

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)

OFFER
OPENS ON : Thursday, 05 April, 2007
CLOSES ON : Tuesday, 24 April, 2007

FORM OF ACCEPTANCE- CUM-ACKNOWLEDGEMENT

From

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

Tel No.

Fax No.

E-mail:

To,
Integrated Enterprises (India) Ltd
11 nd 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.

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

I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein. I/We also understand and accept that my/our acceptance of the offer will become a full valid and binding contract between me/us and the Acquirers only upon fulfillment of all the conditions mentioned in the Letter of Offer. I/We, hereby irrevocably and unconditionally accept the offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect to my/our shares, as detailed below.

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.

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 "Dr.Agarwal's Eye Hospital Limited Escrow Account - Open Offer" with the following particulars:

DP Name: Integrated Enterprises (India) Limited.	DP ID:IN301313 Client ID: 21131611.
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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 DAEHL 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 Thursday, 19 April, 2007.

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: _____ Branch: _____ City: _____ Account Number: _____ Savings/Current/(Others: please specify) _____

Yours faithfully,

Signed and Delivered

Place: _____ Date: _____

PROCEDURE FOR ACCEPTANCE

The equity shareholders of DAEHL 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 Tuesday, 24 April 2007.

TEAR ALONG THIS LINE
ACKNOWLEDGEMENT SLIP

Folio No. _____ DP ID _____ Client ID _____ Sr.No. _____

Received from Mr/Ms _____

Address _____

Form of Acceptance cum Acknowledgement for Offer of _____ Equity Shares of DAEHL 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 (India) 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 DAEHL 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 Dr Agarwal's Eye Hospital 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 chargeholder/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) Ltd
II nd 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