition of shares and voting rights, accompanied with effective management control over the Target Company.

c. This Offer of 20% of the total paid-up capital i.e. 1,26,000 shares of PIL is made in terms of Regulations 10 and 12 of the SEBI (SAST) Regulations.

d. The Acquirer propose to reconstitute the board of directors of the Target Company upon completion of Open Offer formalities and the Acquirer or their authorized representatives, who will be in control of the management of the Target Company, will take decisions regarding the future course of the Target Company.

e. The Acquirer intends to pursue some of its software related activities related to certain domains through PIL, a listed vehicle, as detailed in para 2.3(f) above.

5. DELISTING / CONTINUOUS LISTING OPTION TO THE ACQUIRERS IN TERMS OF REGULATION 21(2)

a) As per the Listing Agreement with BSE, the Target Company is required to maintain at least 25% Public shareholding for listing on continuous basis with the Exchange. The Acquirer entered into a SPA with the existing promoters of the Target Company to acquire 74.04% of the current paid-up equity share capital and making this offer to acquire up to 20% of the paid up equity share capital. Assuming full acceptance under this Offer, the post offer holding of the Public shall be 5.96 % of the voting Capital. If pursuant to the Offer and any acquisition of Shares by the Acquirer from the open market or through negotiations or otherwise made in compliance with the SEBI (SAST) Regulations, the public shareholding is reduced to below 25% of the voting share capital of Prism Informatics Limited, then in accordance with Regulation 21(2) of the SEBI (SAST) Regulations and clause 40A of Listing Agreement, the Acquirer undertakes to disinvest through an offer for sale or by a fresh issue of capital or by any other permitted mode, to the public such number of equity shares so as to satisfy the listing requirement within the time limit specified therein.

b) Acquirer intends to maintain the listing status of Target Company on the Stock Exchange in future after the Open Offer.

6. BACKGROUND OF PRISM INFORMATICS LIMITED ("PIL") ("THE TARGET COMPANY")

a) Prism Informatics Limited was originally incorporated as Aakruti Holdings Limited on March 07, 1983 and received certificate for commencement of business on March 08, 1983. The name of the Company was changed to its present name i.e. Prism Informatics Limited w.e.f. July 07, 2005.

b) The Company was originally promoted by Mr. Harkishan. N. Udani, Mr. Parag H. Udani, Mr. Premal Udani, Mrs. I.H.Udani and Mr. Manharlal Udani. There was a change in management in the year 2004, where the current promoter, Prism Software Limited had acquired the majority shares and control in the Target Company in compliance with SEBI (SAST) Regulations.

c) The registered office of Prism Informatics Limited is situated at 513, 5th Floor, Tulsiani Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400 021; Tel No: +91 22 2284 6832; Fax No: +91 22 2284 6870. The Target Company has its software development center at 13-M, Software Technology Park, Link Road, Nagpur - 440 001.

d) PIL is in the business of Software Development and export and derives its income mainly from Software Development and Export activities related to software.

e) The Share Capital / Voting Rights of the Target Company will be as under :

Paid up Equity Shares of Target company	**No. of Shares of Rs. 10 each/ voting rights**	**% of shares/voting rights**
Fully paid up equity shares	6,30,000	100
Partly paid up equity shares	NIL	NIL
Total paid up equity shares	6,30,000	100
Total voting rights in Target company	6,30,000	100

There are no partly paid up shares. There are no outstanding Convertible instruments (warrants / FCDs / PCDs etc.) issued by the Company.

f) The current capital structure and its build-up since inception is as under:

Date of Allotment	**No and % of shares issued**		**Cumulative Paid up capital (no. of shares)**	**Mode of allotment**	**Identity of allottees (promoters/ ex-promoters/ others)**	**Status of compliance**
	No. of Shares	**%**				
19-04-83	2,10,000	100%	2,10,000	Incorporation and simultaneous IPO	Promoters and Public	N.A.
30-10-06	4,20,000	100%	6,30,000	Bonus (1:2)	Existing shareholders	N.A.

g) The shares of the Target Company are listed on BSE and are infrequently traded on BSE within the meaning of explanation (i) to Regulation 20 (5) of the SEBI (SAST) Regulations.

h) The Company is in compliance with the listing agreement of the stock exchange and as on date of the PA, no punitive action has been initiated against it by the stock exchange where its shares are listed.

i) PIL, its existing promoters have complied with all the applicable provisions of Chapter II of the SEBI (SAST) Regulations, except as mentioned below:

For the period prior to the acquisition by Prism Software Limited, there was a delay in compliance of provisions of Chapter II by the Target Company, which was regularized through the SEBI Regularization Scheme, 2002. Further there is a delay in Chapter II compliances by the Target Company for the period 2004 till 2009.

However, the Target Company vide their letter dated September 23, 2009, have confirmed that they shall take necessary steps to consent with SEBI, to regularize the delay in filing disclosure/compliance reports under provisions of Chapter II of SEBI (SAST) Regulations.

j) Board of Directors of PIL as on the date of PA and this Letter of Offer:

Sr. No	Name, DIN and Address	Designation and Date of Appointment	Brief Profile
1.	Pradeep Kothari DIN: 00873378 125, Nilesh Apartments Ram Nagar Nagpur 440 010	Director 13.02.2004	Mr. Pradeep Kothari has done his B.E. (Electronics) and has more than 18 years of experience in the field of of software and software development.
2.	Sarita Kothari DIN: 02163945 125, Nilesh Apartments Ram Nagar Nagpur 440 010	Director 13.02.2004	Ms. Sarita Kothari, w/o Mr. Pradeep Kothari has done her M.Sc and Ph.D (Zoology) and was involved in related areas of research.
3.	Harakchand Kothari DIN: 00873413 125, Nilesh Apartments Ram Nagar Nagpur 440 010	Director 13.02.2004	Mr. Harakchand Kothari is the father of Mr. Pradeep Kothari, is a Sciene graduate (B.Sc-Agri).

k) The Acquirer has confirmed that it has not nominated any director to represent the Acquirer on the board of directors of Target Company as on the date of the PA and this Letter of Offer.

l) There have been no mergers/ de-mergers /spin-offs during the past three years involving PIL.

m) There has been a change in the name of the Target Company as described in para 6 (a) herein above.

n) **Brief Financials of Prism Informatics Limited**

Brief financials of PIL certified by Statutory Auditors of the Company, M/s. P.B. Tikait & Co., Chartered Accountants, through their proprietor Mr. P.B. Tikait (Membership No. 37998) based on audited financial statements for the year ending March 31, 2007, 2008 and 2009 are as under:

(Rs. in lacs)

Profit & Loss Statement	31-Mar-09	31-Mar-08	31-Mar-07
Income from operations	40.82	38.01	45.46
Other Income	-	0.01	1.02
Total Income	40.82	38.02	46.49
Total Expenditure	17.88	14.16	3.95
Profit Before Depreciation Interest and Tax	22.94	23.86	42.54
Depreciation	0.50	0.95	0.67
Interest	-	-	-
Profit Before Tax	22.44	22.91	41.87
Provision for Tax	0.81	0.82	0.09
Profit After Tax	21.63	22.09	41.78

Balance Sheet Statement	31-Mar-09	31-Mar-08	31-Mar-07
Sources of Funds			
Paid up share capital	63.00	63.00	63.00
Reserves and Surplus (excluding revaluation reserves)	86.27	64.63	42.55
Net Worth	**149.27**	**127.63**	**105.55**
Net Deferred Tax Liabilities	0.25	0.25	0.19
Unsecured loans	-	0.15	0.11
Total	**149.52**	**128.03**	**105.84**
Application of Funds			
Net fixed assets	0.86	1.17	1.19
Investments	9.97	2.59	0.90
Net current assets	138.69	124.27	103.75
Total	**149.52**	**128.03**	**105.84**

Other Financial Data	31-Mar-09	31-Mar-08	31-Mar-07
Dividend (%)	-	-	-
Earning Per Share (Rs.)	3.43	3.51	6.63
Return on Net Worth (%)	14.49%	17.31%	39.58%
Book Value Per Share (Rs.)	23.69	20.26	16.75

Reasons for rise in PAT or Total Income during above period:

For Period FY 2008-09 vis-à-vis FY 2007-08

During the year 2008-2009, the Company faced an increase in expenses and reduction in revenue due to slowdown in the software services sector. PAT for the year was marginally lower vis-à-vis compared to the previous year and the Company was also liable to MAT. These factors had led to lower profitability for the Company.

For FY 2007-08 vis-à-vis FY 2006-07

During the year 2007-08, the Company had to contend with a stronger rupee leading to an erosion in rupee based revenues. There was a reduction in PAT from Rs. 41.78 lacs to Rs. 22.09 lacs on account of higher expenses to retain skilled manpower.

o) **Pre and Post offer Shareholding Pattern of PIL:**

Shareholders Category			Shareholder & Voting rights prior to the agreement/acquisition and offer		Shares/voting rights agreed to be acquired, which triggered off the regulations		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Shareholding/voting rights after the acquisition and offer	
			A		B		C		A+B+C=D	
			No.	%	No.	%	No.	%	No.	%
1		**Promoter Group**								
	a	Parties to agreement, if any	466,432	74.04	(466,432)	(74.04)	--	--	--	--
	b	Promoters, other than (a), above	--	--	--	--	--	--	--	--
		Total 1 (a+b)	**466,432**	**74.04**	**(466,432)**	**(74.04)**	**--**	**--**	**--**	**--**
2		**Acquirer**								
	a	Idhasoft Limited (SPA)	--	--	466,432	74.04	126,000	20.00	592,432	94.04
		Total 2	**--**	**--**	**466,432**	**74.04**	**126,000**	**20.00**	**592,432**	**94.04**
3		**Parties to agreement, other than 1 & 2**	--	--	--	--	--	--	--	--
4		**Public**								
	a	FIs/MFs/FIIs, Banks, SFIs (indicate names)	--	--	--	--	--	--	--	--
	b	Others	163,568	25.96	--	--	(126,000)	(20.00)	37,568	5.96
		Total number of shareholders in Public Category	104							
		Total 4 (a+b)	**163,568**	**25.96**	**-**	**-**	**(126,000)**	**(20.00)**	**37,568**	**5.96**
		Grand Total (1+2+3+4)	**630,000**	**100.00**	**-**	**-**	**-**	**-**	**630,000**	**100.00**

Change in the Shareholding pattern of Promoter group and compliance with regulations

Date of change	Change in no. of Shares	Cumulative no. of shares held by promoter & promoter group	Paid up Capital	% of the then paid up Capital	% of the Present Paid up capital	Details of change	Compliance Status
29-02-04	1,13,514	1,13,514	2,10,000	54.06	54.06	Change in management through SPA	Complied through Open Offer
13-03-04	41,980	1,55,494	2,10,000	19.99	74.04	Open Offer for the above trigger	

There are no other changes, other than the ones disclosed in the table above, and also have not triggered the provisions of the SEBI (SAST) Regulations.

p) **Other details :**

(a) **Status of Corporate Governance compliances by PIL:** Since the paid up capital of the Company does not exceed Rs. 3 crore and also its Net Worth has not exceeded Rs. 25 crore at any point of time, provisions of clause 49 of the Listing Agreement are not applicable.

(b) There are no Litigations/ Legal Notices pending against PIL.

(c) Name and other Details of compliance Officer:

Mr. Pradeep Kothari
513, 5th Floor, Tulsiani Chambers
Free Press Journal Marg
Nariman Point
Mumbai 400 021.
Tel No: +91 22 2284 6832
Fax No: +91 22 2284 6870

(**Source:** All the data about Target Company is provided by Prism Informatics Limited)

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

a. The Offer price is Rs. 65 per share (Rupees Sixty Five only).

b. As on the date of the PA and this Letter of Offer the equity shares of PIL are listed on BSE only.

c. There has been sporadic trading in the shares of the target company on BSE during 6 calendar months preceding the month in which the PA is made. The Equity shares of PIL are infrequently traded within the meaning of explanation (i) to Regulation 20 (5) of the SEBI (SAST) Regulations.

Date	Open Price	High Price	Low Price	Close Price	No. of Shares
27-Feb-09	2.1	2.1	2.1	2.1	100
17-Mar-09	2.2	2.2	2.2	2.2	50
18-Mar-09	2.31	2.31	2.31	2.31	50

19-Mar-09	2.42	2.42	2.42	2.42	50
20-Mar-09	2.54	2.54	2.54	2.54	50
24-Mar-09	2.66	2.66	2.66	2.66	50
03-Jul-09	2.79	2.79	2.79	2.79	50
Total Volume					**400**

d. The Offer Price is justified in terms of Regulation 20(5) of the SEBI (SAST) Regulations in view of the following:-

a.	The Negotiated Price as per SPA	Rs. 65
b.	Highest Price paid by Acquirer for acquisition, if any, including by way of allotment in a public or rights issue or Preferential issue during the 26 weeks prior to the date of PA *(through open market operations, including taxes)	--
c.	The average of the weekly High and Low of the closing prices of the shares of PIL on Bombay Stock Exchange, where it is most frequently traded, during 26 weeks period preceding the date of PA i.e. August 11, 2009	Not Applicable as the shares are Infrequently traded
d.	The average of the daily High and Low of the prices of the shares of PIL on Bombay Stock Exchange, where it is most frequently traded, during 2 weeks period preceding the date of PA i.e. August 11, 2009	

e.	**Other Financial Parameters**	**31-03-2009**
	Return on Net Worth (%)	14.49
	Book Value per share (Rs.)	23.69
	Earning per share (Rs.)	3.43
	Price Earning multiple (with reference to Offer price of Rs. 65 per share)	18.95
	Average Price Earning Multiple (Industry – Computers – Software – Small/Medium)**	9.60

** (Source – Capital Market – Vol. XXIV/11 dated Jul 27 – Aug 09, 2009).

M/s. P.B. Tikait & Co, Chartered Accountants, through it proprietor Mr. P.B. Tikait (Membership No. 37988), Address: 605-B, Lokmat Bhavan, Pandit Jawaharlal Nehru Marg, Nagpur – 440 012, Telefax No:+91 712 252 6251, have certified that the Fair Value per share of PIL is Rs. 14.74 (Rupees Fourteen and paise seventy four only).

f. There is no non-compete fees payable.

g. In the opinion of the Manager to the Offer and the Acquirer, the offer price of Rs.65 per share (Rupees Sixty Five only) per fully paid up share is justified in terms of Regulation 20(5).

h. If the Acquirer acquires shares after the date of Public Announcement upto 7 working days prior to the closure of the offer at a price higher than the offer price, then the highest price paid for such acquisition shall be payable for all the shares tendered in the offer and accepted under the offer.

7.2 Financial Arrangements

a. The total fund requirement for the acquisition of 1,26,000 equity shares, being 20% of the paid up equity capital of Prism Informatics Limited at Rs. 65/- per share is Rs. 81,90,000 (Rupees Eighty One Lacs Ninety Thousand only).

b. In accordance with Regulation 28 of the SEBI (SAST) Regulations, the Acquirer has deposited in Escrow, an amount of Rs. 82 lacs, being in excess of 100% of the offer size, with Axis Bank Limited, Mumbai.

   Saffron Capital Advisors Private Limited, the Manager to the Offer has been empowered to realize the value of the Escrow in terms of the SEBI (SAST) Regulations. In case of a revision in the Offer price, the Acquirer would raise the amount in the escrow account so as to ensure compliance with Regulation 28 of SEBI (SAST) Regulations.

c. The Manager to the Offer is satisfied about the ability of Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. The Offer is being implemented by the Acquirer through its own funds.

8. TERMS AND CONDITIONS OF OFFER

8.1 Statutory Approvals

a) Non-resident shareholders who wish to tender their shares in this offer will be required to submit all the previous RBI Approvals (specific or general) that they would have obtained for acquiring shares of Target Company. **In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject the shares tendered in the offer.**

b) There are no statutory approvals required to acquire the shares tendered pursuant to this Offer except those mentioned above. However, the Offer would be subject to all statutory approvals that may become applicable prior to completion of the Offer.

c) The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the date of closing of the offer.

d) The Offer may be withdrawn in terms of Regulation 27 of the SEBI (SAST) Regulations. In the event of withdrawal, a Public Announcement will be made in the same newspapers in which the original PA is made.

e) In case of delay, due to non-receipt of statutory approvals, as per Regulation 22(12) of SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of the approvals was not due to willful default or negligence, grant an extension for the purpose of completion of the offer provided the Acquirer agrees to pay interest to the shareholders for delay beyond 15 days from the date of closing of the offer.

f) If the Acquirer fails to obtain the requisite approvals in time due to willful default or neglect or inaction or non-action on their part, the amount lying in the escrow account shall be forfeited in the manner provided in Regulation 28(12)(e) of SEBI (SAST) Regulations.

8.2 Others Terms and Conditions

a. The Letter of Offer together with Form of Acceptance cum Acknowledgement (FOA), the Form of Withdrawal (FOW) and Transfer Deed (TD) (for shareholders holding shares in physical form) will be mailed to all the shareholders of PIL, except the Acquirer, Seller and parties to the Agreement, whose names appear on the Register of Members of PIL and the beneficial owners of the shares whose names appear as beneficiaries on the records of the respective share depositories, at the close of business hours on August 14, 2009 (**"Specified Date"**).

b. Accidental omission to dispatch Letter of Offer to any member entitled to this open offer or non-receipt of the Letter of Offer by any member entitled to this open offer shall not invalidate the open offer in any manner whatsoever. The Offer is subject to the terms and conditions set out at para 8.1 and 9 in this Letter of Offer.

c. All the shareholders, except the Acquirer, Seller and parties to the Agreement, who own the shares of PIL anytime before the closure of the Offer, are eligible to participate in the Offer anytime before date of closing of the offer.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

The Acquirer has appointed Sharex Dynamic (India) Private Limited as Registrar to the Offer. The shareholders who wish to tender their shares will be required to send the Form of Acceptance-cum-Acknowledgement duly filled and signed along with enclosures to the Registrar to the Offer: Sharex Dynamic (India) Private Limited Address: Unit No.1, Luthra Industrial Premises, Andheri Kurla Road, Andheri (East), Mumbai - 400 072; Tel. No: +91 22 **2851 5606 / 44**; Fax No: +91 22 2851 2885; E-Mail: sharexindia@vsnl.com; Contact Person: Mr. B.S. Baliga either by Hand Delivery or by Registered Post on or before the closure of the Offer, in accordance with the instructions specified in the Letter of Offer and in the Form of Acceptance cum Acknowledgement.

The documents can be tendered at the above address between 10.00 am to 1.00 pm and 2.00 pm to 4.00 pm from Monday to Friday and between 10.00 am to 1.00 pm on Saturday. The centre will be closed on Sundays and Public holidays.

a. Registered Shareholders (holders of shares in physical form) should enclose:

1. **Form of Acceptance Cum Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificates.
2. **Original Share Certificate(s)**
3. **Valid Share Transfer deed(s)** duly signed as transferors by all shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with PIL and duly witnessed at the appropriate place(s).

b. Beneficial owners (holders of shares in dematerialized form) should enclose:

1. **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all the beneficial holders of shares as per the records of the DP.
2. **Photocopy/Counterfoil of Delivery Instruction slip** in “off market” mode in favour of the special depository account mentioned herein after, duly acknowledged by DP.

c. In case of non-receipt of the aforesaid documents, but receipt of the shares in the special depository account, it will be deemed that the shareholder has tendered acceptance of the Offer.

d. A special depository account has been opened details thereof are as under:

Account Name	Saffron Capital Advisors Private Limited Escrow A/c PIL Open Offer
Depository	Central Depository Services (India) Limited
DP Name	Saffron Global Markets Private Limited
DP ID Number	12058900
ISIN	INE389J01010
BSE Scrip Code	505530
Mode	Off Market
Client ID Number	12058900-00001873

e. Unregistered Shareholders should enclose:

1. **Form of Acceptance cum Acknowledgement or an application on plain paper** duly completed and signed in accordance with the instructions contained therein by the person(s)

accepting the Offer. Application on plain paper should be duly signed and state the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer

2. **Original Share Certificate(s)**
3. **Original Contract Note(s) from the broker through whom the shares were acquired.**
4. **Valid Share Transfer deed(s)** as received from market. The details of buyer should be left blank failing which, the same will be invalid under this offer. All other requirements for valid transfer will be pre condition for valid acceptance.
5. **No indemnity is required from the unregistered owners.**

f. The shareholders tendering shares in demat form should ensure the credit of shares in favour of the special depository account mentioned above, before the closure of the Offer i.e. October 28, 2009. FOA, in respect of dematerialized equity shares not credited to the above special depository account before the date of closing of offer, is liable to be rejected.

g. **Shareholders having their beneficiary account with National Securities Depository Limited (NSDL), have to use inter-depository delivery instruction slip for the purpose of crediting their Equity shares in favour of the above mentioned Special Depository Account with CDSL.**

h. In case of non-receipt of the Letter of Offer/FOA, the eligible persons may download the same from SEBI website or obtain a copy of the same by writing to Registrars to the offer at the collection centre clearly marking the envelope “PIL Open Offer” or make an application on plain paper duly signed and stating their name, address, No. of Shares held, no. of shares offered, DP name, DP ID, Client ID and the counterfoil/photocopy of the delivery instruction in "Off-Market" mode in favour of the special depository account, duly acknowledged by the DP, to the Registrar to the Offer, before the closure of the Offer.

i. In case any person has lodged shares of PIL for transfer and the transfer has not yet been effected, the concerned person may apply in writing on a plain paper, duly signed and stating the name, address, number of shares held, distinctive numbers, folio number and the number of shares in respect of which they are accepting the Offer along with the original share certificate(s), valid transfer deed(s) duly signed **(columns meant for transferee / buyer should be kept blank)** and the acknowledgement of the lodgment of shares for transfer. Such person should also instruct PIL and its Registrars & Transfer Agents to send the transferred share certificate(s) directly to the collection centers of Registrars to the offer as mentioned above before the date of closing of the offer.

j. Shareholders who have sent their physical shares for dematerialization and the dematerialization has not yet been effected, the concerned person should send the completed FOA together with the photocopy of the dematerialization request form acknowledged by shareholder’s DP. The shareholder should ensure that process of getting shares dematerialized is completed well in time so that the credit in the special depository account should be received before closure of the Offer i.e. October 28, 2009, else the application will be rejected.

k. The Equity Shares to be tendered by the shareholders of PIL under this Offer will be free from all lien, charges and encumbrances and together with all rights attached thereto, including rights to all dividends to be declared after all the formalities relating to this Offer are completed.

l. Equity shares, that are the subject matter of litigation or are held in abeyance due to pending court cases, such that the shareholder(s) of PIL may be precluded from transferring the equity shares during pendency of the said litigation, are liable to be rejected unless directions/orders regarding the free transferability of such equity shares are received together with the equity shares tendered in the offer prior to the date of closing of the offer.

m. In case the shares tendered in the Offer by the shareholders, are more than the shares to be acquired under the Offer, the acquisition of shares from each shareholder will be as per the provisions of Regulation 21(6) of the SEBI (SAST) Regulations on a proportionate basis, in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company's share is 50 (Fifty) shares.

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

o. The consideration received by the shareholders for shares accepted in the offer will be subject to the capital gains tax / deduction of tax at source applicable as per the Income Tax Act, 1961. Further the securities transaction tax will not be applicable on shares accepted in this offer.

p. The Registrar to the Offer / Manager to the Offer will hold in trust the shares / share certificates, FOA, if any, and the transfer form/s on behalf of the shareholders of PIL who have accepted the Offer, till the Acquirer completes the offer obligations in accordance with the Regulations.

q. Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Shares held in demat form to the extent not accepted will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the FOA.

r. Applications which are complete in all respect and which reach the Registrar to the Offer on or before the date of closure of the Offer i.e. October 28, 2009 would be approved and accepted by the Acquirer. The payment of consideration for the applications so accepted will be made by crossed account payee cheque/demand draft/pay order or through Electronic mode as detailed below. The intimation regarding acceptance of applications and payment of consideration will be dispatched to the shareholders by registered/speed post at the shareholders' sole risk. In case of joint holder(s), the cheque/demand draft will be drawn in the name of the first holder and in case of unregistered owners of shares the consideration will be paid to the person whose name is stated in the contract note.

Payment of Consideration through Electronic Mode

We shall give credit of consideration for Equity Shares tendered in the offer, if any, to the beneficiary account with Depository Participants within 15 days from the date of the closure of the offer. Credit for the consideration will be paid to the shareholders who have tendered shares in the open offer by ECS, Direct Credit or crossed account payee cheques/pay orders/demand drafts.

The payment of consideration, if any, would be done through various modes as given hereunder:

1. ECS – Payment of consideration would be done through ECS for applicants having an account at any of the following sixty eight centers:

1. Ahmedabad	2. Nashik	3. Sholapur	4. Gorakhpur
5. Bangalore	6. Panaji	7. Ranchi	8. Jammu

9. Bhubaneshwar	10. Surat	11. Tirupati (non-MICR)	12. Indore
13. Kolkata	14. Trichy	15. Dhanbad (non-MICR)	16. Pune
17. Chandigarh	18. Trichur	19. Nellore (non- MICR)	20. Salem
21. Chennai	22. Jodhpur	23. Kakinada (non- MICR)	24. Jamshedpur
25. Guwahati	26. Gwalior	27. Agra	28. Visakhapatnam
29. Hyderabad	30. Jabalpur	31. Allahabad	32. Mangalore
33. Jaipur	34. Raipur	35. Jalandhar	36. Coimbatore
37. Kanpur	38. Calicut	39. Lucknow	40. Rajkot
41. Mumbai	42. Siliguri (non- MICR)	43. Ludhiana	44. Kochi/ Ernakulam
45. Nagpur	46. Pondicherry	47. Varanasi	48. Bhopal
49. New Delhi	50. Hubli	51. Kolhapur	52. Madurai
53. Patna	54. Shimla (non- MICR)	55. Aurangabad	56. Amritsar
57. Thiruvananthapuram	58. Tirupur	59. Mysore	60. Haldia (non- MICR)
61. Baroda	62. Burdwan (non-MICR)	63. Erode	64. Vijaywada
65. Dehradun	66. Durgapur (non- MICR)	67. Udaipur	68. Bhilwara

This mode of payment of consideration would be subject to availability of complete bank account details in the FOA. The payment of consideration is mandatory for applicants having a bank account at any of the above mentioned sixty eight centers, except where the applicant, being eligible, opts to receive refund through other modes as specified in the FOA.

2. Direct Credit – Applicants having bank accounts with the same bank through which payment consideration shall be made shall also be eligible to receive consideration through direct credit in their respective bank accounts as mentioned in the FOA.

3. RTGS – Applicants having a bank account at any of the abovementioned sixty eight centres and whose payment consideration exceeds Rs. 1 lac, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive consideration through RTGS are required to provide the IFSC code in the FOA. In the event the same is not provided, payment consideration shall be made through other electronic modes or by cheques, pay orders or demand drafts payable.

4. NEFT (National Electronic Fund Transfer) – Payment of consideration shall be undertaken through NEFT wherever the shareholders bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (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 of consideration, duly mapped with MICR numbers. Wherever the shareholder has 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 of consideration will be made to the applicants through this method. The process flow in respect of consideration by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.

5. For all other applicants, including those applicants whose payment consideration is not credited by ECS/Direct credit due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through Speed Post/Registered Post. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the shareholder is registered.

   In case of payment consideration is rejected through the ECS/Direct credit facility, the registrar would endeavor to dispatch the payment consideration within 3 working days of such rejection.

The bank account details for ECS/ Direct Credit/ RTGS / NEFT will be directly taken from the depositories' database or from the details as mentioned by the shareholders in the FOA. Accordingly, shareholders who are participating in this offer are requested to update the bank account details with their respective depositories.

10. PROCEDURE FOR WITHDRAWAL OF APPLICATION / ACCEPTANCE

a) In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations 1997, shareholders shall have the option to withdraw acceptances tendered up to three working days prior to the Offer Closing Date i.e. up to October 23, 2009.

b) Shareholders who wish to withdraw their shares from the Offer will be required to send the FOW duly completed & signed along with the requisite documents.

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

- **In case of physical shares**: by stating Name, Address, Distinctive numbers, Folio number, Number of shares tendered and to be withdrawn.
- **In case of dematerialized shares**: by stating Name, Address, Number of shares tendered and to be withdrawn, DP Name, DP ID, Beneficiary account number, Counterfoil/ Photocopy of the delivery instruction in "Off Market" mode duly acknowledged by the DP in favour of the special depository account.
- **In either case:** a copy of the acknowledgement received from the Manager to the Offer upon tendering of the Shares,

so as to reach the Registrar to the Offer either by hand delivery or by registered post on or before October 23, 2009.

11. MATERIAL DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer, Saffron Capital Advisors Private Limited at: 204, Vishwananak, Andheri Ghatkoper Link Road, Chakala, Andheri (East), Mumbai – 400 099 from 10.00 a.m. to 1.00 p.m. and from 2.00 p.m. to 4.00 p.m. on any working day, except Saturdays, Sundays, and Public/Bank Holidays until the offer closes:

a) Memorandum & Articles of Association and Certificate of Incorporation of Idhasoft Limited.

b) Memorandum & Articles of Association and Certificate of Incorporation of Prism Informatics Limited.

c) Copy of Share Purchase Agreement dated August 06, 2009 between Prism Software Limited and Idhasoft Limited.

d) Copy of MOU entered into between the Acquirer and Saffron Capital Advisors Private Limited, Managers to the Offer dated August 06, 2009.

e) Copy of MOU entered into between the Acquirer and Sharex Dynamic (India) Private Limited, Registrar to the Offer dated August 10, 2009.

f) Audited Annual Reports for FY 2006-07, 2007-08 and 2008-09 of Idhasoft Limited.

g) Audited Annual Reports for FY 2006-07, 2007-08 and 2008-09 of Prism Informatics Limited.

h) Escrow Account statement of Axis Bank Limited, Vile Parle (east), Mumbai showing a credit of

Rs. 82 lacs (Rupees Eighty Two Lacs only), being in excess of 100% of the total consideration as Escrow Deposit with lien marked in favour of Saffron Capital Advisors Private Limited.

i) Copy of Client master for special depository account opened with Saffron Global Markets Private Limited (Depository – Central Depository Services India Limited) styled "Saffron Capital Advisors Private Limited –Escrow A/c PIL Open Offer" for the purpose of this offer. The DP ID is 12058900 and Client ID is 1205890000001873.

j) Copy of Public Announcement dated August 12, 2009.

k) Copy of due diligence certificate dated August 24, 2009 issued by Saffron Capital Advisors Private Limited; and

l) Copy of fair value certificate dated July 25, 2009, issued by M/s. P.B. Tikait & Co, Chartered Accountants, certifying the fair value for the shares of Prism Informatics Limited.

m) Copy of SEBI letter No CFD/DCR/TO/SKM/178174/09 dated September 29, 2009.

12. RESPONSIBILITY STATEMENT

a) The Acquirer accepts responsibility for the information contained in this Letter of Offer and for its obligations under SEBI (SAST) Regulations and subsequent amendments made thereto.

b) The Acquirer is responsible for fulfillment of its obligations in terms of SEBI (SAST) Regulations.

c) Dr. Ramesh Subramaniam Iyer (Managing Director) and/or Mr. Akol Pathak (Executive Director & CEO) have been authorized by the Acquirer to sign the Letter of Offer on its behalf.

Signed for and on behalf of the Board of Directors of the Acquirer,
Idhasoft Limited

Sd/-

Authorized Signatory

Date: September 30, 2009 Place: Navi Mumbai

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(Please send this Form of Acceptance-cum-Acknowledgement with enclosures to Sharex Dynamic (India) Private Limited at the collection centre mentioned in the Letter of Offer)

Offer Opens on	Friday, October 09, 2009
Last Date for Withdrawal of Application	Friday, October 23, 2009
Offer Closes on	Wednesday, October 28, 2009

From

Name :

Full Address:

Tel No. ________________________________**; Cell No.** _________________________________

Fax No. ________________________________**; Email.**__________________________________

To,

Sharex Dynamic (India) Private Limited
Unit: Prism Informatics Limited – Open Offer
Unit No.1, Luthra Industrial Premises,
Andheri Kurla Road, Andheri (East),
Mumbai - 400 072.

Dear Sir,

Sub: Open offer to acquire 1,26,000 equity shares of Rs. 10 (Rupees Ten Only) each of Prism Informatics Limited (Target Company) by Idhasoft Limited (Acquirer)

I/We refer to the Letter of Offer dated September 30, 2009 for acquiring the equity shares held by me/us in Prism Informatics Limited.

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

For Shares held 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:

Sr. No.	Folio No.	Certificate No.	Distinctive Nos.		No. of shares
			From	To	
Total number of equity shares					

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

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the offer till the time the Acquirer gives 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.

-

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

I/We have done an off market transaction for crediting the shares to the Escrow Account opened with CDSL named **"Saffron Capital Advisors Private Limited Escrow A/c PIL Open Offer"** (the "Special Depository Escrow Account") with the following particulars:

DP Name – Saffron Global Markets Private Limited   Client ID – 12058900-00001873   DP ID – 12058900

Shareholders whose shares are held in beneficiary Account with NSDL have to use an inter–depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Escrow Account with CDSL.

I/We note and understand that the Shares would lie in the Special Depository Escrow Account until the time the Acquirer makes payment of the purchase consideration as mentioned in the Letter of Offer.

-- **Tear along this line** --

Prism Informatics Limited – Open Offer

Acknowledgement slip Received from Mr/Ms ____

Folio No. _________________________ Form of Acceptance cum Acknowledgement, __________________________ Number of certificate

for ____________________________________ Equity Shares.

Stamp of collection centre	Signature of Official	Date of Receipt

For Shares held in Demat Form:

I/We hold shares in demat form and accept the Offer and enclose photocopy of the Delivery Instruction duly acknowledged by my/our DP in respect of my/our equity shares as detailed below:

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

I/We have done an off market transaction for crediting the shares to the Escrow Account opened with CDSL named **"Saffron Capital Advisors Private Limited Escrow A/c PIL Open Offer"** (the "Special Depository Escrow Account") with the following particulars:

DP Name – Saffron Global Markets Private Limited **Client ID – 12058900-00001873** **DP ID – 12058900**

Shareholders whose shares are held in beneficiary Account with NSDL have to use an inter–depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Escrow Account with CDSL.

I/We note and understand that the Shares would lie in the Special Depository Escrow Account until the time the Acquirer makes payment of the purchase consideration as mentioned in the Letter of Offer.

I/We confirm that the Equity Shares of Prism Informatics 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 authorise the Acquirer to accept the shares so offered which they may decide to accept in consultation with the merchant banker and in terms of the Letter of Offer and I/We further authorise the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted, specifying the reasons thereof.

I/We authorise the Acquirer or their Merchant Banker to send by Registered Post / Courier the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned below.

The Permanent Account Number (PAN/GIR No.) allotted under the Income Tax Act, 1961 is as under

	First/Sole Holder	Joint Holder 1	Joint Holder 2
PAN/GIR No.			

So as to avoid fraudulent encashment in transit, the shareholder(s) may provide details of Bank Account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. Please indicate the preferred mode of receiving the payment consideration. (Please tick)

1) Electronic Mode: ____________________ ***2) Physical Mode:*** __________________________

Sr. No	*Particulars required*	*Details*
i	*Bank name*	
ii	*Complete Address of the bank branch*	
iii	*Account type (CA/SB)*	
iv	*Account No*	
v	*9 digit MICR code*	
vi	*IFSC Code (for RTGS/NEFT transfers)*	

Yours faithfully,

Signed & Delivered by	**Full Names (s) & Address**	**Signature**	**Verified and Attested (by DP in case of Demat Shares and by Bank in case of Physical Shares)**
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holdings all must sign. A Corporation must affix its common seal necessary Board resolution should be attached.

Place: ______________ Date: _________________

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

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED
UNIT: PRISM INFORMATICS LIMITED – OPEN OFFER
Unit No.1, Luthra Industrial Premises,
Andheri Kurla Road, sAndheri (East),
Mumbai - 400 072.

FORM OF WITHDRAWAL

(Please send this Form of Acceptance-cum-Acknowledgement with enclosures to Sharex Dynamic (India) Private Limited at the collection centre mentioned in the Letter of Offer)

Offer Opens on	Friday, October 09, 2009
Last Date for Withdrawal of Application	Friday, October 23, 2009
Offer Closes on	Wednesday, October 28, 2009

From

Name :

Full Address:

Tel No. ________________________________**; Cell No.** _________________________________

Fax No. ________________________________**; Email.**__________________________________

To,

Sharex Dynamic (India) Private Limited
Unit: Prism Informatics Limited – Open Offer
Unit No.1, Luthra Industrial Premises,
Andheri Kurla Road, Andheri (East),
Mumbai - 400 072.

Dear Sir,

Sub: **Open offer to acquire 1,26,000 equity shares of Rs. 10 (Rupees Ten Only) each of Prism Informatics Limited (Target Company) by Idhasoft Limited (Acquirer)**

I/We refer to the Letter of Offer dated September 30, 2009 for acquiring the equity shares held by me/us in Prism Informatics Limited – Open Offer.

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

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

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

I/We note that this Form of Withdrawal should reach the Registrar to the Offer at the collection center mentioned in the Letter of Offer on or before the last date of withdrawal.

I/We note that the Acquirer /Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay/loss in transit for the equity shares held in physical form.

I/We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s) and Shares only on completion of verification of the documents, signatures etc.

--- **Tear along this line** ---

Prism Informatics Limited – Open Offer

Acknowledgement slip

Received from Mr/Ms ____

Folio No. ____ Form of Withdrawal dated _________________________________ .

Stamp of collection centre	Signature of Official	Date of Receipt

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

Folio No.	Certificate No.	Distinctive Nos.		No. of shares
	Tendered			
Total number of equity shares Tendered				
	Withdrawn			
Total number of equity shares Withdrawn				

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

I/We hold the following equity shares in dematerialized form and tendered the equity shares in the Offer and had done an off-market transaction for crediting the Shares to **"Saffron Capital Advisors Private Limited Escrow A/c PIL Open Offer"** (the "Special Depository Escrow Account") with the following particulars:

DP Name – Saffron Global Markets Private Limited **Client ID – 12058900-00001873** **DP ID – 12058900**

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 detailed below:

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

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.

In case of dematerialized equity shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

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

Yours faithfully,

Signed & Delivered by	Full Names (s) & Address	Signature	Verified and Attested (by DP in case of Demat Shares and by Bank in case of Physical Shares)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holdings all must sign. A Corporation must affix its common seal necessary Board resolution should be attached.

Place: _____________ Date: _____________

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

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED
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Andheri Kurla Road, sAndheri (East),
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