THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to the Registrar to the Offer at their address given overleaf)

FORM OF ACCEPTANCE- CUM-ACKNOWLEDGEMENT

From

Folio No/DP ID and Client ID	Sr.No	No. of shares held

OFFER	
OPENS ON	FRIDAY, 9 DECEMBER, 2005
CLOSES ON	WEDNESDAY, 28 DECEMBER, 2005

Tel No. Fax No.: E-mail:

To,
Integrated Enterprises (India) Limited,
Kences Towers, 2nd Floor, North Usman Road, T.Nagar, Chennai - 600 017.
Tel: +91 44 2814 0801, Fax No.: +91 44 2814 2479. E- mail: sureshbabu@iepindia.com

Sub: Open Offer to acquire upto 53,60,020 equity shares of Rs. 10/- each forming 20% of the equity share capital of Quintegra Solutions Limited (QSL) by Mr. V.Shankarraman and Mr.R.Venkataramani (Acquirers) at a price of Rs.27.90/- per share in terms of the SEBI (SAST) Regulations, 1997 and subsequent amendments thereto.

I/We refer to the Letter of Offer dated 25 November, 2005 for acquiring the equity shares held by me/us in Quintegra Solutions Ltd.

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:
Lodger Folio No_________________ No. of Share Certificate(s) _________________________ No. of Shares ____________________

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

Please attach an additional sheet of paper if the above space is insufficient and authenticate the same.

I/We note and understand that the original share certificate (s) and valid share transfer deed(s) will be held in trust for me/us by Registrar to the Offer until the time the Acquirers pays the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

FOR SHARES HELD IN DEMAT FORM

I/We, holding shares in demat form, accept the Offer and enclose photocopy of the "Delivery Instruction Slip" duly acknowledged by DP in respect of my/ our equity shares as detailed below.

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

I/ We have done an off market transaction for crediting the shares to the special depository account with National Securities Depository Limited, styled "QSL Escrow Account - Open Offer" with the following particulars:

DP Name: Karvy Consultants Ltd.	DP ID:IN300394	Client ID:15758777

Shareholders having their beneficiary account with CDSL should use an "Inter-Depository Delivery Instruction Slip" for the purpose of crediting their shares in favour of the special depository account with NSDL.

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

FOR NRIs/OCBs/FIIs/NON RESIDENT SHAREHOLDERS

I/We have enclosed the following documents: • Approval from Reserve Bank of India / Government of India for purchase of shares, if any. • No Objection Certificate/ Tax Clearance certificate under Income tax Act, 1961, as applicable.

Following additional documents should be attached wherever applicable. : • Power of Attorney • Death Certificate/ Succession Certificate • Corporate authorisation in case of Companies along with Board / General Meeting
Resolutions and Specimen Signatures of Authorised Signatories. • Others (Please specify):_______________

I/We confirm that the equity shares of QSL which are being tendered herewith by me/us under this Offer, are free from lien, charges and encumbrances of any kind whatsoever.

I/We note and understand that once I/ we have accepted the Offer by tendering the requisite documents in terms of Public Announcement / Letter of Offer, I/we have the option to withdraw the same upto three working days prior to the date of the closure of the offer i.e. on or before Friday, 23 December, 2005.

I/We authorise the Acquirers to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorise the Acquirers to return to me/us, by registered post, equity share certificate(s) in respect of which the offer is not found valid/ not accepted, specifying the reasons thereof and demand draft/ cheque in settlement of the amount by registered post/ speed post/ UCP, in terms of Letter of Offer, to the sole/ first holder at the address mentioned below:

Full Name(s) of the Holders		**Specimen Signature**
First/ Sole Holder PAN/GIR No		
Joint Holder 1		
Joint Holder 2		
Joint Holder 3		

Address of the First/ Sole Share holder where the purchase consideration / share certificate(s) is to be despatched:
____
____

Note: In case of joint holdings, all holders must sign. A corporation must affix its rubber stamp.

So as to avoid fraudulent encashment in transit, the shareholder(s) have to provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank		Account Number		Savings/Current(Others: please specify)_____________	
Address of the Branch				City	Pin

Yours faithfully,

Signed and Delivered
Place: Date:

PROCEDURE FOR ACCEPTANCE

The equity shareholders of QSL who wish to avail the Offer can deliver all the relevant documents referred to above to the Registrars to the Offer at their office as mentioned in the covering page of this Letter of Offer (on all days except holidays and Sundays) in accordance with the instructions specified in the Letter of Offer and in the Acceptance Form so as to reach them not later than Wednesday, 28 December, 2005.

— — — — — TEAR ALONG THIS LINE — — — — —

Acknowledgement Slip

Integrated Enterprises (India) Limited,
Kences Towers, 2nd Floor, North Usman Road, T.Nagar, Chennai - 600 017.
Tel: +91 44 2814 0801, Fax No.: +91 44 2814 2479. E- mail:sureshbabu@iepindia.com

Folio No________________DP ID ________________Client ID________________Sr.No.________________

Received from Mr/Ms____,

Address____

Form of Acceptance cum Acknowledgement for Offer of ______________ Equity Shares of QSL along with copy of Delivery Instruction Slip/ __________ Share Certificates bearing numbers ________________ along with transfer deed.

Stamp of collection centre	
Signature of Official	
Date of Receipt	

INSTRUCTIONS

For Shareholders holding Dematerialized Shares

a. Shareholders having their beneficiary account in Central Depository Services Limited have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.

b. Ensure that their shares are credited in favour of the special depository account, before the closure of the Offer.

c. Shareholders should enclose the following:

   i) Form of Acceptance duly completed and signed.

   ii) A photocopy of the Delivery instruction in "Off Market" mode or counterfoil of Delivery Instruction in "Off Market" mode, duly acknowledged by the DP.

   iii) For each Delivery Instruction the Beneficial Owner should submit a separate form of Acceptance.

Shareholders holding Physical shares should enclose

   a. Form of Acceptance duly completed and signed.

   b. Original Share Certificate(s)

   c. 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 signature lodged with Quintegra Solutions Limited, and duly witnessed.

Unregistered owners should enclose

a. Form of Acceptance duly completed and signed.

b. Original Share Certificate(s)

c. Brokers contract note in original

d. Transfer deed(s) executed by the registered holders of the shares.

NRIs/OCBs/Foreign shareholders should submit

a. The previous RBI approvals (Specific or general) that they would have obtained for acquiring shares of Quintegra Solutions Ltd.

b. No Objection Certificate/Tax clearance Certificate, indicating the amount of tax to be deducted by Acquirers before remitting the consideration, from the Income-Tax authorities under the Income Tax Act, 1961.

Other Documents as necessary

a. Duly attested death certificate and succession certificate (in case of single shareholder) if the original shareholder is deceased.

b. Duly Attested Power of attorney if any person apart from the shareholder has signed the application form and / or transfer deed(s).

c. No Objection Certificate from the charge holder/lender, if the shares in respect of which the application is sent, are under any charge, lien or encumbrance.

d. In case of companies, the necessary corporate authorization (including Board Resolutions)

e. Any other relevant documentation.

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

INTEGRATED ENTERPRISES (INDIA) LIMITED,
Kences Towers, 2nd Floor, North Usman Road, T.Nagar, Chennai - 600 017.
Tel: +91 44 2814 0801, Fax No.: +91 44 2814 2479. E- mail: sureshbabu@iepindia.com

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 Friday, 23 December, 2005. In case you wish to withdraw your acceptance please use this form.	OFFER SCHEDULE	
	OFFER OPENS ON	FRIDAY, 9 DECEMBER, 2005
	LAST DATE OF WITHDRAWAL	FRIDAY, 23 DECEMBER, 2005
	OFFER CLOSES ON	WEDNESDAY, 28 DECEMBER, 2005

From:

Tel No. Fax No.: E-mail:

To,
INTEGRATED ENTERPRISES (INDIA) LIMITED
Kences Towers, 2nd Floor, North Usman Road, T.Nagar, Chennai - 600 017.
Tel: +91 44 2814 0801, Fax No.: +91 44 2814 2479. E- mail:sureshbabu@iepindia.com

Sub: Open Offer to acquire upto 53,60,020 equity shares of Rs. 10/- each forming 20% of the equity share capital of Quintegra Solutions Limited (QSL) by Mr. V.Shankarraman and Mr.R.Venkataramani (Acquirers) at a price of Rs.27.90/- 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 25 November, 2005 for acquiring the equity shares held by me/us in Quintegra Solutions Ltd.

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

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
		From	To	
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 "QSL Escrow Account - Open Offer" (Depository Escrow Account) as per the following particulars:

Depository Participant Name	DP ID	Client ID
Karvy Consultants Ltd	**IN300394**	**15758777**

Please find enclosed a photocopy 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 HERE

Acknowledgement Slip

Folio No.		Sr. No.		INTEGRATED ENTERPRISES (INDIA) LIMITED

Received from Mr./Ms.		Signature of Official and Date of Receipt	Stamp of Registrar to the Offer
Address			
Form 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. <u>For Equity Shares held in demat form:</u>
      - 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. <u>For Equity Shares held in physical form:</u>

      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 QSL, 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) LIMITED,
Kences Towers, 2nd Floor, North Usman Road, T.Nagar, Chennai - 600 017.
Tel: +91 44 2814 0801, Fax No.: +91 44 2814 2479. E- mail: sureshbabu@iepindia.com