

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

<p style="text-align: center;"><b>Letter of Offer</b> <b>From</b> <b>MP Laboratories (Mauritius) Ltd</b> <b>Registered Office:</b> Fourth Floor, IBL House, Caudan, Port Louis, Republic of Mauritius pursuant to Clause 8.5 of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (the “<b>Delisting Guidelines</b>”) inviting you to tender your fully paid up equity shares of face value Rs. 2/- each to MP Laboratories (Mauritius) Ltd (“<b>Acquirer</b>”) at the Exit Price in accordance with the Delisting Guidelines.</p> <p style="text-align: center;"><b>This Letter of Offer is being sent to you as a public shareholder of</b> <b>Matrix Laboratories Limited</b></p> <p style="text-align: center;"><b>Registered Office:</b> 1-1-151/1, IV Floor, Sai Ram Towers, Alexander Road, Secunderabad 500003, Andhra Pradesh, India</p>
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<b>EXIT PRICE</b>	<b>Rs. 211/- per fully paid up equity share of Rs. 2/- each</b>
<b>EXIT PERIOD OPENS</b>	<b>August 21, 2009</b>
<b>EXIT PERIOD CLOSSES</b>	<b>February 20, 2010</b>

Dear Residual Shareholder,

**This is an invitation to tender your Offer Shares (as hereinafter defined) in Matrix Laboratories Limited (“Company”) to the Acquirer at the Exit Price (as hereinafter defined), subject to the terms and conditions below (“Exit Offer”).**

By public announcement dated May 5, 2009 and bid letter dated May 6, 2009, the Acquirer made an offer (“**Delisting Offer**”) to the public shareholders of the Company (“**Public Shareholders**”) holding fully paid up equity shares of the Company (“**Offer Shares**”) to acquire their Offer Shares and consequently delist the Company in accordance with the Securities and Exchange of India (Delisting of Securities) Guidelines, 2003 (“**Delisting Guidelines**”). By public announcement dated June 1, 2009 the Acquirer accepted the price of Rs. 211/- per Offer Share determined under the reverse book-building process as per the Delisting Guidelines (“**Exit Price**”). Pursuant to acquisition of the Offer Shares tendered by the Public Shareholders in the Delisting Offer the public shareholding in the Company has fallen below 10% of the paid up equity share capital of the Company.

Following the close of the Delisting Offer, the Company applied for the delisting of its equity shares from the Bombay Stock Exchange Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively “**Stock Exchanges**”) on June 26, 2009. Pursuant to the said delisting applications, trading in equity shares of the Company has been discontinued on the BSE and NSE with effect from August 14, 2009 and the Company will be delisted from the BSE and NSE with effect from August 21, 2009.

**Delisting of the equity shares from the Stock Exchanges means that the equity shares cannot be traded on the Stock Exchanges and a liquid market for trading of the equity shares will no longer be available.**

We are writing to inform you that, in accordance with Clause 8.5 of the Delisting Guidelines read with Regulation 31(3) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, the Acquirer hereby provides a final exit opportunity to the remaining Public Shareholders holding Offer Shares in the Company (“Residual Shareholder”), to participate in the acquisition process for a period of six months from the date of delisting of the Company. You will be able to tender your Offer Shares to the Acquirer at the Exit Price at any time from August 21, 2009 till February 20, 2010 (the “Exit Period”), on the terms and subject to the conditions set out in this letter of offer (“Letter of Offer”) and the public announcement to be made by the Acquirer on August 21, 2009 (“Public Announcement”). This Letter of Offer has been dispatched to all Residual Shareholders of the Company, who were Public Shareholders of the Company as on August 14, 2009.

## 1. PROCEDURE FOR TENDERING YOUR OFFER SHARES UNDER THE EXIT OFFER

Please contact the Registrar to the Exit Offer - Link Intime India Private Limited (“**Registrar to the Exit Offer**”), if you require any clarification regarding the procedure for tendering your Offer Shares.

### 1.1 Procedure for Residual Shareholders holding Offer Shares in demat form

1.1.1 The Residual Shareholders holding Offer Shares in dematerialised form, who are desirous of tendering their Offer Shares in the Exit Offer must submit (a) the enclosed application form (“**Application Form**”) duly filled and signed, and (b) a counterfoil / photocopy of their depository participant instruction evidencing transfer of dematerialised Offer Shares as detailed in paragraph 1.1.2 of this Letter of Offer, by hand delivery or by registered post or courier (at their own risk and cost) with the envelope marked “**MATRIX LABORATORIES – EXIT OFFER**” so as to reach the Registrar to the Exit Offer at the following address: C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078.

1.1.2 The Residual Shareholders must transfer their dematerialised Offer Shares from their respective depository account, **in off-market mode**, to the demat escrow account opened by the Registrar to the Exit Offer named “**LIPL – MATRIX LABORATORIES EXIT OFFER**” (“**Demat Escrow Account**”), the details of which are as follows:

Depository	National Securities Depository Limited (NSDL)
Account Name	LIPL – MATRIX LABORATORIES EXIT OFFER
Name of the Depository Participant	Citibank N.A.
Depository Identification Number	IN 300054
Client Identification Number	10035997
ISIN Number of the Scrip	INE604D01023

1.1.3 Residual Shareholders who hold their Offer Shares in dematerialised form through Central Depository Services (India) Limited will have to execute an inter depository delivery instruction for the purpose of crediting their Offer Shares in favour of the Demat Escrow Account.

All transfers should be in **off-market mode**. It is the responsibility of the Residual Shareholders to ensure that their Offer Shares are credited in favour of the Demat Escrow Account and their Application Forms reach the Registrar to the Exit Offer on or before the last date of the Exit Period. In the event that the Offer Shares held by the Residual Shareholders are transferred to the Demat Escrow Account but their Application Forms have not reached the Registrar to the Exit Offer on or before the last date of the Exit Period; then such Offer Shares will nevertheless be

deemed to have been validly tendered in the Exit Offer and consideration in respect of the same shall be paid to such Residual Shareholders in accordance with the details available in the records of the depository.

- 1.1.4 The Offer Shares will be held in the Demat Escrow Account until the consideration payable has been dispatched to the eligible Residual Shareholders or the unaccepted Offer Shares are credited back to the Residual Shareholders' depository account.
- 1.1.5 If you are not resident in India, please also submit along with your Application Form all the documents set out in paragraph 2 and 6 of this Letter of Offer.

## **1.2 Procedure for Residual Shareholders holding Offer Shares in physical form**

1.2.1 All Residual Shareholders holding Offer Shares in the form of physical share certificates, who wish to tender their Offer Shares, should complete the Application Form in accordance with the instructions given below (as applicable) and submit the same along with the following documents by hand delivery or by registered post / courier (at their own cost and risk) with the envelope marked "**MATRIX LABORATORIES - EXIT OFFER**" so as to reach the Registrar to the Exit Offer at the following address: C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078:

- (a) the enclosed Application Form, duly completed and signed by the Residual Shareholder or all Residual Shareholders (in the case of joint holdings) whose name(s) appear on the share certificate(s), in the order in which such names appear on the share certificate(s);
- (b) a valid share transfer deed enclosed with this Letter of Offer, duly signed by the registered Residual Shareholder or all registered Residual Shareholders (in the case of joint holdings) as transferor(s), in accordance with the specimen signatures registered with the Company and duly witnessed;
- (c) the original share certificate(s); and
- (d) if the Residual Shareholder(s) are not resident in India, the relevant documents set out in paragraphs 2 and 6 of this Letter of Offer.

1.2.2 In the event the Registrar to the Offer receives only the documents listed in paragraphs 1.2.1(b) and 1.2.1(c) from the registered Residual Shareholder(s) holding Offer Shares in the form of physical share certificates, then the concerned Offer Shares will be deemed to have been validly tendered by such registered Residual Shareholders(s) and consideration will be paid in accordance with the details available in the records of the Company.

1.2.3 The Registrar to the Exit Offer will hold in trust the share certificate(s) and the share transfer deed until the delivery of the consideration payable or the unaccepted share certificates has/have been dispatched to the Residual Shareholder concerned.

1.3 The Offer Shares to be acquired under this Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto.

1.4 The Letter of Offer and the Application Form can also be downloaded from the website of Citigroup Global Markets India Private Limited ("**Manager to the Exit Offer**") at [www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm](http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm) or from the website of the Company

at [www.matrixlabsindia.com](http://www.matrixlabsindia.com) or obtained by sending an email request to [matrix.delisting@linkintime.co.in](mailto:matrix.delisting@linkintime.co.in).

## 2. NON RESIDENT SHAREHOLDERS

- 2.1 Residual Shareholders who are non-resident Indians, persons resident outside India, overseas corporate bodies, FIIs etc. (“**Non-Resident Residual Shareholders**”) will also need to enclose a copy of the original permission received by them from the Reserve Bank of India (“**RBI**”) in relation to the acquisition of the Offer Shares and:
- 2.1.1 If the Non-Resident Residual Shareholder’s Offer Shares in the Company are held on a repatriation basis, the Non-Resident Residual Shareholder must obtain and enclose with the Application Form, a letter from his/her/their authorised dealer/bank confirming that at the time of the acquisition of such Offer Shares, payment for the same was made by the Non-Resident Residual Shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval.
- 2.1.2 If the Non-Resident Residual Shareholder is not in a position to produce the letter referred to in paragraph 2.1.1 of this Letter of Offer, his/her/its Offer Shares will be deemed to have been acquired on a non-repatriation basis and in such a case, the Non-Resident Residual Shareholder must submit a consent letter addressed to the Acquirer, allowing the Acquirer to make the payment on a non-repatriation basis in respect of such Offer Shares tendered in the Exit Offer.
- 2.1.3 Non-Resident Residual Shareholders should also enclose copies of any other statutory/ legal/ corporate approvals as may be applicable.
- 2.2 If any of the documents referred to in paragraph 2.1 of this Letter of Offer are not enclosed along with the Non-Resident Residual Shareholder’s Application Form, such Non-Resident Residual Shareholder’s tender of Offer Shares under the Exit Offer may be treated as invalid.

## 3. SETTLEMENT

- 3.1 Following fulfillment of the conditions mentioned herein, the Public Announcement and receipt of the requisite regulatory approvals (if any), the applicable consideration will be paid by the Acquirer in accordance with paragraphs 3.2 to 3.7 of this Letter of Offer. The Acquirer intends to dispatch the payment to Residual Shareholders who have validly tendered their Offer Shares in this Exit Offer, as soon as reasonably practical following the date of receipt of duly filled valid Applications Forms (together with necessary enclosures, if any) and receipt of the Offer Shares in the Demat Escrow Account/receipt of physical share certificates by the Registrar to the Exit Offer.
- 3.2 Electronic Clearing System (“**ECS**”) – Payment would be effected through ECS for Residual Shareholders having an account at any of the following 68 centers:
- 3.2.1 Ahmedabad, Agra, Allahabad, Amritsar, Aurangabad, Bangalore, Baroda, Bhilwara, Bhopal, Bhubaneswar, Burdwan (Non- Magnetic Ink Character Recognition (“**MICR**”), Calicut, Chandigarh, Chennai, Coimbatore, Dehradun, Dhanbad (Non-MICR), Durgapur (Non-MICR), Erode, Gorakpur, Guwahati, Gwalior, Hyderabad, Haldia (Non-MICR), Hubli, Indore, Jabalpur, Jaipur, Jalandhar, Jammu, Jamshedpur, Jodhpur, Kakinada (Non-MICR), Kanpur, Kochi/Ernakulam, Kolhapur, Kolkata, Lucknow, Ludhiana, Madurai, Mangalore, Mumbai,

Mysore, Nagpur, Nashik, New Delhi, Nellore (Non-MICR), Panaji, Patna, Pondicherry, Pune, Rajkot, Raipur, Ranchi, Salem, Sholapur, Shimla (Non-MICR), Siliguri (Non-MICR), Surat, Tirupur, Tirupati (Non-MICR), Thiruvananthapuram, Trichur, Trichy, Udaipur, Varanasi, Vijaywada, and Visakhapatnam.

- 3.3 Payment through ECS as mentioned in paragraph 3.2 of this Letter of Offer would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the depositories.
- 3.4 Residual Shareholders holding Offer Shares in dematerialised form may opt for payment by Real Time Gross Settlement (“**RTGS**”) / National Electronic Fund Transfer (“**NEFT**”) (please see paragraphs 3.5 and 3.6 of this Letter of Offer) failing which payment to such Residual Shareholders will be made through ECS. In the event that payment to such Residual Shareholders cannot be made by ECS on account of incorrect details or any other reason, payment to such Residual Shareholders will be made by demand drafts / cheques. Residual Shareholders holding Offer Shares in physical form may opt for payment by RTGS / NEFT (please see paragraphs 3.5 and 3.6 of this Letter of Offer) failing which payment to such Residual Shareholders holding Offer shares in physical form shall be made by cheques / demand drafts as per bank details provided by such Residual Shareholders in the Application Form.
- 3.4 Direct credit – Residual Shareholders having bank accounts with the Citibank N.A., as mentioned in the Application Form, shall be eligible to receive payments through direct credit.
- 3.5 RTGS – Residual Shareholders having a bank account at any of the 68 centres mentioned in paragraph 3.2 of this Letter of Offer and whose payment exceeds Rs. 1,00,000 have the option to receive the payment through RTGS. Such eligible Residual Shareholders who indicate their preference to receive payment through RTGS are required to provide the Indian Financial Systems Code (“**IFSC**”) in the Application Form. In the event the IFSC is not provided, payment shall be made through ECS in case of Residual Shareholders holding Offer Shares in demat form and through demand drafts / cheques in case of Residual Shareholders holding Offer shares in physical form.
- 3.6 NEFT – Payment shall be made through NEFT wherever the Residual Shareholder’s bank has been assigned the IFSC, which can be linked to a MICR, if any, available to that particular bank branch. IFSC will be obtained from the website of RBI as on a date immediately prior to the date of payment, duly mapped with MICR numbers. Wherever the Residual Shareholders have registered their nine digit MICR number and their bank account number while opening and operating their demat account, the same will be duly mapped with the IFSC of that particular bank branch and the payment will be made to the Residual Shareholder through NEFT. The process flow in respect of payments by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as mentioned in paragraph 3 of this Letter of Offer.
- 3.7 For Residual Shareholders, to whom payments cannot be made by ECS or RTGS or NEFT, the payments will be dispatched under certificate of posting for value upto Rs. 1,500 and through speed post / registered post for payments of Rs. 1,500 and above. Such payments will be made by cheques, pay orders or demand drafts drawn on Citibank N.A. and payable at par at places where Application Forms are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Residual Shareholders.

#### **4. PERIOD**

The Residual Shareholders may tender their application to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. The Residual Shareholders are required to ensure that their Application Form, together with the necessary enclosures, is received by the Registrar to the Exit Offer on or before February 20, 2010.

#### **5. STATUTORY AND OTHER APPROVALS**

- 5.1 The RBI, vide letter dated April 29, 2009, has granted its approval to the Acquirer for acquiring up to 3,87,50,534 equity shares of Rs. 2 each from the Public Shareholders, including non-resident Indians, in accordance with the Delisting Guidelines, subject to the condition that if the Public Shareholders tendering Offer Shares are overseas corporate bodies, the Acquirer shall take specific approval of the RBI prior to acquiring their Offer Shares. To the best of the Acquirer's knowledge, as on date, there are no other statutory or regulatory approvals required to acquire the Offer Shares. If any other statutory or regulatory approvals need to be obtained, the acquisition of Offer Shares by the Acquirer will be subject to such statutory or regulatory approvals.
- 5.2 It shall be the responsibility of the Residual Shareholders tendering in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Acquirer shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Application Form, wherever applicable. On receipt of the Offer Shares in the Demat Escrow Account, the Acquirer shall assume that the Residual Shareholders have submitted their Application Forms only after obtaining applicable approvals, if any. In any case, the Acquirer reserves the right to reject those Application Forms which are submitted without attaching a copy of such required approvals, if any.

#### **6. TAX TO BE DEDUCTED AT SOURCE**

- 6.1 As per the provisions of Section 195(1) of the Income Tax Act, 1961 ("**IT Act**") any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess, as applicable). Since the consideration payable under the Exit Offer would be chargeable as capital gains under Section 45 of the IT Act or as business profits as the case may be, Acquirer will need to deduct tax at source (including surcharge and education cess) at the applicable tax rate on the gross consideration payable to the following categories of Residual Shareholders, as given below:

▪ ***Non-resident Indians ("NRI"):***

- The Acquirer will deduct tax at source at the rate of 30% on the gross proceeds in case of short-term capital gains or business profits, and at the rate of 20% on the gross proceeds in case of long-term capital gains. However, where the Offer Shares have been acquired/purchased with or subscribed to in convertible foreign exchange and the Residual Shareholder produces necessary evidence to this effect and certifies himself as having not opted out of Chapter XII-A of the IT Act, then the tax will be deducted at the rate of 10% on the gross proceeds in case of long-term capital gains.
- In the event that the aforesaid amount of gross proceeds exceeds Rs.10,00,000/- the aforesaid rate will be increased by a surcharge of 10% of the tax sum. The aforesaid

- amount of tax inclusive of surcharge where applicable, will be further increased by an education cess of 3%.
- NRIs should certify their residential status in the Application Form along with the fact whether the Offer Shares are held by them on investment/ capital account or on trade account and whether the investment are held as long-term capital asset or short-term capital asset (with appropriate evidences). If any NRI fails to certify the details as required in the Application Form, then the Acquirer will deduct tax at the rate applicable to business income. Decision of the Acquirer in this regard will be final and binding.
  - In the event any NRI requires the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, the NRI would need to obtain a certificate from the Income Tax Authorities either under Section 195(3) or under Section 197 of the IT Act as applicable, and submit the same to Acquirer. In the absence of any such certificate from the Income Tax Authorities, the Acquirer shall deduct tax as aforesaid.
  - The Union Budget 2009 has proposed to remove surcharge in case of non-corporates. The proposals of the Finance Bill, 2009 (Budget 2009) have been presented in the Parliament and will become law after it is approved by both the Houses of Parliament and receives assent from the President of India.
- ***Non-domestic companies (“NDC”):***
- The Acquirer will deduct tax at source at the rate of 40% on the gross proceeds in the case of short-term capital gains or business profits, and at the rate of 20% on the gross proceeds in case of long-term capital gains.
  - In the event that the aforesaid amount of gross proceeds exceeds Rs.1,00,00,000/- the aforesaid rate will be increased by a surcharge of 2.5% of the tax sum. The aforesaid amount of tax inclusive of surcharge where applicable, will be further increased by an education cess of 3%.
  - NDC should certify their residential status in the Application Form along with the fact whether the Offer Shares are held by them on investment/ capital account or on trade account and whether the investment are held as long-term capital asset or short-term capital asset (with appropriate evidences). If any NDC fails to certify the details as required in the Application Form, then the Acquirer will deduct tax at the rate applicable to business income. Decision of the Acquirer in this regard will be final and binding.
  - In the event the NDC requires the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, the NDC would need to obtain a certificate from the Income Tax Authorities either under Section 195(3) or under Section 197 of the IT Act as applicable, and submit the same to Acquirer. In the absence of any such certificate from the Income Tax Authorities, the Acquirer shall deduct tax as aforesaid.
- ***Foreign Institutional Investors (“FII”):***
- As per the provisions of Section 196D(2) of the IT Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of shares, payable to a FII.
  - If the Offer Shares are held on trade account or if the FII fails to certify in the Application Form that the Offer Shares are held by it on investment/ capital account, then the Acquirer will deduct tax at source from the gross proceeds at the rate of 42.23% (tax rate of 40% plus surcharge of 2.5% and education cess of 3% on tax and

surcharge) in case of a corporate FII Residual Shareholder to whom payment to be made exceeds Rs. 1,00,00,000/-; 41.2% (tax rate of 40% plus education cess of 3% thereon) in case of corporate FII Residual Shareholder to whom payment to be made does not exceed Rs. 1,00,00,000/-; 33.99% (tax rate of 30% plus surcharge of 10% and education cess of 3 % on tax and surcharge) in case of individual or trust FII Residual Shareholder to whom the payment to be made exceed Rs. 10,00,000; or 30.90% (tax rate of 30% plus education cess of 3% thereon) in case of individual or trust FII Residual Shareholder to whom the payment to be made does not exceed Rs 10,00,000.

- FIIs should certify their residential status with appropriate evidence in the Application Form along with the fact whether the Offer Shares are held by them on investment / capital account or on trade account. FIIs should also enclose a copy of their SEBI registration certificate.
- The Union Budget 2009 has proposed to remove surcharge in case of non-corporates. The proposals of the Finance Bill, 2009 (Budget 2009) have been presented in the Parliament and will become law after it is approved by both the Houses of Parliament and receives assent from the President of India.

▪ ***Other persons who are not resident in India (“NR”):***

- The Acquirer will deduct tax at source at the rate of 30% on the gross proceeds in the case of short-term capital gains or business profits, and at the rate of 20% on the gross proceeds in the case of long-term capital gains.
- In the event that the aforesaid amount exceeds Rs.10,00,000/- the aforesaid rate will be increased by a surcharge of 10% of the tax sum. The aforesaid amount of tax inclusive of surcharge where applicable, will be further increased by an education cess of 3%.
- NRs should certify their residential status in the Application Form along with the fact whether the Offer Shares are held by them on investment/ capital account or on trade account and whether the investments are held as long-term capital asset or short-term capital asset (with appropriate evidences). If any NR fails to certify the details as required in the Application Form, then the Acquirer will deduct tax at the rate applicable to business income. Decision of the Acquirer in this regard will be final and binding.
- In the event the NR requires the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, the NR would need to obtain a certificate from the Income Tax Authorities either under Section 195(3) or under Section 197 of the IT Act as applicable, and submit the same to Acquirer. In the absence of any such certificate from the Income Tax Authorities, the Acquirer shall deduct tax as aforesaid.
- The Union Budget 2009 has proposed to remove surcharge in case of non-corporates. The proposals of the Finance Bill, 2009 (Budget 2009) have been presented in the Parliament and will become law after it is approved by both the Houses of Parliament and receives assent from the President of India.

***Resident Residual Shareholders:*** No tax will be deducted at source on payment of gross proceeds to Indian Residual Shareholders.

- 6.2 In case of unavailability of information with the Company/ Acquirer or any ambiguous, incomplete or conflicting information, the capital gain shall be assumed to be short-term in nature.

**RESIDUAL SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS ON THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER AND THE MANAGER TO THE EXIT OFFER DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE.**

**7. COMPLIANCE OFFICER**

7.1 The Compliance Officer of the Company is:

V. Sheela  
Company Secretary & General Manager (Legal)  
1-1-151/1, IV Floor, Sai Ram Towers, Alexander Road, Secunderabad, Andhra Pradesh, 500 003,  
India.  
Tel: +91-40-27700363;  
Fax: +91-40-27700343;  
Email: sheela.vadavalli@matrixlabsindia.com

7.2 In case the Residual Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares, they may address the same to:

Nilesh Chalke  
Link Intime India Private Limited  
Unit: Matrix Laboratories – Exit Offer  
C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup (W)  
Mumbai 400 078  
Tel: +91 22 2596 0320  
Fax: +91 22 2596 0329  
Email: matrix.delisting@linkintime.co.in

**8. GENERAL**

Every Residual Shareholder who desires to avail of the Exit Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Registrar to the Exit Offer or the Manager to the Exit Offer or the Company whatsoever by reason of any loss which may be suffered by such Residual Shareholder consequent to or in connection with the Exit Offer.

Yours faithfully,  
Signed on behalf of the Acquirer  
**For MP Laboratories (Mauritius) Ltd**

Sd/-  
Date: August 21, 2009

**APPLICATION FORM FOR TENDERING EQUITY SHARES OF  
MATRIX LABORATORIES LIMITED  
AT THE EXIT PRICE OF RS. 211 PER EQUITY SHARE**

Unless the context otherwise requires, capitalised expressions in this Application Form have the same meanings as defined in the enclosed letter of offer dated August 21, 2009 (“**Letter of Offer**”) for acquiring Offer Shares in Matrix Laboratories Limited by MP Laboratories (Mauritius) Ltd by way of an Exit Offer.

This Application Form, duly filled and signed along with the applicable enclosures should be delivered by hand or sent by registered post / courier (at your own cost and risk) with the envelope marked “**MATRIXLABORATORIES– EXIT OFFER**” to the Registrar to the Exit Offer, at the address given below:

**Link Intime India Private Limited**  
C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup (W)  
Mumbai 400 078  
Tel: +91 22 2596 0320  
Fax: +91 22 2596 0329  
Email: [matrix.delisting@linkintime.co.in](mailto:matrix.delisting@linkintime.co.in)  
Contact Person: Nilesh Chalke

**REGISTRAR TO THE EXIT OFFER MUST RECEIVE THIS APPLICATION  
FORM ON OR BEFORE FEBRUARY 20, 2010**

**1. Actions to be taken:**

- 1.1 To tender your Offer Shares pursuant to the Exit Offer, complete this Application Form by following the instructions given herein. Please also read the acknowledgements and authorisations in paragraph 2 below carefully as they contain acknowledgements and authorisations that you will be deemed to have made by your signature on this Application Form.
- 1.2 In case of Offer Shares held in dematerialised form, you must have transferred Offer Shares from your depository account to the Demat Escrow Account as specified in the Letter of Offer, prior to the submission of this Application Form. A photocopy of the delivery instruction or counterfoil of the delivery instruction submitted to your depository participant and duly acknowledged by such depository participant crediting your Offer Shares to the Demat Escrow Account should be attached to this Application Form. All transfers should be in off-market mode.
- 1.3 If you hold Offer Shares through Central Depository Services (India) Limited (“CDSL”), please execute an inter-depository delivery instruction for the purpose of crediting your Offer Shares in favor of the Demat Escrow Account.
- 1.4 In case of Offer Shares held in physical form, you must enclose with this Application Form your original share certificate(s) and valid share transfer form(s) (in respect of those Offer Shares set out in Box 4) duly signed by the registered Residual Shareholder (or, in the case of joint holdings, all registered Residual Shareholders) as transferor(s) in accordance with the specimen signatures registered with the Company and duly witnessed. Unregistered holders must also enclose, in original, contract note issued by a broker of a recognised stock exchange.
- 1.5 If you are a Non-Resident Residual Shareholder, you should also enclose with your Application Form a copy of the original permission which you received from the RBI and the additional consents or confirmations as referred to in paragraph 2 of the Letter of Offer, failing which your Application Form may be treated as invalid. In case Non-Resident Residual Shareholders wish to avail of the benefits under any Double Taxation Avoidance Agreement (“DTAA”) entered into between India and their country of residence, they should provide a copy of a valid tax residence certificate and confirm that they do not have a “permanent establishment” in India in terms of the relevant DTAA.
- 1.6 Please send this Application Form with the necessary enclosures at your own risk and cost to the Registrar to the Exit Offer, so as to reach them by February 20, 2010 at the latest.
- 1.7 Please read the Letter of Offer and the Public Announcement, the terms of which are incorporated in and form part of this Application Form.

## 2. Acknowledgements and authorisations

By signing in Box 2 below, you are deemed to have made each of the following acknowledgements and authorisations that:

- 2.1 the Offer Shares you are tendering herewith are free from liens, charges and encumbrances of any kind whatsoever;
- 2.2 in respect of the Offer Shares tendered in physical form, original share certificate(s) and signed transfer deed(s) will be held in trust for you by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to you or if your offer to tender is not valid or not accepted for any reason, until such time as the Offer Shares are returned to you;
- 2.3 the Acquirer and Registrar to the Exit Offer shall not be liable for any delay/ loss in transit resulting in delayed receipt/non-receipt by the Registrar to the Exit Offer of your Application Form along with relevant enclosures or for the failure to deposit your dematerialised Offer Shares to the Demat Escrow Account due to inaccurate/incomplete particulars/instructions on your part, or for any other reason;
- 2.4 the Acquirer, Registrar to the Exit Offer or any person authorised by the Acquirer or Registrar to the Exit Offer may send by registered post/UCP/electronically, at your risk, the cheque/demand draft/electronic fund transfer, in full and final settlement of the amount due to you, and/or other documents or papers or correspondence to the sole/first holder at the relevant address mentioned in Box 1 below;
- 2.5 your signature on your depository participant instruction has been duly verified and attested by your depository participant as evidenced by your depository participant's stamp of acknowledgement;
- 2.6 the Letter of Offer and this Application Form are subject to the Delisting Guidelines and all applicable regulatory and government approvals, as detailed in the Letter of Offer, and that the Acquirer reserves the right not to proceed with the acquisition in the event that such approvals, if any, are not obtained;
- 2.7 if you are a Non-Resident Residual Shareholder, you have enclosed with this Application Form a copy of the original permission which you received from the RBI and the additional consents and confirmations as referred to in paragraph 2 of the Letter of Offer, and that if such permission is not enclosed with this Application Form, your offer to tender may be treated as invalid;
- 2.8 if you are a Non-Resident Residual Shareholder, you have also enclosed with this Application Form the relevant certificate referred to in paragraph 6 of the Letter of Offer, and that if such certificate is not enclosed with this Application Form, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Residual Shareholders on the entire consideration amount payable to such Residual Shareholders;
- 2.9 If the Offer Shares are tendered by an overseas corporate body(ies) ("OCBs"), then the Acquirer may approach the RBI for specific approval to acquire the tendered Offer Shares giving details of the OCBs.
- 2.10 the particulars given above are true and correct; and
- 2.11 you acknowledge having read and understood the contents of the Letter of Offer and the Public Announcement and that you agree with the terms and conditions stated therein.

### Box 1: Residual Shareholder's details (Please use BLOCK CAPITALS)

#### Box 1.1 Sole/First Holder/Other Holders

Name of Sole/First Holder		PAN	
Address			
Telephone No.			
2 <sup>nd</sup> Joint Holder		PAN	
3 <sup>rd</sup> Joint Holder		PAN	

**Box 1.2 Type of Residual Shareholder (Tick as appropriate)**

<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Hindu Undivided Family	<input type="checkbox"/> Banks & Financial Institutions	<input type="checkbox"/> Mutual Fund
<input type="checkbox"/> Private Body Corporate	<input type="checkbox"/> NRI (non-repatriable)	<input type="checkbox"/> NRI (repatriable)	<input type="checkbox"/> FII
<input type="checkbox"/> Non Domestic Company /OCB	<input type="checkbox"/> Indian Venture Capital	<input type="checkbox"/> Foreign Venture Capital	<input type="checkbox"/> Others (please specify)

**Box 2: Signatures**

In case of joint holdings, all holders must sign in the space given below in the same order and as per specimen signatures registered with the Company. By your signature in this Box 2, you will also be deemed to be making the acknowledgements and authorisations set out in paragraph 2 above.

**PLEASE SIGN IN THE SPACE PROVIDED BELOW**

I/We offer to tender the number of Offer Shares set out or deemed to be set out in Box 3A / Box 4 in accordance with and subject to the terms and conditions herein, the Letter of Offer and the Public Announcement.

Name		Signature
Sole /First holder		
2 <sup>nd</sup> holder		
3 <sup>rd</sup> holder		

**Box 3A: Details of Offer Shares held in dematerialised form**

You should insert in the space given below, the number of Offer Shares held in dematerialised form that you wish to tender to the Acquirer at the Exit Price. If the number of Offer Shares entered below is inconsistent with the number of Offer Shares deposited into the Demat Escrow Account (detailed in Box 3B below), pursuant to your instruction to your depository participant, the number of Offer Shares set out in your depository participant instruction will be deemed to be the number of Offer Shares tendered by you.

I/We hereby tender to the Acquirer, the number of Offer Shares specified below at the Exit Price.

Number of dematerialised Offer Shares:

The details of my/our depository account and my / our depository participant are as follows:

Depository Participant's Name (DP Name)			
DP ID	Client ID	Beneficiary Account Name	NSDL <input type="checkbox"/>
			CDSL <input type="checkbox"/>

**Box 3B: Depository participant instruction**

You must have instructed the depository participant of the depository account in which your Offer Shares are presently held, to deposit your Offer Shares into the Demat Escrow Account as detailed below. Failure to credit your Offer Shares into the correct depository account may result in rejection of your offer to tender Offer Shares.

I/We confirm that I/we have enclosed a photocopy/counterfoil of my/our duly acknowledged delivery instructions to my / our depository participant, crediting my/our Offer Shares to the Demat Escrow Account detailed below:

Depository	National Securities Depository Limited (NSDL)
Account Name	LIPL – MATRIX LABORATORIES EXIT OFFER
Name of the Depository Participant	Citibank N.A.
Depository Identification Number	IN 300054
Client Identification Number	10035997
ISIN Number of the Scrip	INE604D01023

*Please note that the transfer should be in off-market mode. For Offer Shares held through CDSL, please execute an inter-depository delivery instruction.*

#### **Box 4: Details of Offer Shares held in physical form**

You should insert in the space given below the details of your Offer Shares held in physical form, which you wish to tender to the Acquirer at the Exit Price. If the details given below are inconsistent with any of your original share certificate(s) or your share transfer deed enclosed with this Application Form, your original share certificate(s) and your share transfer deed will be deemed to state the correct details of the Offer Shares which are tendered by you.

Folio No; \_\_\_\_\_

Sr. No.	Certificate No.	Distinctive Nos.	No. of Offer Shares
1.		-	
2.		-	
3.		-	
4.		-	
5.		-	

*(If the space provided is inadequate please attach a separate continuation sheet)*

#### **Box 5: Bank account details**

So as to avoid fraudulent encashment in transit, Residual Shareholder(s) should provide details of bank account of the first/sole Residual Shareholder as follows. The consideration will be paid through electronic mode – RTGS/ NEFT/ ECS failing which cheque or demand draft will be drawn accordingly.

Name of the First/Sole holder's bank	
Name of the Branch	
City	
Bank Account No.	
Saving/Current/Others (Please specify)	
IFSC Code (In case you wish to receive funds electronically)	
9 digit MICR Code	

#### **Details for RTGS / NEFT**

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

Payment through RTGS (Yes / No): \_\_\_\_\_

Payment through NEFT (Yes / No): \_\_\_\_\_

IFSC Code of the branch where account is maintained: \_\_\_\_\_

In case the bank account details requested for above are not duly provided, (a) for Offer Shares held in dematerialized form, consideration payable will be paid by RTGS/ NEFT/ ECS/ cheque/ demand draft in accordance with bank account details as recorded with the depository and (b) for Offer Shares held in the form of physical share certificates, consideration payable will be paid by cheque/ demand draft in the name of the first/sole Residual Shareholder sent at the address recorded with the Company.

*(Please note that for fund transfer in electronic mode, the transfer would be done at your risk based on the data provided above by you.)*

**Box 6: Tax Certification (Non-Resident Residual Shareholders only)**

If you are a Non-Resident Residual Shareholder, please certify whether the Offer Shares are held on investment / capital account or on trade account.

Please refer to paragraph 6 in the Letter of Offer regarding tax to be deducted at source. Residual Shareholders are also advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.

I / We certify that the Offer Shares referred to in Box 3A/Box 4 (as applicable) of this Application Form are held :

On Investment / Capital Account  On Trade Account

I / We certify that the tax deduction on the Offer Shares referred to in Box 3A/Box 4 (as applicable) of this Application Form is to be deducted on account of:

Short Term Gains  Long Term Gains  Business Profits

I / We enclose order from Income-Tax authorities specifying:

Non-deduction of tax at source  Deduction at lower rate

**Box 7: Declaration (Non-Resident Indian Residual Shareholders only)**

I certify that:

I have not opted out of Chapter XII-A of the Income Tax Act, 1961

I have opted out of Chapter XII-A of the Income Tax Act, 1961

**CHECKLIST FOR RESIDUAL SHAREHOLDERS TENDERING OFFER SHARES IN DEMATERIALISED FORM:**

Have you:

- Completed boxes 1 to 7 of this Application Form?
- Ensured that your Offer Shares have been credited to the Demat Escrow Account and attached a copy of your duly acknowledged delivery instructions to your depository participant?
- Ensured that you have enclosed copies of the documents mentioned in paragraph 5.2 of the Letter of Offer? If you are a Non-Resident Residual Shareholder, have you ensured that you have enclosed copies of the documents mentioned in paragraphs 2.1, 5.2 and 6 of the Letter of Offer?  
If so, you may submit your Application Form along with the copy of the depository participant instruction duly acknowledged by the depository participant and other relevant documents to the Registrar to the Exit Offer in accordance with the instructions given above.

**CHECKLIST FOR RESIDUAL SHAREHOLDERS TENDERING OFFER SHARES IN PHYSICAL FORM:**

Have you:

- Completed boxes 1 to 7 of this Application Form?
- Ensured that you have completed and enclosed your share transfer deed duly signed by the registered shareholder (or, in case of joint holdings, all registered shareholders) as transferor(s) in accordance with the specimen signatures registered with the Company and the said signature(s) has/have been duly witnessed?
- Ensured that you have enclosed your original share certificate(s)?
- Ensured that you have enclosed duly attested power of attorney, death and succession certificate / legal heirship certificate as may be applicable (in case any shareholder has expired)?
- Ensured that you have enclosed a certified true copy of relevant resolution of the board of directors / authorisation (in case of body corporate)?
- Ensured that you have enclosed copies of the documents mentioned in paragraph 5.2 of the Letter of Offer? If you are a Non-Resident Residual Shareholder, have you ensured that you have enclosed copies of the documents mentioned in paragraphs 2.1, 5.2 and 6 of the Letter of Offer?  
If so, you may submit your Application Form along with the duly filled transfer deed, original share certificates and other relevant documents to the Registrar to the Exit Offer in accordance with the instructions given above.

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**All queries in this regard should be addressed to the Registrar to the Exit Offer at the following address:**

**Registrar to the Exit Offer**  
Link Intime India Private Limited  
C-13 Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078, India  
Tel. : +91 22 2596 0320, Fax. : +91 22 2596 0329  
Email: matrix.delisting@linkintime.co.in  
Contact Person: Mr. Nilesh Chalke

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

**ACKNOWLEDGEMENT SLIP**  
**MATRIX LABORATORIES LIMITED EXIT OFFER**

Received from Mr/Ms. \_\_\_\_\_ having Folio No./DP ID & Client ID \_\_\_\_\_  
Application Form offering \_\_\_\_\_ share(s) of Matrix Laboratories Limited to the Acquirer at the Exit Price of Rs. 211 per share,  
together with  photocopy/counterfoil of the delivery instruction, for shares held in demat form; or  share certificate(s) with signed  
share transfer forms, for shares held in physical form

Signature of Official :

Date of Receipt :