FORM OF WITHDRAWAL

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to this offer any time upto three working days prior to the date of closure of offer i.e. on or before 19, April, 2007 In case you wish to withdraw your acceptance please use this form.	OFFER SCHEDULE	
	OFFER OPENS ON	:Thursday, 05 April, 2007
	LAST DATE OF WITHDRAWAL	: Thursday, 19 April, 2007
	OFFER CLOSES ON	:Tuesday, 24 April, 2007

From:

Tel No. Fax No.: E-mail:

To,

Integrated Enterprises (India) Ltd
IInd Floor, 'Kences Towers ' No.1, Ramakrishna Street,
North Usman Road, T.Nagar, Chennai-600017.

Sub: Open Offer to acquire upto 9,00,000 equity shares of Rs. 10/- each forming 20% of the equity share capital of Dr Agarwal's Eye Hospital Limited (DAEHL) by Dr.J.Agarwal, Dr.(Mrs).T.Agarwal, Dr.Athiya Agarwal, Dr.Adil Agarwal, Dr.Anosh Agarwal (Acquirers) at a price of Rs.43.10 per share in terms of the SEBI (SAST) Regulations, 1997 and subsequent amendments thereto.

Dear Sir,

I/We refer to the Letter of Offer dated 29th March, 2007 for acquiring the equity shares held by me/us in DAEHL.

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

I/We hereby consent unconditionally and irrevocably to withdraw my/our shares from the offer and I/We further authorize the Acquirers to return to me/us, the tendered Equity Share Certificate(s)/Share(s) at my own/sole risk.

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

I/We note that this form of withdrawal should reach the Registrars to the Offer at the address mentioned in the Letter of Offer on or before the last date of withdrawal.

I/We note that the Acquirers/Registrar to the Offer/Manager to the Offer shall not be liable for any postal delay/loss in transit for the Equity Shares held in physical form and also for the non-receipt of the Equity Shares held in the dematerialized form in the DP Account due to inaccurate/incomplete particulars/ instructions.

I/We also note and understand that the Acquirers will return the original share certificate(s), share transfer deed(s) and shares only on completion of verification of the documents, signatures etc., and beneficiary position data as available from the depository from time to time respectively.

I/We wish to withdraw our acceptance tendered in response to the said offer. We had deposited/sent our 'Form of Acceptance' to you on _______________ along with original share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below: (Please enclose the Xerox copy of Acknowledgement received for 'Form of Acceptance')

Sr. No.	Certificate Nos	Distinctive No(s)		No. of Shares
	Tendered	From	To	
	Withdrawn			
	Total number of equity shares			

(In case the space provided is inadequate, please attach a separate sheet with the details)

I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed will be held in trust for me/us by you and authorize you not to remit the consideration as mentioned in the Letter of Offer.

I/We authorise the Acquirers to reject the shares so offered which it may decide in consultation with Manager to the Offer and in terms of the Letter of Offer and,

I/We authorise the Acquirers or the Registrar to the Offer to send by registered post the original share certificate(s), transfer deed(s) and other documents tendered by me/us to the sole/first holder at the address mentioned below:

I/We held the following shares in dematerialized form and tendered the shares in the offer and had done an off-market transaction for crediting the shares to the " Dr Agarwal's Eye Hospital Limited- Escrow Account - Open Offer" (Depository Escrow Account) as per the following particulars:

Depository Participant Name	DP ID	Client ID
Intergrated Enterprises (India) Limited	IN301313	21131611

Please find enclosed a photocpy of the Depository Delivery Instruction(s) duly acknowledged by DP. The particulars of the account from which my/our shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of the Beneficiary	No. of shares

I/We note that the shares will be credited back only to that Depository Account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

In case of dematerialised shares, I/we confirm that the signatures of the beneficiary holders have been verified by the DP as per 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

FULL NAME (S)	SIGNATURE (S)
First/Sole Shareholder	
Second Shareholder	
Third Shareholder	

Address of First/Sole Shareholder ____

____

Place: Date:

Note: Incase of joint holdings, all holders must sign. A Corporation must affix its common seal.

--- TEAR ALONG THIS LINE ---

Acknowledgement Slip

Folio No.:	Sr. No.:	Integrated Enterprises (India) Ltd Unit: DAEHL Open Offer

Received from Mr./Ms.		Signature of Official and Date of Receipt	Stamp of Registrar to the Offer
Address			
Form of withdrawal in respect of __________ Number of Share Certificates representing _________ number of shares.			

INSTRUCTIONS

1. The Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the address mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal.
2. Shareholders should enclose the following:
   - **i. For Equity Shares held in demat form:**
     - Duly signed and completed form of Withdrawal.
     - Copy of the form of acceptance-cum-Acknowledgement/Plain paper application submitted and the acknowledgement slip.

     Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the DP.
   - **ii. For Equity Shares held in physical form:**
     - Duly signed and completed form of withdrawal.
     - Copy of the form of acceptance-cum-acknowledgement / Plain paper application submitted and the Acknowledgement slip.

     In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holding(s) in the same order and as per specimen signatures registered with DAEHL, and duly witnessed at the appropriate place.
   - **iii Unregistered owners should enclose:**
     - Duly signed and completed Form of withdrawal.
     - Copy of the Form of Acceptance-cum-acknowledgement/Plain paper application submitted and the Acknowledgement slip.
3. The withdrawal of shares will be available only for the Share Certificate/shares that have been received by the registrar to the Offer/special Depository Escrow Account.
4. The intimation of returned shares to the Shareholders will be at the address as per the records of the Target Company / Depository as the case may be.
5. The Form of Withdrawal along with enclosure should be sent only to the Registrar to the offer.
6. In case of partial withdrawal of Shares tendered in physical form, if the original share certificates are required to be split, the same will be returned on receipt of share certificates from the Target Company. The facility of partial withdrawal is only available to registered shareholders.
7. **Shareholders holding shares in dematerialized form are required to issue the necessary standing instruction for receipt of the credit in their DP Account.**

Note: All future correspondence, if any, should be addressed to the Registrars to the Offer at the following address:

Integrated Enterprises (India) Ltd
IInd Floor, 'Kences Towers ' No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai- 600017.
Tel: +91-44-28140801-03 Fax: +91-44-28142479 e-mail: sureshbabu@iepindia.com