

**PUBLIC ANNOUNCEMENT
FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
MATRIX LABORATORIES LIMITED**

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This public announcement ("**Public Announcement**") is being issued by MP Laboratories (Mauritius) Ltd ("**Acquirer**"), under Clause 10 of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, ("**Guidelines**") to the public shareholders ("**Public Shareholders**") of Matrix Laboratories Limited ("**Company**") in respect of the proposed acquisition of up to 3,87,50,534 equity shares, representing approximately 24.77% of the fully diluted share capital of the Company ("**Offer Shares**") and delisting of the Company from the Bombay Stock Exchange Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") in accordance with the Guidelines (the "**Delisting Offer**").

This Public Announcement is in continuation of and should be read in conjunction with the original public announcement dated May 5, 2009 ("**Original Public Announcement**"), the bid letter dated May 6, 2009 ("**Bid Letter**") and the corrigendum to the Original Public Announcement and Bid Letter dated May 22, 2009 ("**Corrigendum**").

The Acquirer hereby announces the results of the Delisting Offer made through the reverse book building process using the electronic facility of BSE, which opened on May 25, 2009 and closed on May 29, 2009 for Public Shareholders holding Offer Shares in dematerialized form, in accordance with the Guidelines.

The Acquirer has accepted the discovered price of Rs. 211 per Offer Share ("**Exit Price**") established by the reverse book building process in accordance with the Guidelines (such Exit Price being the price at which the maximum number of Offer Shares have been tendered).

Accordingly, the Acquirer shall accept all the bids at or below the Exit Price and the Public Shareholders who have tendered their Offer Shares at or below the Exit Price will be paid the consideration at the Exit Price of Rs. 211 per Offer Share. The final settlement date for the Offer Shares held in dematerialized form is June 3, 2009. Dispatch of consideration to the eligible Public Shareholders will start upon completion of the final settlement as per the Bid Letter.

Consequently, the public shareholding of the Company will fall below 10%, being the minimum public shareholding requirement for continuous listing prescribed by Clause 40A of the listing agreement, and the Acquirer will initiate necessary steps to delist the equity shares of the Company from the BSE and NSE.

The Acquirer has undertaken to accept the Offer Shares to be tendered by the Public Shareholders holding Offer Shares in physical form ("**Physical Shareholders**") at the Exit Price during the period commencing on June 4, 2009 and ending on June 18, 2009. Physical Shareholders should forward the Acceptance Form (enclosed with the Bid Letter) duly filled and signed along with original physical share certificate(s), valid share transfer deed/form(s) (enclosed with the Bid Letter) and such other documents as specifically mentioned in the Bid Letter, by hand delivery or by registered post (at their own risk and cost) to the Registrar to the Offer (details appearing below) on or before June 18, 2009.

In order to continue to provide an exit opportunity to the Public Shareholders holding Offer Shares in dematerialized form and who either could not participate in the bidding process or whose bids were rejected in the bidding process ("**Remaining Demat Shareholders**"), the Acquirer hereby offers to acquire their Offer Shares at the Exit Price during the period when Physical Shareholders are invited to tender their Offer Shares. Accordingly, the Remaining Demat Shareholders may tender their Offer Shares to the Acquirer at the Exit Price during the 15 day period commencing on June 4, 2009 and ending on June 18, 2009, by submitting their acceptance forms ("**Tender Forms**") to the Registrar to the Offer (details appearing below). The Remaining Demat Shareholders can download the Tender Form from the website of Registrar to the Offer at www.linkintime.co.in or from the website of Manager to the Offer at www.online.citibank.co.in/rhtml/citigroupglobalscreen1.htm or from the website of the Company at www.matrixlabsindia.com. Alternatively, a copy of the Tender Form may be obtained by writing to the Registrar to the Offer, having their office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078 clearly marking the envelope "**MATRIX- Delisting Offer**" or a soft copy of the Tender Form can be obtained by making a request at matrix.delisting@linkintime.co.in.

The Registrar to the Offer has opened a special depository account with Citibank N.A. at the NSDL (the "**Demat Escrow Account**") details of which are as follows:

Depository Account Name	LIPL – MATRIX LABORATORIES EXIT OFFER
Depository Participant	Citibank N.A.
DPID	IN 300054
Client Identification No.	10035997
ISIN No. of the scrip	INE604D01023

In order for Tenders Forms to be valid, Remaining Demat Shareholders should transfer their Offer Shares from their respective depository accounts to the Demat Escrow Account. All transfers should be in off-market mode. A photocopy of the delivery instruction slip or counterfoil of the delivery instruction slip submitted to the depository participant of the Remaining Demat Shareholder's depository account and duly acknowledged by such depository participant crediting Remaining Demat Shareholder's Offer Share to the Demat Escrow Account should be attached to the Tender Form.

Remaining Demat Shareholders who hold their Offer Shares through Central Depository Services Limited will have to execute an inter depository delivery instruction slip for the purpose of crediting their Offer Shares to the Demat Escrow Account.

It is the responsibility of the Remaining Demat Shareholders to ensure that their Offer Shares are credited to the Demat Escrow Account prior to or on June 18, 2009.

Tax at source will be deducted in accordance with paragraph 23 of the Bid Letter.

Further, the Acquirer shall also accept Offer Shares at the Exit Price from the Remaining Demat Shareholders and Physical Shareholders for a period of 6 months following date of the delisting of the Company. Separate communication concerning this process will follow.

If Public Shareholders have any queries with regard to the Delisting Offer, they should contact the Registrar to the Offer (details appearing below).

All other terms and conditions of the Delisting Offer as set forth in the Original Public Announcement, the Bid Letter and the Corrigendum remain unchanged.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 Citigroup Global Markets India Private Limited Bakhtawar 12th Floor Nariman Point Mumbai 400 021 Tel: +91 22 6631 9890 Fax: +91 22 6646 6050 Email: matrix.delisting@citigroup.com Contact Person: Akhilesh Poddar	 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 Contact Person: Nilesh Chalke
LEGAL ADVISORS TO THE ACQUIRER	
 Amarchand & Mangaldas & Suresh A. Shroff & Co. amarchand mangaldas 216 Amarchand Towers, Okhla Industrial Estate, Phase III, New Delhi- 110020 Tel: +91-11-26920500 Fax: +91-11-26924900	Platinum Partners 304-305, Raheja Chambers, Nariman Point, Mumbai – 400 021 Tel: +91-22-42201900 Fax: +91-22-42201906

Signed on behalf of the Acquirer

For MP Laboratories (Mauritius) Ltd

Sd/-

Date: June 1, 2009

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
Unless the context otherwise requires, capitalized expressions in this Tender Form and not defined herein have the same meanings as defined in the public announcement dated June 01, 2009 accepting the Exit Price (“Exit PA”)
Link Time India Private Limited must receive this Tender Form
between June 4, 2009 and June 18, 2009

TENDER FORM FOR PUBLIC SHAREHOLDERS HOLDING OFFER SHARES IN DEMAT FORM

For the tender of equity shares in Matrix Laboratories Limited pursuant to the Delisting Offer by MP Laboratories (Mauritius) Ltd.

THIS FORM IS TO BE FILLED BY PUBLIC SHAREHOLDERS HOLDING OFFER SHARES IN DEMAT FORM ONLY

1. Action to be taken

- 1.1 To tender your Offer Shares pursuant to the Exit PA, complete this Tender Form by following the instructions given herein. Please also read the acknowledgements and authorizations in paragraph 2 below carefully as they contain acknowledgements and authorizations that you will be deemed to have made by your signature on this Tender Form.
- 1.2 You must have transferred Offer Shares from your depository account to the Demat Escrow Account as specified in the Exit PA, prior to the submission of this Tender 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 Tender 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 favour of the Demat Escrow Account.
- 1.4 If you are a Non-Resident Shareholder (as defined in the Bid Letter), you should also enclose with your Bid Form a copy of the original permission which you received from the Reserve Bank of India (“RBI”) and the additional consents or confirmations as referred to in paragraph 22 of the Bid Letter, failing which your Bid may be treated as invalid. In case Non-Resident Shareholders (including FIIs) 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.
- 1.5 Please send this Tender Form with the necessary enclosures at your own risk and cost to the Registrar to the Offer, so as to reach them by Thursday, June 18, 2009 at the latest.
- 1.6 Please read the Exit PA, the terms of which are incorporated in and form part of this Tender Form.

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ACKNOWLEDGEMENT SLIP
MATRIX LABORATORIES LIMITED DELISTING OFFER

DEMAT HOLDERS

Received from Mr./Ms./M/s.- _____ a
Tender Form offering _____ Offer Share(s) of Matrix Laboratories Limited at the Exit Price (Rs. 211 per Offer Share) to the Acquirer, together with photocopy/counterfoil of the delivery instruction duly acknowledged for the transfer of such Offer Shares from the account bearing following details:

Depository Participant Name: _____
Depository Participant ID: _____
Beneficiary ID/Client ID: _____

Signature of Official : _____ Date of receipt _____

2. Acknowledgements and Authorizations

By signing Box 2, you will be deemed to have made each of the following acknowledgements and authorizations:

- (a) that the Offer Shares which you are tendering herewith are free from any liens, charges and encumbrances of any kind whatsoever;
- (b) that the Acquirer, Registrar to the Offer or Manager to the Offer (as defined in the Bid Letter) may send by registered post/courier at your risk, the draft cheque/warrant, 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, or at the address registered with the depository participant;
- (c) that your signature on your depository participant instruction slip has been duly verified and attested by your depository participant as evidenced by your depository participant's stamp of acknowledgement;
- (d) that if you are a Non-Resident Shareholder, you have enclosed a copy of the original permission which you received from the RBI and the additional consents and confirmations as referred to in the Bid Letter, this Tender Form and Original Public Announcement, and that if such permission is not enclosed with this Tender Form, your Tender Form may be treated as invalid;
- (e) 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.
- (f) that the Acquirer and Registrar to the Offer shall not be liable for any delay/loss in transit resulting in delayed receipt/non-receipt of your Tender Form or for any other reason;
- (g) that the particulars given in the Tender Form are true and correct.
- (h) that you acknowledge having read and understood the contents of the Bid Letter and the Exit PA and that you agree with the terms and conditions stated therein.

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

Registrar to the 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
Contact Person: Mr. Nilesh Chalke

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

1.1 Sole/first holder/other holders
 Name in full: _____
 Address: _____
 Telephone no.: _____
 E-mail ID: _____

1.2 Full name of other holders
 2nd holder: _____
 3rd holder: _____

1.3 Type of investor (tick as appropriate)

<input type="checkbox"/> Resident Individual(s)	<input type="checkbox"/> Hindu Family	<input type="checkbox"/> Undivided Bodies	<input type="checkbox"/> Non-Resident Indian (repatriable)	<input type="checkbox"/> Non-Resident Indian (non-repatriable)
<input type="checkbox"/> Mutual Funds	<input type="checkbox"/> Private Corporate	<input type="checkbox"/> Banks & Financial Institutions	<input type="checkbox"/> OCB	<input type="checkbox"/> FII
<input type="checkbox"/> Indian Venture Capital	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> OCB	<input type="checkbox"/> Others (Please Specify) _____	

Box 2: Signatures

I/We offer to tender the number of Offer Shares set out or deemed to be set out in Box 3 in accordance with and subject to the terms and conditions herein and the Exit PA and the applicable terms and conditions in the Bid Letter and the Original Public Announcement.

1. Sole/first holder:	_____	Signature _____
2. Name of the 2nd holder:	_____	Signature _____
3. Name of the 3rd holder:	_____	Signature _____
4.		

Box 3: Details of Offer Shares

I/We offer to tender to MP Laboratories (Mauritius) Ltd., (Acquirer) the number of Offer Shares at the Exit Price:

Number of Offer Shares : (in figures) _____ (in words) _____

Box 4: Your depository participant's details

I/We confirm that I/we hold my/our Offer Shares in dematerialised form. The details of my/our depository account and my/our depository participant are as follows

4.1 Depository Participant's Name : _____

4.2 Depository Participant's identification No.: IN _____

4.3 Client ID Number : _____

4.4 Beneficiary Account Details : _____ (if CDSL)

Box 5: Depository participant instruction

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 of the Registrar to the Offer as detailed below:

5.1	Name of the Registrar to the Offer	:	Link Intime India Private Limited
5.2	Demat Escrow Account	:	LIPL – MATRIX LABORATORIES EXIT OFFER
5.3	Name of the Depository Participant	:	Citibank N.A.
5.4	Depository Identification Number	:	IN 300054
5.5	Client Identification Number	:	10035997
5.6	ISIN Number	:	INE604D01023

Box 6: Bank account details	
In order to avoid fraudulent encashment in transit, you may fill in Box 6 with details of the sole/first Public Shareholder's bank account (or, in the case of joint holders, the first-named holder's bank account) and any consideration payable will be paid through electronic mode – RTGS/ NEFT/ ECS failing which cheque or demand draft will be drawn accordingly. If you do not fill in Box 6, any consideration payable will be paid by RTGS/ NEFT/ ECS/ cheque/ demand draft in accordance with bank account details as recorded with the depository.	
6.1	Name of the sole/first holder's bank :
6.2	Branch :
6.3	Bank account no. :
6.4	Bank account type :
6.5	9 Digit MICR Code :
6.6	IFSC Code :

Box 7: Tax Certification (NRIs / OCBs / FIIs / Non-Resident Shareholders only)

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

Please refer to paragraph 23 in the Bid Letter regarding tax to be deducted at source. Public 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 3 of this Tender Form are held:		
<input type="checkbox"/> On Investment / Capital Account	<input type="checkbox"/> On Trade Account	
I / We certify that the tax deduction on the Offer Shares referred to in Box 3 of this Tender Form is to be deducted on account of:		
<input type="checkbox"/> Short Term Gains	<input type="checkbox"/> Long Term Gains	<input type="checkbox"/> Business Profits
I/We enclose Order from Income-Tax authorities enclosed specifying:		
<input type="checkbox"/> Non Deduction of tax at source	<input type="checkbox"/> Deduction at lower rate	

3. Checklist

Have you

- Completed Boxes 1 to 7?
- Ensured that your Offer Shares have been credited to the Demat Escrow Account Account and attached a copy of your duly acknowledged delivery instructions?
- If you hold your Offer Shares through CDSL, ensure that you have executed an inter-depository delivery instruction for the purpose of crediting your Offer Shares in favour of the Demat Escrow Account with NSDL.
- Ensured that if you are a Non-Resident Shareholder, you have complied with paragraph 1.4 of the Tender Form?

If so, you may post your Tender Form in accordance with the instructions in paragraph 1.5 above.