

**PUBLIC ANNOUNCEMENT  
FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF**

# MATRIX LABORATORIES LIMITED

Registered office: 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: matrix@matrixlabsindia.com, Website: www.matrixlabsindia.com

Matrix Laboratories Limited was originally incorporated as Herren Drugs Private Limited and its name was changed with effect from June 27, 1994, to Herren Drugs & Pharmaceuticals Limited and subsequently to Matrix Laboratories Limited with effect from March 21, 2001

THE EQUITY SHARES OF MATRIX LABORATORIES LIMITED HAVE BEEN DELISTED FROM THE BOMBAY STOCK EXCHANGE LIMITED AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (BEING THE ONLY STOCK EXCHANGES WHERE THE SHARES WERE LISTED) WITH EFFECT FROM AUGUST 21, 2009 AND HENCE ARE NO LONGER TRADED.

THIS OFFER PROVIDES THE RESIDUAL PUBLIC SHAREHOLDERS OF MATRIX LABORATORIES LIMITED AN EXIT OPPORTUNITY AS REQUIRED UNDER CLAUSE 8.5 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF SECURITIES) GUIDELINES, 2003.

- MP Laboratories (Mauritius) Ltd ("Acquirer") invites all Residual Shareholders (as hereinafter defined) of Matrix Laboratories Limited ("Company") to tender, on the terms and subject to the conditions set out below and the Letter of Offer (as hereinafter defined), their fully paid up equity shares in the Company, pursuant to the Securities and Exchange of India (Delisting of Securities) Guidelines, 2003 ("Delisting Guidelines").
- The Acquirer vide public announcement dated May 5, 2009 and bid letter dated May 6, 2009 made an offer seeking to acquire from the public shareholders of the Company ("Public Shareholders") the fully paid up equity shares of the Company held by them ("Offer Shares") ("Delisting Offer"). The equity shares of the Company were listed on the Bombay Stock Exchange Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively the "Stock Exchanges").
- Subsequently, the Acquirer, vide a public announcement dated June 1, 2009, accepted the exit price of Rs.211 per Offer Share determined in accordance with the reverse book-building process as per the Delisting Guidelines ("Exit Price").
- After acquisition of the Offer Shares tendered by the Public Shareholders pursuant to the Delisting Offer the public shareholding in the Company has fallen below 10% of the paid up equity share capital of the Company.
- The Company thereafter applied for the delisting of its equity shares from the 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 has been delisted from the BSE and NSE with effect from August 21, 2009.
- Delisting of the equity shares of the Company means that the equity shares of the Company cannot and will not be traded on the Stock Exchanges.
- As required under Clause 8.5 of the Delisting Guidelines, the Acquirer has undertaken to provide an exit opportunity at the Exit Price to all the Residual Shareholders (as hereinafter defined) ("Exit Offer").
- This public announcement is to inform the remaining Public Shareholders who have not tendered their shares in the Delisting Offer / whose tender of Offer Shares has been rejected in the Delisting Offer ("Residual Shareholder"), that, in accordance with the Delisting Guidelines, as remaining holders of the equity shares in the Company, the Residual Shareholders still have an opportunity to participate in the acquisition process. Residual Shareholders will be able to tender their Offer Shares to the Acquirer at the Exit Price (Rs. 211/- per Offer Share), at any time from August 21, 2009 till February 20, 2010 (the "Exit Period"), on the terms and subject to the conditions set out below and in the Letter of Offer (as hereinafter defined). The Acquirer has dispatched a letter of offer dated August 21, 2009 to all Residual Shareholders of the Company who were shareholders of the Company as on August 14, 2009, giving details about the exit opportunity available to Residual Shareholders and the procedure to be followed for tendering of their Offer Shares to the Acquirer during the Exit Period ("Letter of Offer").
- How to avail of this Exit Offer: In order to participate in this Exit Offer, Residual Shareholders will have to take the following steps, subject to the terms and conditions set out herein and in the Letter of Offer:
- Residual Shareholders holding Offer Shares in dematerialised form:
 

Step 1: Transfer the Offer Shares held by the Residual Shareholder to "LIPL – MATRIX LABORATORIES EXIT OFFER" demat escrow account as per details mentioned below ("Demat Escrow Account"):

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

All transfers will be in off-market mode.

Step 2: Submit the application form enclosed with the Letter of Offer ("Application Form") duly completed and signed along with the counterfoil / photocopy of their depository participant instruction evidencing transfer of dematerialised Offer Shares to the Demat Escrow Account to the Registrar to the Exit Offer (as hereinafter defined).

Residual Shareholders who hold Offer Shares through Central Depository Services (India) Limited will have to execute an inter depository delivery instruction for the purpose of crediting their Offer Shares to the Demat Escrow Account mentioned in Step 1 above and thereafter comply with Step 2.

- Residual Shareholders holding Offer Shares in physical form




Step 1: Submit the Application Form duly completed and signed by the Residual Shareholder(s) in the order in which their name(s) appear on the share certificate(s);

Step 2: Enclose the original physical share certificate(s) and valid share transfer deed/form(s) enclosed with the Letter of Offer duly signed as transfers by all registered Residual Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Company and duly witnessed at the appropriate place;

- Submit the documents mentioned in paragraph 9.1 or 9.2 (as applicable) by hand delivery or by registered post (at their own risk and cost) to the Registrar to the Exit Offer, Link Intime India Private Limited, at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078 ("Registrar to the Exit Offer") clearly marking the envelope "MATRIX LABORATORIES - EXIT OFFER" on or before February 20, 2010 (i.e. on or before the last day of the Exit Period). Under no circumstances should the Application Form be dispatched to the Acquirer, the Company or the Manager to the Exit Offer (mentioned below).
- Non-resident Residual Shareholders should refer to the Letter of Offer for documents to be submitted with the Application Form in addition to the documents referred to in paragraph 9 above.
- 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.
- Residual Shareholders can also participate in the Exit Offer by downloading the Letter of Offer and the Application Form from the website of the Manager to the Exit Offer at [www.online.citibank.co.in/rhtml/citigroupglobalscreen1.htm](http://www.online.citibank.co.in/rhtml/citigroupglobalscreen1.htm) or from the website of the Company at [www.matrixlabsindia.com](http://www.matrixlabsindia.com) and submitting the duly filled Application Form along with all the requisite enclosures (as detailed hereinabove and in the Letter of Offer) to the Registrar to the Exit Offer. In the event of any Residual Shareholder not receiving, or misplacing, their Letter of Offer, they may obtain a copy by writing to the Registrar to the Exit Offer, clearly marking the envelope "MATRIX LABORATORIES - EXIT OFFER" or sending an email request to the Registrar to the Exit Offer at [matrix.delisting@linkintime.co.in](mailto:matrix.delisting@linkintime.co.in). Alternatively, Residual Shareholders may obtain copies of the Letter of Offer from the website as mentioned hereinabove.
- Following fulfillment of the terms and conditions mentioned herein and the Letter of Offer, the applicable consideration will be paid by the Acquirer by way of crossed cheque / pay order or demand draft and will be dispatched to the relevant Residual Shareholders, at the risk of such Residual Shareholder, by way of registered post / under certificate of posting or by way of electronic fund transfer, wherever possible. 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.
- Residual Shareholders may tender their shares at the Exit Price along with the Application Form to the Registrar to the Exit Offer at any time during the Exit Period. Residual Shareholders should ensure that their Application Form, together with the necessary enclosures is received by the Registrar to the Exit Offer on or before the last day of the Exit Period.
- The Reserve Bank of India ("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.
- 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.
- Tax shall be deducted at source from the payment to be made to Residual Shareholders, if applicable, in accordance with applicable law and as per the terms and subject to the conditions contained in the Letter of Offer.
- COMPLIANCE OFFICER**
- 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](mailto:sheela.vadavalli@matrixlabsindia.com)
- 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, India  
Tel: +91 22 2596 0320; Fax: +91 22 2596 0329; Email: [matrix.delisting@linkintime.co.in](mailto:matrix.delisting@linkintime.co.in)
- 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 or the Company or the Manager to the Exit Offer (mentioned below) or the Registrar to the Exit Offer, whatsoever by reason of any loss which may be suffered by such Residual Shareholder consequent to or in connection with the Exit Offer.
- The Acquirer will inform the Residual Shareholders by way of a public announcement of any changes to the information set out in this public announcement or the Letter of Offer.

<p><b>Manager to the Exit Offer</b></p>  <p><b>Citigroup Global Markets India Private Limited</b> Bakhtawar 12th Floor, Nariman Point, Mumbai 400 021. Tel: +91 22 6631 9890 Fax: +91 22 6646 6050 Email: <a href="mailto:matrix.delisting@citi.com">matrix.delisting@citi.com</a> Contact Person: Akhilesh Poddar</p>	<p><b>Registrar to the Exit Offer</b></p>  <p><b>Link Intime India Private Limited</b> 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: <a href="mailto:matrix.delisting@linkintime.co.in">matrix.delisting@linkintime.co.in</a> Contact Person: Nilesh Chalke</p>
<p><b>Legal Advisors to the Acquirer</b></p>	
<p><b>Amarchand &amp; Mangaldas &amp; Suresh A. Shroff &amp; Co.</b></p>  <p>amarchand mangaldas 216 Amarchand Towers, Okhla Industrial Estate, Phase III, New Delhi 110020. Tel: +91-11-26920500 Fax: +91-11-26924900</p>	<p><b>Platinum Partners</b> 304 – 305, Raheja Chambers, Nariman Point, Mumbai 400 021. Tel: +91-22-42201900 Fax: +91-22-42201906</p>

Signed on behalf of the Acquirer  
For MP Laboratories (Mauritius) Ltd

Sd/-

Date: August 21, 2009