

LETTER OF OFFER ("Letter of Offer"/ "LOO")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as Equity Shareholder(s) of Shree Pacetronix Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or Registrars to the Offer. In case, you have sold your Equity Shares in Shree Pacetronix Limited, please hand over this Letter of Offer, the accompanying Form of Acceptance-cum-Acknowledgement, Form of Withdrawal and Transfer Deed to the purchaser of the Equity Shares or the member of stock exchange through whom the said sale was effected.

CASH OFFER BY

Dr. Mathew Samuel Kalarickal
(hereinafter referred to as "THE ACQUIRER")

(a resident of New No. 41, Old No. 18, Bishop Garden, R.A. Puram, Chennai 600 028
Tel No:-91- 44 -24936788 Fax No.: 91-44-28295747)

and Person Acting in Concert with him (hereinafter referred to as "PAC")

Mr. Darshanjit Singh

(a resident of 6th Floor, DeeJay Apartments, 46, Bhulabhai Desai Road, Mumbai 400 026,
Tel No: 91-22-23621605 Fax No.: 91-22-22851054)

to the existing shareholders of

SHREE PACETRONIX LIMITED



(hereinafter referred to as "THE TARGET COMPANY")

(Registered Office: Plot No 15, Sector II, Industrial Area, Pithampur, District Dhar-454775, Madhya Pradesh,
Tel No.: 91-7292-411105 Fax No: -91-7292-252031.)

to acquire up to 7,19,880 equity shares of Rs.10/- each representing 20% of the outstanding voting equity share capital at a price of Rs. 49/- per fully paid up equity share.

1. The Offer is being made by the Acquirer and PAC pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (hereinafter referred to as "SEBI (SAST) Regulations").
2. As on the date of this LOO, there are no statutory approvals required to acquire the equity shares tendered pursuant to this Offer. If any other statutory approval becomes applicable prior to the completion of the Offer, the Offer would be subject to such statutory approvals. The Acquirer and PAC will not proceed with the Offer in the event that such statutory approvals are not obtained in terms of Regulation 27 of the SEBI (SAST) Regulations.
3. The Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement/ Letter of Offer, can withdraw the same upto three working days (i.e. **Tuesday, April 15, 2008**) prior to the date of the closure of the offer (i.e. **Monday, April 21, 2008**).
4. Regulation 26 of the SEBI (SAST) Regulations provide for an upward revision of Offer in respect of the price and the number of shares to be acquired, at any time upto seven working days (i.e. **Wednesday, April 09, 2008**) prior to the date of closure of the offer. i.e. **Monday, April 21, 2008**. The same price will be paid by the Acquirer and PAC for all the shares tendered any time during the open offer. Any revision(s) in the offer price will be informed by way of a Public Announcement in the same newspapers in which the original Public Announcement was made. The Acquirer and PAC can withdraw this offer, only under circumstances as mentioned under Regulation 27(1) and in this event the same would be informed by way of Public Announcement in the same news papers where the original Public Announcement has appeared.
5. The Offer is not subject to minimum level of acceptance.
6. The procedure for acceptance is set out in clause 11 of this Letter of Offer.
7. **There is no competitive bid/offer.**

The Public Announcement (hereinafter referred to as "PA"), this Letter of Offer (including Form of Acceptance-cum-Acknowledgement and Form of Withdrawal) are available on SEBI's website (www.sebi.gov.in).

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>Karvy Investor Services Limited "Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad - 500 034 Tel:+91 40 23428774/23312454 Fax: +91 40 2337 4714 e-mail: cmg@karvy.com Website: www.karvy.com</p>	 <p>Karvy Computershare Private Limited Plot No. 17 to 24, Vithalrao Nagar, Hi tech City Road, Madhapur, Hyderabad 500 086, INDIA Tel: +91 40 2342 0818-28 Fax: +91 40 2342 0814 E-mail: murali@karvy.com</p>
Contact Persons: Mr. Sameer V. Upadhyay Mr. M.P. Naidu	Contact Person: Mr. Murali Krishna
OFFER OPENS ON: Wednesday, April 02, 2008	OFFER CLOSURES ON: Monday, April 21, 2008

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

ACTIVITY	Original Schedule (Day and Date)	Revised Schedule (Day and Date)
Public Announcement	Monday, December 03, 2007	Monday, December 03, 2007
Specified Date* (for the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	Thursday, December 13, 2007	Thursday, December 13, 2007
Last date for Competitive Bid	Monday, December 24, 2007	Monday, December 24, 2007
Date by which Letter of Offer to be posted to the shareholders.	Tuesday, January 15, 2008	Wednesday, March 26, 2008
<i>Date of Opening of the Offer</i>	Wednesday, January 23, 2008	Wednesday, April 02, 2008
Last date for revising the offer price / Number of shares	Thursday, January 31, 2008	Wednesday, April 09, 2008
Last date up to which shareholders may withdraw	Wednesday, February 06, 2008	Tuesday, April 15, 2008
<i>Date of Closure of the Offer</i>	Monday, February 11, 2008	Monday, April 21, 2008
Date by which acceptance/ rejection would be communicated and the corresponding payment for the acquired shares and/ or the unaccepted shares/ share certificates will be dispatched/ credited.	Tuesday, February 26, 2008	Monday, May 05, 2008

RISK FACTORS

Relating to the proposed offer

1. The Acquirer and the PAC reserve the right to withdraw the Offer in the event the requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date are refused.
2. If the aggregate of the valid responses to the Offer exceeds Offer Size, then the Acquirer and PAC shall accept the valid applications received on a proportionate basis in accordance with Regulation 21(6) of the Regulations.
3. In case the Acquirer and PAC are unable to make the payment of consideration within a period of fifteen days from the closure of the offer as per Regulation 22(12) to the shareholders who have accepted the Offer due to non-receipt of statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any willful default or neglect of the Acquirer and PAC or failure of the Acquirer and PAC to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirer and PAC agreeing to pay interest to the shareholders for delay beyond fifteen days, as may be specified by SEBI from time to time.

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1. DEFINITIONS

Acquirer	Dr. Mathew Samuel Kalarickal
Board	Board of Directors
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Ltd.
DP or Depository Participant	Karvy Stock Broking Limited
EPS	Earning per share
FEMA	Foreign Exchange Management Act, 1999, and subsequent amendments thereof.
FII(s)	Foreign Institutional Investors registered with SEBI
FOA or Form of Acceptance	Form of Acceptance-cum-Acknowledgement accompanying this Letter of Offer
FOW or Form of Withdrawal	Form of Withdrawal accompanying this Letter of Offer
FY	Financial Year
Ltd.	Limited
Letter of Offer/LOO	This Letter of Offer
Manager or Manager to the Offer or Karvy	Karvy Investor Services Limited
NRI(s)	Non-Resident Indians
Non-Resident Shareholders	NRIs and FIIs holding the Equity Shares of Shree Pacetronix Limited
NSDL	National Securities Depository Limited
OCB(s)	Overseas Corporate Bodies
Offer or Open Offer	Open Offer to acquire upto 7,19,880 equity shares of Rs. 10/- each representing 20% of the outstanding voting equity share capital of Shree Pacetronix Limited at a price of Rs. 49/- per share.
Offer Period	From Wednesday, April 02, 2008 to Monday, April 21, 2008
Offer Price	Rs.49/- per fully paid up Equity Share Rs.10/- each of Shree Pacetronix Limited
PAC or Person Acting in Concert	Mr. Darshanjit Singh
Person eligible to participate in the Offer	Equity shareholders of Shree Pacetronix Limited (other than the Acquirer and PAC) whose names appear on the Register of Members of the Company at the close of the business hours on Thursday, December 13, 2007 (the "Specified Date") and also those persons who own the shares at any time prior to the closure of the Offer, but are not the registered equity shareholders.
Public Announcement or PA	Public Announcement for the Open Offer issued on behalf of the Acquirer and PAC on Monday, December 3, 2007
Registrars or Registrars to the Offer	Karvy Computershare Private Limited
RBI	Reserve Bank of India
RoNW	Return on Net Worth
The Regulations/SEBI (SAST) Regulations / Takeover Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereof.
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, and subsequent amendments thereof.
Specified Date	Thursday, December 13, 2007
Target Company/the Company/ SPL	Shree Pacetronix Limited

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF SHREE PACETRONIX LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PAC OR THE TARGET COMPANY WHOSE EQUITY SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND PAC ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER AND PAC DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, KARVY INVESTOR SERVICES LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MONDAY, DECEMBER 17, 2007 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 1997 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND PAC FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1. Background to the Offer

- 3.1.1 Dr. Mathew Samuel Kalarickal (Acquirer) and Mr. Darshanjit Singh (PAC) entered into the Agreement dated 27th November 2007. On entering into such agreement, they jointly hold 6,55,558 (Six Lacs Fifty Five Thousand Five Hundred Fifty Eight) number of Equity Shares representing 18.21% of the Paid up Capital of the Company. As per the terms of the agreement the Acquirer and PAC would hold 19.11% each of the post offer paid up capital of the Company. Accordingly, Dr. Mathew, the Acquirer who holds 2,25,000 number of equity shares constituting 6.25% of the paid up share capital of the Company would acquire upto 4,62,719 number of equity shares constituting 12.86% of the total paid up capital of the Company. Hence, post offer his holding would go upto 19.11% of the total paid up capital of the Target Company. Mr. Darshanjit Singh, PAC, who holds 4,30,558 number of equity shares constituting 11.96% of the paid up share capital of the Company would acquire upto 2,57,161 number of equity shares constituting 7.15% of the total paid up capital of the Company. Hence, post offer his holding would also go upto 19.11% of the total paid up capital of the Target Company. As a result of that they have made an Public Announcement on Monday December 3, 2007, to acquire **7,19,880** fully paid-up equity shares ("Shares") of Rs. 10/- each representing **20%** of the paid-up equity share capital of Shree Pacetronix Limited at a price of Rs. **49/-** (Rupees Forty Nine only) per share (hereinafter referred to as "Offer Price") payable in cash. This Offer is being made in Compliance with the Regulations 10 and 12 of the SEBI (SAST) Regulations for the purpose of substantial acquisition of equity shares and/or voting rights accompanied with change of control and management of Shree Pacetronix Limited thereby enabling the Acquirer and PAC to exercise control directly or indirectly over Shree Pacetronix Limited through control over management or policy decisions, by virtue of their shareholding.
- 3.1.2 The Acquirer and PAC are currently holding 6,55,558 Equity Shares of Rs.10/- of the Target Company representing 18.21% of its paid-up equity capital. The Acquirer holds **2,25,000** equity shares of Rs. 10/- each, representing **6.25%** of paid up capital in Shree Pacetronix Limited as on the date of the Public Announcement. The PAC holds **4,30,558** equity shares Rs. 10/- each representing **11.96%** of the paid-up capital as of the date of this public announcement. The Acquirer and PAC are making this Offer in accordance with Regulation 10 and 12 of the SEBI (SAST) Regulations.
- 3.1.3 The Acquirer and PAC have not been prohibited by SEBI from dealing in Securities, in terms of direction issued u/s 11B of SEBI Act or under any of the Regulations made under the SEBI Act.
- 3.1.4 The Board of Directors of the Target Company may change after the Offer depending upon the outcome of the Offer. The same shall be decided at a later date.

3.2. Details of the Proposed Offer

- 3.2.1. The PA, dated **Friday, November 30, 2007 and Corrigendum to PA dated Tuesday, March 18, 2008**), as per Regulation 15(1) of the Regulations, was made in the following newspapers (PA appeared in the newspapers on Monday, **December 3, 2007 and Corrigendum to PA appeared in the newspapers on Wednesday, March 19, 2008**):

Newspaper	Language	Edition
Financial Express	English	Ahmedabad, Bangalore, Chandigarh, Chennai, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi.
Jansatta	Hindi	Kolkata and New Delhi
Nava Bharat	Hindi	Bhopal, Indore, Gwalior, Jabalpur, Satna and Chindwara
Central Chronicle	Hindi	Bhopal

A copy of the PA is also available on SEBI's website (www.sebi.gov.in).

- 3.2.2. The Acquirer and PAC have made an offer for acquiring upto 7,19,880 representing 20% of the fully paid-up equity capital of the Target Company at a price of Rs.49/- (Rupees Forty Nine only) per fully paid-up equity share from its shareholders whose names appear in the Register of Members or who are beneficial owners of its equity shares as on the Specified Date (i.e. **Thursday, December 13, 2007**) and also those persons who own the shares at any time prior to the closure of the Offer, but are not the registered equity shareholders.
- 3.2.3. There are no partly paid-up equity shares of the Target Company.
- 3.2.4. As the Offer involves payment of consideration in cash, the differential price referred to in explanation (iii) to regulation 20(11) of the Regulations is not applicable.
- 3.2.5. This is not a Competitive Bid.
- 3.2.6. This is not a conditional offer and the same is not subject to any minimum level of acceptance.
- 3.2.7. The Acquirer / PAC have not acquired any shares in the Target Company after the date of PA and up to the date of the Letter of Offer.

3.3. RATIONALE FOR THE ACQUISITION AND OFFER

- 3.3.1. This Offer is being made in compliance with the Regulations 10 and 12 read with Regulation 14(1) of the SEBI (SAST) Regulations for the purpose of substantial acquisition of equity shares and/or voting rights accompanied with change of control and management of Shree Pacetronix Limited thereby enabling the Acquirer and PAC to exercise control directly or indirectly over Shree Pacetronix Limited through control over management or policy decisions, by virtue of their shareholding.
- 3.3.2. Dr. Mathew Samuel Kalarickal is a renowned cardiologist in the country. Mr. Darshanjit Singh has been an entrepreneur and banker and is very keen in developing the indigenous medical device industry in India. Dr. Mathew Samuel Kalarickal and Mr. Darshanjit Singh are both keen to come together and use their wide experience in making Shree Pacetronix Limited, a globally recognised brand.
- 3.3.3. The Acquirer and the PAC do not intend to dispose of or otherwise encumber any assets of the Target Company in the succeeding two years except in the ordinary course of business of the Target Company.
- 3.3.4. The Acquirer and PAC undertake that they shall not sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders and in accordance with and subject to applicable laws, permissions and consents, if any.

4. BACKGROUND OF THE ACQUIRER & PAC

4.1. Dr. Mathew Samuel Kalarickal – The Acquirer

- 4.1.1. Dr. Mathew Samuel Kalarickal, the Acquirer, resides at New No. 41, Old No. 18, Bishop Garden, R.A. Puram, Chennai 600 028, Tel No: 91- 44 - 24936788, Fax No: 91-44 - 28295747.
- 4.1.2. He is an eminent cardiologist and is practising in Mumbai and Chennai. He has been the recipient of Dr B.C. Roy National Award in the year 1996 and Padmashree for the year 1999.
- 4.1.3. The net-worth of Dr. Mathew Samuel, is Rs. 986.40 lakhs (Rupees Nine Hundred and Eighty Six Lakhs and Forty Thousand Only) as at November 15, 2007. The same is certified by K.J. Meghani & Co., Chartered Accountants (Membership No. 35322), Express Building, Ground Floor, 9, Forjett Hill, Near Navyug Nagar, Mumbai 400 036, Tel. No. 91- 22 - 65201816, Fax No. 91-22- 23801534, vide their certificate dated November 20, 2007.

- 4.1.4. The Acquirer and PAC have entered into an arrangement between themselves for the acquisition of the shares in the Target Company wherein Acquirer shall be acquiring 4,62,719 equity shares of Rs. 10/- and the PAC will be acquiring 2,57,161 equity shares of Rs.10/- each of the Target Company.
- 4.1.5. The Acquirer have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other Regulation made under the SEBI Act.
- 4.1.6. There is no relation between the Acquirer and PAC
- 4.1.7. The Acquirer has duly complied with Regulation 7(1) and 7(2) of Chapter II of the SEBI (SAST) Regulations.
- 4.1.8. The Acquirer does not hold position on the Board of Directors of any listed company
- 4.1.9. The Acquirer has neither promoted nor on the Board of any other Company.
- 4.1.10. The details of earlier acquisition by Acquirer

Date	Mode of Acquisition	Shares acquired		Rate (Rs.)	Shares Sold		Cumulative shares	Compliance Status in terms of Chapter II of the SEBI (SAST) Regulations
		No.	%		No.	%		
15-Nov-2007	Open Market	2,25,000	6.25	29.79	-	-	2,25,000	Complied

4.2. Mr. Darshanjit Singh - Person Acting in Concert:

- 4.2.1 Mr. Darshanjit Singh, PAC, resides at 6th Floor, Deejay Apartments, 46, Bhulabhai Desai Road, Mumbai 400 026, Tel No:- 91-22-23621605, Fax No: 91-22-22851054.
- 4.2.2 He is engaged in investment in properties, land, securities, mutual funds and bonds.
- 4.2.3 The net-worth of Mr. Darshanjit Singh is Rs. 3,504.21 lakhs (Rupees Three Thousand Five Hundred Four Lakhs and Twenty One Thousand Only) as at November 15, 2007. The same is certified by K. J. Meghani & Co., Chartered Accountants (Membership No. 35322), Express Building, Ground Floor, 9, Forjett Hill, Near Navyug Nagar, Mumbai 400 036, Tel. No. 022 65201816, Fax No. 022 23801534, vide their certificate dated November 20, 2007.
- 4.2.4 The PAC holds **4,30,558** equity shares Rs. 10/- each (representing **11.96%** of the paid-up capital) as of the date of the Public Announcement.
- 4.2.5 The Acquirer and PAC have entered into an arrangement between themselves for the acquisition of the shares in the Target Company wherein Acquirer shall be acquiring 4,62,719 equity shares of Rs. 10/- and the PAC will be acquiring 2,57,161 equity shares of Rs.10/- each of the Target Company.
- 4.2.6 The PAC has duly complied with the Regulation 7(1) and 7(2) of Chapter II of the SEBI (SAST) Regulations.
- 4.2.7 The PAC does not hold position on the Board of Directors of any listed company.
- 4.2.8 The PAC is full time director in Own Leasing and Finance Private Limited. The information related to other Companies in which PAC is the promoter, as defined in the Takeover Code, is given below:

a) Name of the Company:	Own Leasing & Finance Pvt. Ltd
b) Date of Incorporation:	30-01-1996
c) Nature of Business	Investments
d) Equity Capital, Reserves (excluding revaluation Reserves):	Rs. 231,752,033
e) Total Income	Rs.22,305,354
f) Profit After Tax (PAT):	Rs.16,416,380
g) Earnings Per Share (EPS):	Rs.1.48
h) Net Asset Value (NAV):	Rs.20.89 per share
i) Is the company a Sick Unit:	No

a) Name of the Company:	Pentagon Builders Pvt. Ltd.
b) Date of Incorporation:	01-08-1981
c) Nature of Business	Investments
d) Equity Capital, Reserves (excluding revaluation Reserves):	Rs.42,288,434
e) Total Income	Rs.2,763,576
f) Profit After Tax (PAT):	Rs.1,073,644
g) Earnings Per Share (EPS):	Rs.10.78
h) Net Asset Value (NAV):	Rs. 424.50 per share
i) Is the company a Sick Unit:	No

a) Name of the Company:	Epcot Securities Pvt. Ltd.
b) Date of Incorporation:	07-02-1996
c) Nature of Business	Investments
d) Equity Capital, Reserves (excluding revaluation Reserves):	164,818,630
e) Total Income	Rs.12,387,894
f) Profit After Tax (PAT):	Rs.5,403,109
g) Earnings Per Share (EPS):	Rs.5.35
h) Net Asset Value (NAV):	Rs.163.19 per share
i) Is the company a Sick Unit:	No

a) Name of the Company:	Virgo Impex Pvt. Ltd.
b) Date of Incorporation:	27-09-1999
c) Nature of Business	Investments
d) Equity Capital, Reserves (excluding revaluation Reserves):	Rs.83,512,728
e) Total Income	Rs.9,255,593
f) Profit After Tax (PAT):	Rs.7,710,789
g) Earnings Per Share (EPS):	Rs.2,570.26
h) Net Asset Value (NAV):	Rs.27,837.58
i) Is the company a Sick Unit:	No

a) Name of the Company:	Mrigaya Investment & Marketing Pvt. Ltd.
b) Date of Incorporation:	12-02-1986
c) Nature of Business	Investments, started in the current financial year
d) Equity Capital, Reserves (excluding revaluation Reserves):	Rs.-1,445,301
e) Total Income	Nil
f) Profit After Tax (PAT):	Rs.(-) 417,063
g) Earnings Per Share (EPS):	-
h) Net Asset Value (NAV):	-
i) Is the company a Sick Unit:	No

4.2.9 The details of earlier acquisition by PAC:

Date	Mode of Acquisition	Shares acquired		Rate (Rs.)	Cumulative shares	Shares Sold		Compliance Status in terms of Chapter II of the SEBI (SAST) Regulations
		No.	%			No.	%	
10-Oct-07	Open Market	9,899	0.28	35.60	9,899	---	---	Complied
17-Oct-07	Open Market	7,425	0.21	45.27	17,324	---	---	Complied
19-Oct-07	Open Market	42,045	1.17	47.08	59,369	---	---	Complied
22-Oct-07	Open Market	45,000	1.25	48.61	104,369	---	---	Complied
23-Oct-07	Open Market	2,350	0.07	45.21	106,719	---	---	Complied
24-Oct-07	Open Market	4,478	0.12	42.95	111,197	---	---	Complied
15-Nov-07	Open Market	1,000	0.03	26.77	112,197	---	---	Complied
20-Nov-07	Open Market	94,350	2.62	32.38	206,547	---	---	Complied
20-Nov-07	Off Market	224,011	6.22	32.25	430,558	---	---	Complied
	Total	430,558	11.96					

5. Disclosure in terms of Regulation 16(ix) of the Regulations and Acquirer's Future Plans for the Target Company

5.1 Please refer to paragraph 3.3 of this Letter of Offer for objects of the Offer.

5.2 On acquiring control over the Target Company, the Acquirer and PAC would like to take the existing Brand of the Company to the international standard and project the same as an International Brand. The Acquirer and PAC would like to get all the products manufactured by the Target Company to be approved in all international markets. They would like to expand the product portfolio to include Electrophysiology Catheters, Spinal Simulators and Deep Brain Simulators.

5.3 The acquisition of substantial shares in the Target Company provides the Acquirer a strong platform in the high growth markets of Cardiac Pacemakers including Electrophysiology Catheters, Spinal Simulators and Deep Brain Simulators. Cardiac Pacemaker has become a critical part of the Healthcare Service industry and is one of the fastest growing product in the global markets.

6. OPTION TO THE ACQUIRER AND PAC IN TERMS OF REGULATION 21(2)

Assuming full acceptance, the offer would not reduce the public shareholding below the minimum limit specified in the listing agreement with the Stock Exchange for the purpose of listing on a continuous basis.

7. BACKGROUND OF THE TARGET COMPANY

7.1 The Target Company was incorporated as Shree Pacetronix Private Limited on January 11, 1988 and converted into a Public company on April 9, 1992 and is having its registered office at Plot No 15, Sector II, Industrial Area, Pithampur, District Dhar-454775, Madhya Pradesh Tel No: -91-7292-411105, Fax No: 91-7292-252031, email: pacetron@sancharnet.in. In 1993, the Company went public and became a listed company thereafter. Shree Pacetronix Limited is a leading manufacturer and exporter of Cardiac Pacemakers. The Company obtained Industrial License from Government of India for manufacture of cardiac pacemakers vide Industrial Number 256(90) dated October 10, 1990. The Company commenced production in June 1993.

Operations of the Company:

S. No.	Nature of Product	*Licensed Capacity	*Installed Capacity
1.	Pacemaker	4800	4800

* The data is taken from the Target Company's Annual report for the year ended 2006-07.

Facilities that Company possess:

The Target Company has manufacturing facility located at Plot No 15, Sector II, Industrial Area, Pithampur, District Dhar-454775, Madhya Pradesh with a licensed and installed capacity of 4800 pacemaker per annum.

The Company was awarded Export Excellence award from MP Government and Excellence in Electronics from Government of India. In 2003, the Company has received ISO 9001 and CE certification from European Notified body.

The Company manufactured Pacemakers have been Implanted in all major institutes all over India and exported to countries such as China, Lebanon, Greece, Venezuela, Honduras, USA etc.

- 7.2. The authorized share capital of the Target company as on the date of the PA comprises of 50,00,000 equity shares of Rs.10/- each aggregating to Rs. 5,00,00,000. The issued and subscribed share capital of the Target company as at the date of the PA comprises of 35,99,400 Equity Shares of Rs.10/- each. There are no partly paid-up Equity Shares of the Target Company as at the date of the PA. The information related to eligibility of lock-in shares to be tendered in the Open Offer is described under point no. 10.23. There are no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures etc., which are convertible into equity later.

The following shares are subject to lock in:

Name of Holder	Locked Shares	Percent
Atul Sethi	74,200	2.06
Bio Pace Technology	124,500	3.46
Total	198,700	5.52

Source: Ankit Consultancy Private Limited (Registrar of the Target Company)

- 7.3. The Equity Shares of the Target Company are listed and are frequently traded on BSE. The last traded price as on **Friday, November 30, 2007** was Rs.43.65 on BSE with a volume of 3330 equity shares.
- 7.4. As per the audited financial results for the year ended March 31, 2007, the Target Company has reported a Total Income of Rs. 558.81 lakhs and a profit after tax and prior period adjustments of Rs. 38.13 lakhs. As on March 31, 2007 the paid up equity, network (excluding revaluation reserves) and the book value per share were Rs. 343.78 lakhs, Rs.412.68 lakhs and Rs.12.14 respectively.
- 7.5. Share Capital Structure as on the date of PA:

Issued and paid-up Equity Share Capital	No. of Equity Shares (Face Value - Rs. 10/-)/ Voting Rights	% of Equity Shares/ Voting Rights
Fully paid-up Equity Shares (a)	35,99,400	100
Partly paid-up Equity Shares (b)	Nil	Nil
Total Issued and paid-up Equity Shares (a+b)	35,99,400	100
Total Voting rights in the Target Company	35,99,400	100

- 7.6. As certified by the Target Company Shree Pacetronix Limited, the build-up of Equity capital of Shree Pacetronix Limited since its inception is as follows:

Date of Allotment	No and % of shares issued	Cumulative Paid up capital	Mode of allotment	Identity of allottees (Promoters/ Ex-Promoters/ Others)	Status of Compliance
26-Dec-90	70,340	70,340	Cash	Promoters	Compliant
2-Nov-91	84,970	155,310	Cash	Promoters	Compliant
31-Jan-92	54,260	209,570	Cash	Promoters	Compliant
31-Mar-92	500	210,070	Cash	Promoters	Compliant
8-Jun-92	278,100	488,170	Cash	Promoters	Compliant
28-Jul-93	2,601,830	3,090,000	Cash & other than Cash	Public Issue Including Promoters	Compliant
17-Jul-97	384,900	3,474,900	Cash	Promoters	Compliant
23-Dec-02	(84,200)	3,390,700	Forfeited	Public Forfeited	Compliant
30-Dec-03	10,000	3,400,700	Re-issued in Cash	Promoters	Compliant
25-Sep-07	74,200	3,474,900	Re-issued in Cash	Promoters	Compliant
27-Nov-07	124,500	3,599,400	Other than Cash	NRI	Compliant

7.7. The trading in the shares of the Target Company was suspended with effect from September 20, 2006 due to late submission of quarterly compliances of the listing agreement. The same was accordingly rectified and the suspension was revoked from October 20, 2006.

7.8. As on the date of PA there are no outstanding convertible instruments of the Target Company.

7.9. The information related to the Target Company:

1. There were no delays in filing the disclosures under Regulation 6(1), 6(3), 8(1) & 8(2) by the Promoters of the Target Company.
2. There were no delays in filing disclosures under Regulations 6(2), 6(4) and 8(3) by the Target Company for the year 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006 and 2007. However, the same have been re-submitted on March 23, 2004 for the years 1997, 1998, 1999, 2000, 2001, 2002 and 2003. Disclosures under Regulation 8(3) for the year 2005 have been re-submitted on September 20, 2005.
3. The Target Company has not filed the disclosures under Regulation 7(3) for the due dates falling on January 11, 2007, April 26, 2004, June 13, 2007 and November 29, 2007. However, in case of non-compliance of Chapter II by the Target Company, SEBI may initiate appropriate action.

7.10. The Target Company has complied with the listing agreement. Till December 11, 2007 there was no penal action against the Target Company.

7.11. As on the date of the PA, the Board of Directors of the Target Company are as below:

S. No.	Name of the Director	Experience and Qualification	Date of Appointment	Designation in the Target Company	Other Directorship
1.	Atul Kumar Sethi	MBA, having 25 years experience in manufacturing, marketing of cardiac pacemakers as well as implementation of industrial undertaking.	January 11, 1988	Managing Director	Shree Coratomic Limited
2.	Amita Sethi	MA, having 20 years of experience in administration of manufacturing facility and human resources.	January 11, 1988	Whole Time Director	Shree Coratomic Limited
3.	Sushil Patni	M.Com and LLB, having 35 years of experience in managing industrial undertakings	April 30, 2002	Non-Executive Independent Director	Nil
4.	Bansilal Baid	B.Com having 50 years experience in administration and managing of employees union.	December 30, 2005	Non-Executive Independent Director	Nil
5.	Praveen Badjatya	B.A., having 25 years of experience in trading of edible oils and managing of agencies.	December 30, 2005	Non-Executive Independent Director	Nil

* There are no representative of Acquirer and PAC on the Board of the Target Company.

7.12. Merger/demerger/spin off in the last three years.

There have been no Mergers/ demergers or spin offs in the Target Company during the last three years.

7.13. There has been no change in the name of the Target Company since Incorporation.

7.14. The brief audited financial details of the Target Company for the last three years and the unaudited financial results for the period ended September 30, 2007 as certified by the management are as under:

(Rs in Lakhs)

	Certified (Unaudited)*	Audited		
P & L Statement	Upto Sept. 30, 2007	2006-07	2005-06	2004-05
Income from operations	317.25	542.08	423.81	413.06
Other Income	0.44	0.73	0.56	0.62
Stock Adjustments	3.52	15.99	15.51	(11.71)
Total Income	321.21	558.81	439.88	401.97
Total expenditure	258.94	462.35	361.25	331.45
Profit before Depreciation, Interest and Tax	62.27	96.45	78.63	70.52
Depreciation	17.75	34.54	32.70	29.45
Interest	5.41	6.75	5.48	6.75
Profit before Tax	39.11	55.16	40.46	34.32
Provision for Tax	9.4	14.75	17.40	12.56
Profit after Tax	29.71	40.41	23.06	21.76
	Certified (Unaudited)*	Audited		
Balance Sheet Statement	Upto Sept. 30, 2007	2006-07	2005-06	2004-05
Sources of Funds				
Paid up Equity share capital	347.49	343.78	343.78	343.78
Reserves and Surplus (Excluding FII revaluation reserves)	111.23	68.90	50.67	27.61
Net worth	458.72	412.68	394.45	371.39
Secured Loans	71.60	66.65	54.26	60.16
Un-secured Loans	Nil	Nil	4.48	Nil
Deferred Tax Liabilities	6.62	6.62	10.52	12.54
TOTAL	536.94	485.95	463.72	444.09
Uses of Funds				
Net fixed assets	220.71	233.06	224.94	209.00
Investments	80.00	80.00	80.00	80.00
Net current assets	236.23	172.89	158.77	158.08
Total misc. expenditure not written off.	Nil	Nil	Nil	Nil
Total	536.94	485.95	463.72	444.09
	Certified (Unaudited)*	Audited		
Other financial data	Upto Sept. 30, 2007 (Not Annualized)	2006-07	2005-06	2004-05
Dividend %	-	5.00	Nil	Nil
Earning per share (Rs)	0.87	1.12	0.68	0.64
Return on net worth (%)	6.48	9.79	5.85	5.86
Book value per share (Rs)	13.20	12.13	11.60	10.92

* certified by management of the Target Company

7.15. There has been no material or significant increase or decrease in income and profitability during the last three years. The increase looks extraordinary only in percentage terms and the absolute financial figures are not abnormal. However, the cost cutting in administration expenses of the Company has mainly attributed to the increase in PAT. The administrative expense in FY 2005-06 is about 50% of turnover whereas it is 40% in 2006-07. Primarily the saving in this cost has enhanced PAT in absolute terms only by Rs. 14.71 Lakhs. The performance of the Company has almost been steady all these years.

7.16. Pre and post-Offer shareholding pattern of the Target Company, as on the date of PA is as follows:

Shareholders category	Shareholding & voting rights prior to the acquisition and offer		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Share holding/ voting rights after the acquisition and offer	
	A		B		C=A+B	
	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter Group						
a. Parties to the Agreement, if any						
b. Promoters other than (a) above	683,656	18.99	-	-	683,656	18.99
c. PAC with Promoters						
Total (a+b+c)	683,656	18.99	-	-	683,656	18.99
2. Acquirer						
a. Main Acquirer						
Dr. Mathew Samuel	2,25,000	6.25	462,719	12.86	687,719	19.11
b. PAC with Acquirer:						
Mr. Darshanjit Singh	430,558	11.96	257,161	7.14	687,719	19.11
Total of 2(a+b)	655,558	18.21	719,880	20.00	1,375,438	38.22
3. Parties to the Agreement (Other than 1(a) and 2						
4. Public (other than parties to the agreement, Acquirer And PAC)						
a. Institutions / Mutual Funds / Banks						
b. Others (There are 7,194 shareholders in the Public Category)	2,260,186	62.79			1,540,306	42.79
Total 4 (a+b)	2,260,186	62.79			1,540,306	42.79
GRAND TOTAL (1+2+3+4)	3,599,400	100.00			3,599,400	100.00

7.17. The details of changes in shareholding of Promoters

Quarter Ended	Number of Shares	%
March 31, 2002	604,413	17.39
June 30, 2002	604,413	17.39
September 30, 2002	427,155	12.29
December 31, 2002	427,155	12.60
March 31, 2003	564,185	16.64
June 30, 2003	540,785	15.95
September 30, 2003	564,185	16.64
December 31, 2003	590,685	17.37
March 31, 2004	592,035	17.41
June 30, 2004	594,304	17.48
September 30, 2004	600,654	17.66
December 31, 2004	596,655	17.55
March 31, 2005	595,006	17.50
June 30, 2005	586,906	17.26
September 30, 2005	589,605	17.34
December 31, 2005	591,335	17.39
March 31, 2006	592,135	17.41
June 30, 2006	596,135	17.53
September 30, 2006	599,846	17.64
December 31, 2006	587,805	17.28
March 31, 2007	583,910	17.17
June 30, 2007	584,010	17.17
September 30, 2007	668,635	19.24
December 31, 2007	684,208	19.01

(Source: BSE website)

7.18. The Target Company has complied with the norms of the SEBI Guidelines on Corporate Governance as enumerated in clause 49 of the listing agreements with stock exchanges.

7.19. There is no pending litigation against the Target Company.

7.20. The details of compliance officer:

Mr. Hari Mohan Jha
 Plot No 15, Sector II, Industrial Area, Pithampur,
 District Dhar-454775,
 Madhya Pradesh

8. OFFER PRICE

8.1. Justification for the Offer Price

8.1.1. The Equity Shares of the Target Company are listed on BSE.

8.1.2. The annualized trading turnover in the shares of the Target company in each of the above mentioned Stock Exchanges based on trading volume during June, 2007 to November, 2007 (six calendar months preceding the month in which the PA is made) is as given below:

Stock Exchange	Total no. of shares traded during 6 calendar months preceding the month in which the PA is made	Total no. of listed shares	Annualized trading turnover (as % of total listed shares)
BSE	10,61,197	35,99,400 (*)	58.97

Source: www.bseindia.com

Note: (*) Total listed shares includes the allotment of 1,24,500 equity shares made on November 27, 2007

8.1.3. The Equity Shares of the Target Company are frequently traded on BSE within the meaning of explanation (i) to Regulation 20(5) of the Regulations.

8.1.4. In terms of Regulation 20(4) of the Regulations, the Offer Price of Rs. 49/- per Equity Share is higher than the highest of the following:

- Negotiated Price under the agreement for acquisition of shares or voting rights or deciding to acquire shares or voting rights: **Not Applicable.**
- Highest Price paid by the Acquirer and PAC for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to November 30, 2007 (i.e. the date of Public Announcement) : **Rs. 48.61/-**
- The weekly high and low of the closing prices of the Equity Shares of the Target Company, during the 26 weeks period ending November 30, 2007 (being the last trading day preceding the date of PA, as recorded on the BSE are given below:

Week No.	Week ending	Weekly High	Weekly Low	Average
1	8-Jun-07	29.50	28.50	29.00
2	15-Jun-07	31.40	29.85	30.63
3	22-Jun-07	30.00	28.45	29.23
4	29-Jun-07	29.80	28.50	29.15
5	6-Jul-07	28.05	26.00	27.03
6	13-Jul-07	26.40	22.60	24.50
7	20-Jul-07	25.75	23.00	24.38
8	27-Jul-07	24.50	23.15	23.83
9	3-Aug-07	24.05	21.95	23.00
10	10-Aug-07	25.65	22.85	24.25
11	17-Aug-07	27.90	25.50	26.70
12	24-Aug-07	26.05	24.20	25.13
13	31-Aug-07	26.05	20.30	23.18
14	7-Sep-07	19.50	17.45	18.48
15	14-Sep-07	17.15	16.35	16.75
16	21-Sep-07	20.80	17.20	19.00
17	28-Sep-07	26.35	21.80	24.08

Week No.	Week ending	Weekly High	Weekly Low	Average
18	5-Oct-07	31.95	27.65	29.80
19	12-Oct-07	38.95	33.50	36.23
20	19-Oct-07	49.50	40.85	45.18
21	26-Oct-07	47.45	38.75	43.10
22	2-Nov-07	36.85	31.45	34.15
23	9-Nov-07	30.65	27.85	29.25
24	16-Nov-07	29.30	27.10	28.20
25	23-Nov-07	34.45	30.75	32.60
26	30-Nov-07	43.65	36.15	39.90
			Average	28.33

The daily high and low prices of the Equity Shares of the Target Company, during the 2 weeks period ending November 30, 2007 (being the last trading day preceding the date of the PA) as recorded on the BSE are given below:

Day No.	Date	Daily High	Daily Low	Average
1	19-Nov-07	30.75	30.75	30.75
2	20-Nov-07	32.25	32.25	32.25
3	21-Nov-07	33.85	30.65	32.25
4	22-Nov-07	32.85	32.85	32.85
5	23-Nov-07	34.45	34.45	34.45
6	26-Nov-07	36.15	36.15	36.15
7	27-Nov-07	37.95	37.95	37.95
8	28-Nov-07	39.80	39.80	39.8
9	29-Nov-07	41.75	37.85	39.8
10	30-Nov-07	43.65	43.65	43.65
			Average	35.99

8.1.5. The Offer Price of Rs. 49/- per equity share of Rs.10/- each is higher than the highest of the prices based on the parameters referred to in 8.1.4 (a) to (c) above and is justified in terms of the SEBI (SAST) Regulations.

8.1.6. There is no non-compete agreement.

8.1.7. The Offer Price shall not be less than the highest price paid by the Acquirer and / or PAC for any acquisition of shares of Target Company from the date of PA upto 7 working days prior to the closure of the Offer.

9. FINANCIAL ARRANGEMENT FOR THE OFFER

9.1. The Acquirer and PAC, have made adequate and firm financial arrangements in terms of Regulation 16(xiv) to meet their obligations in full under the Offer. For this purpose, the Acquirer and PAC intend to utilize their own resources and no borrowings from any Banks / Financial Institution are being made for the Offer.

9.2. The maximum purchase consideration payable for the Offer assuming full acceptance of the Offer would be Rs. **352.74** lakhs (Rupees Three Hundred Fifty Two Lakhs and Seventy Four Thousand only) (i.e. 719,880 fully paid up equity shares of the Target Company at Rs.49/- per equity share).

9.3. In accordance with the provisions of Regulation 28 of the SEBI (SAST) Regulations, the Acquirer and PAC have created an Escrow account in the form of a Cash Deposit of Rs. 100 lakhs (Rupees Hundred Lacs Only) representing 28.35% of the total consideration payable under this Offer with HDFC Bank Limited, Fort Branch, Mumbai 400 023.

- 9.4. The PAC has pledged securities of amount of Rs. 498.65 lakhs (Rupees Four Hundred Ninety-Eight Lakhs and Sixty-Five Thousand Only) as on November 30, 2007 representing 141.36% of the Offer size as part of Escrow arrangement. The following securities are solely held by PAC and the said security carry's voting rights. The securities pledged are free from encumbrances. The details of the same are as follows:

Name of Security	Quantity	Face and Paid Value	Market Price(*)	Date of creation of Pledge
Centurion Bank of Punjab	11,61,000	Rs. 10 per share	Rs. 42.95	November 30, 2007

* (source: www.bseindia.com)

- 9.5. The Manager to the Offer, Karvy Investor Services Limited, has been empowered to operate the Escrow Account and a lien on the account has been marked in favour of the Manager to the Offer and they are empowered to realise the value of the aforesaid escrow account.
- 9.6. Ketan Meghani, Proprietor, K.J. Meghani & Co. Chartered Accountants, Express Building, Ground Floor, 9, Forjett Hill, Near Navyug Nagar, Mumbai 400 036 (Tel. No. 91-22-65201816, fax no. 91-22-23801534, Membership No.35322) vide Certificate dated November 20, 2007 have certified that the net worth of Dr. Mathew Samuel Kalarickal as on November 15, 2007 was Rs. 986.40 lacs.
- 9.7. Ketan Meghani, Proprietor, K.J. Meghani & Co. Chartered Accountants, Express Building, Ground Floor, 9, Forjett Hill, Near Navyug Nagar, Mumbai 400 036 (Tel. No. 91-22-65201816, fax no. 91-22-23801534, Membership No.35322) vide Certificate dated November 20, 2007 have certified that the net worth of Mr. Darshanjit Singh as on November 15, 2007 was Rs. 3,504.21 lacs.
- 9.8. Ketan Meghani, Proprietor, K.J. Meghani & Co. Chartered Accountants, Express Building, Ground Floor, 9, Forjett Hill, Near Navyug Nagar, Mumbai 400 036 (Tel. No. 91-22- 65201816, fax no. 91-22-23801534, Membership No.35322) vide Certificate dated November 30, 2007 have certified that the Dr. Mathew Samuel Kalarickal and Mr. Darshanjit Singh have adequate financial resources through verifiable means to fulfill the Offer obligations.
- 9.9. The Manager to the Offer is satisfied about the ability of the Acquirer and PAC to implement the Offer in accordance with the SEBI (SAST) Regulations as firm arrangements for funds for payment through verifiable means are in place to fulfill the Offer obligations.

10. OTHER TERMS AND CONDITIONS OF THE OFFER

- 10.1 The Offer being announced is not a conditional offer and is not subject to any minimum level of acceptance.
- 10.2 All shareholders except the Acquirer and PAC who own the shares of the Target Company any time before the closure of the Offer are eligible to participate in the Offer.
- 10.3 As on the date of this LOO, there are no statutory approvals required to acquire the equity shares tendered pursuant to this Offer. If any other statutory approval becomes applicable prior to the completion of the Offer, the Offer would be subject to such statutory approvals. The Acquirer and PAC will not proceed with the Offer in the event that such statutory approvals are not obtained in terms of Regulation 27 of the SEBI (SAST) Regulations.
- 10.4 The LOO together with the Form of Acceptance cum Acknowledgement will be mailed to the shareholders of the Target Company (except the Acquirer and PAC) whose names appear on the Register of Members and to the beneficial owners of shares of the Target Company whose names appear on the beneficial records of the respective depositories at the close of the business on **Thursday, December 13, 2007** (the Specified Date).
- 10.5 The acceptance of the Offer made by the Acquirer and PAC is entirely at the discretion of the equity shareholders of the Target Company and each shareholder of the Target Company to whom this Offer is made is free to offer his shareholding in the Target Company in whole or in part while accepting the Offer.
- 10.6 Any equity shares of Target Company that are subject matter of litigation or are held in abeyance due to pending court cases, wherein the shareholders of the Target Company may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected, in case directions or orders to the contrary, regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in some of these cases, where possible would be forwarded to the concerned statutory authorities for further action at their end.
- 10.7 Accidental omission to dispatch the LOO or any further communication to any person to whom the LOO is made or the non-receipt of the LOO by any such person shall not invalidate the Offer in any way.
- 10.8 The instructions, authorizations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of this Offer.
- 10.9 Shares that are subject to any charge, lien or encumbrance are liable to be rejected.

- 10.10 The acceptance of the Offer must be unconditional and should be sent in the Form of Acceptance along with the other documents duly filled in and signed by the applicant shareholder(s) which should be received by the Registrar to the Offer at the address mentioned below on or before **Monday, April 21, 2008**. If any change or modification is made in the Form of Acceptance, the same is liable to be rejected.
- 10.11 The Acquirer and PAC will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit and the equity shareholders of Target Company are advised to adequately safeguard their interest in this regard.
- 10.12 The Acquirer and PAC will acquire all the paid-up equity shares of the Target Company that are validly tendered in terms of this Offer upto a maximum of 7,19,880 Equity Shares of Rs 10/- each. Thus, the Acquirer and PAC will proceed with the Offer even if they are unable to obtain acceptance to the full extent of the equity shares of the Target Company for which this Offer is made. In the event of the Offer receiving a response of more than 100%, the Acquirer and PAC shall accept the shares on a proportionate basis.
- 10.13 Shareholders who wish to tender the shares will be required to send the Form of Acceptance cum Acknowledgement, Original Share Certificate (s) and Transfer Deed (s) duly signed to the Registrar to the Offer at Karvy Computershare Private Limited, at the address mentioned below, either by hand delivery during normal business hours from Monday to Friday 10.00 A.M to 5.00 P.M. (excluding Bank Holidays) or by Registered Post on or before the closure of the Offer i.e. **Monday, April 21, 2008** in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance cum Acknowledgement.
- 10.14 Beneficial Owners and Shareholders holding shares in the dematerialized form, will be required to send their Form of Acceptance cum Acknowledgement to the Registrar to the Offer either by hand delivery during normal business hours or by Registered Post on or before the closure of the Offer i.e. **Monday, April 21, 2008** along with photocopy of the delivery instructions in “ Off Market” mode or counterfoil of the delivery instruction in “Off Market” mode, duly acknowledged by the Depository Participant (“DP”), in favour of the Escrow Depository Account.
- DP Name: KARVY STOCK BROKING LIMITED
 DP ID: IN 302470
 Beneficiary ID: 40219950
 Name of Account: “KCPL Escrow Account - Shree Pacetronix Limited – Open Offer”
 ISIN No.: INE847D01010
- Shareholders having their beneficiary account in Central Depository Services (India) Limited (“CDSL”) have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with National Securities Depository Limited (“NSDL”). For further details, please refer to the Letter of Offer.
- 10.15 All owners of shares, registered or unregistered (except the Acquirer and PAC), who own the shares at any time prior to the closure of the Offer are eligible to participate in the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares Offered, Distinctive Numbers, Folio No., together with the Original Share Certificate(s), valid transfer deed(s) and a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.
- 10.16 In case of non-receipt of the Letter of Offer, eligible persons may send their acceptance to the Registrar to the Offer, **on a plain paper** stating the Name, Address, No. of shares held, Distinctive Nos., Folio No., No. of shares offered, along with documents as mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Offer, i.e. **Monday, April 21, 2008**.
- 10.17 The Registrar to the Offer will hold in trust the shares/share certificates, shares lying in credit of the special depository account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of the Target Company, who have accepted the Offer, until the cheques/ drafts for the consideration and/ or the unaccepted shares/ share certificates are dispatched/ returned.
- 10.18 Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders/ unregistered owners sole risk to the sole/ first shareholder. Shareholders whose shares are held in dematerialized form to the extent not accepted will be intimated by post for the non-acceptance.
- 10.19 In case the shares tendered in the Offer by the shareholders of the Target Company are more than the shares to be acquired under the Offer, the acquisition of the shares from each shareholder will be as per the provision of SEBI (SAST) Regulation 21(6) of the Regulations on a proportionate basis irrespective of whether the shares are held in physical or dematerialized form.
- 10.20 Eligible persons to the Offer may also download a copy of the Letter of Offer and Form of Acceptance cum Acknowledgement, which will be available on SEBI’s website at <http://www.sebi.gov.in> from the Offer opening Date i.e. **Wednesday, April 02, 2008** and apply in the same.

10.21 Shareholders who have sent their shares for demat need to ensure that the process of getting shares demated is completed well in time so that the credit in the Escrow Depository Account should be received on or before the date of closure of the Offer, i.e. **Monday, April 21, 2008** else the application would be rejected.

10.22 Procedure for withdrawal of application

- i) In accordance with Regulation 22(5A) of the SEBI (SAST) Regulations, shareholders shall have the option to withdraw acceptances tendered upto three working days (i.e. **Tuesday, April 15, 2008**) prior to the Offer Closing Date i.e. **Monday, April 21, 2008**.
- ii) Shareholders who wish to withdraw their shares from the Offer will be required to send the Form of Withdrawal duly completed and signed along with the requisite documents.
- iii) In case of non receipt of Form of Withdrawal, the withdrawal can be exercised by making an application **on plain paper** along with following details: -
 - In case of physical shares: by stating Name, Address, Distinctive numbers, Folio number, Number of shares tendered.
 - In case of dematerialized shares: by stating Name, Address, Number of shares tendered, DP Name, DP ID, beneficiary account number, photocopy of the delivery instruction in “Off Market” mode duly acknowledged by the DP in favor of the special depository account.
 - In either case: a copy of the acknowledgement received from the Registrar to the Offer upon tendering of the Shares, so as to reach the Registrar to the Offer either by hand delivery or by registered post on or before **Tuesday, April 15, 2008**.

10.23 Shares subject to Lock in

The Acquirer and PAC shall acquire all the shares tendered by the shareholders even if they are subjected to lock in period. However, these shares shall continue to be under lock in for the residual period in the hands of the Acquirer and PAC. The event in which these shares may be rejected / returned is in case of invalid applications and/ or the shares being rejected due to proportionate acceptance.

10.24 In case of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirer and PAC may deem the Offer to have been accepted by the Shareholder.

10.25 “If there is competitive bid:

- a. The public offers under all the subsisting bids shall close on the same date.
- b. As the offer price can not be revised during 7 working days prior to the closing date of the offers / bids, it would, therefore, be in the interest of shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly”

11. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER.

11.1 The Shareholders of the Target company, who wish to avail themselves of this Offer should forward the under mentioned documents by hand delivery or by registered post to the Registrars to the Offer at their office address mentioned on the first page of the Letter of offer so as to reach the Registrar on or before **Monday, April 21, 2008** (the Offer Closure Date) on their working days (Monday to Friday) between 10.00 AM and 5.00 PM on any working day. In case of dematerialized shares, the Registrar is not bound to accept those Offers, which have not yet being credited to the depository account opened for this purpose on the closure of the Offer.

I. For Equity Shares held in dematerialized form:

- i. Form of acceptance cum acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository.
- ii. Photocopy of the delivery instruction in “off-market” mode or counterfoil of the delivery instruction in “off market” mode, duly acknowledged by the relevant Depository Participant (DP).
- iii. For each delivery instruction, the beneficial owner should submit separate Form of Acceptance.
- iv. The details of the special depository account opened by the Manager named are as under:-

DP Name	KARVY STOCK BROKING LIMITED
DP ID	IN 302470
Beneficiary ID	40219950
Name of Account	“KCPL Escrow Account - Shree Pacetronix Limited – Open Offer”
ISIN No.	INE847D01010

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

In case of non-receipt of the aforesaid documents, but receipt of the shares in the Special Depository Escrow Account, the Acquirer and PAC may deem the Offer to have been accepted by the Shareholder.

Shareholders should ensure that the credit for the delivered shares should be received in the Special Depository Escrow Account on or before the Closure of the Offer (**i.e. Monday, April 21, 2008**).

II. For Equity Shares held in Physical form.

Registered Shareholders should enclose:

- i. Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/first shareholder whose names appear on the share certificate(s) (In case of joint holdings) in the same order in which their names appear in the Register of Members.
- ii. Original Share Certificate(s).
- iii. 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 signatures lodged with the Target Company and duly witnessed at the appropriate place, preferably, by a Notary or Bank Manager or Member of Stock Exchange under their seal of office and membership number. The Transfer Deed should be left blank except for the signatures as mentioned above.

A blank Share Transfer Deed is enclosed along with the Letter of Offer.

Unregistered Shareholders should enclose:

- i. Form of acceptance cum acknowledgement duly completed and signed in accordance with the instructions contained therein by the person accepting the Offer.
- ii. Original share certificate(s)
- iii. Valid share transfer form(s) as received from market
- iv. Original contract note issued by the Broker through whom the shares were acquired.

It may be noted that if the specimen signature(s) of the acceptor differs with the specimen signature(s) recorded with the Target Company or if they are not in the same order, such shares are liable to be rejected under this Offer.

Non-Residents if any, should also enclose a copy of permission received from RBI for the shares held by them in the Target Company.

Neither the share certificate(s) nor transfer deed(s) nor the form of acceptance should be sent to the Acquirer or PAC or the Target Company or Manager to the Offer. The same should be sent to the Registrar to the Offer only.

11.2 Procedure for acceptance of the Offer by unregistered shareholders, owners of shares who have sent them for transfer or those who did not receive the Letter of Offer.

- a. Persons who hold shares of the Target Company but who are not registered shareholders are also eligible to participate in the Offer. Such unregistered shareholders or eligible shareholders who did not receive the Letter of Offer may send their consent to the Registrar to the Offer, on a plain paper stating their Name, Address, No. of shares held, Distinctive Nos., Folio No., Number of Shares offered. Alternatively such shareholders if they so desire may apply on the form of acceptance cum acknowledgement obtained from the SEBI web site www.sebi.gov.in. The application on plain paper or on the form of acceptance should be tendered along with the original share certificates and valid share transfer deeds duly executed and witnessed as explained at 11.1 above. Shareholders whose shares have been sent for transfer but have not yet been received back by them should tender their applications as above along with documents to prove their title to the shares offered for acceptance, such as original brokers contract note, along with duly executed and witnessed transfer deed(s). The applications/documents should be sent by registered post to the Registrars to the Offer as mentioned at 11.1 above and not to the Acquirer or PAC to Shree Pacetronix Limited or Sellers or to the Merchant Banker to the Offer. No indemnity is required from unregistered shareholders.
- b. It may be noted that if the specimen signature(s) of the Transferor differs with the specimen signature(s) recorded with SPL are not in the same order, such shares are liable to be rejected under this Offer even if the Offer has been accepted by a bonafide owner of such untransferred shares.

- c. Non-Residents if any should also enclose copy of permission received from RBI for the shares held by them in Shree Pacetronix Limited and No Objection Certificate/Tax Clearance Certificate from the Income-Tax Authorities under Income Tax Act, 1961, indicating the amount of tax to be deducted by the Acquirer and PAC before remitting the consideration. In case the aforesaid No Objection Certificate/Tax Clearance Certificate is not submitted, the Acquirer and PAC will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of the shareholder, on the entire consideration amount payable to such shareholders.
 - d. Payment of consideration will be made by crossed account payee cheques/demand drafts and sent by registered post to those shareholders whose share certificates and other documents are found in order and accepted by the Acquirer and PAC. All cheques/demand drafts will be drawn in the name of the First Holder in case of Joint Registered holders. In case of unregistered owner of the shares, payments will be made by crossed account payee cheque/demand draft in the name of the person specified by such unregistered owner. Such unregistered owners may at their own option provide details of their Bank accounts in the Form of Acceptance and Authority/plain paper application.
 - e. The Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the shares in respect of which the application is being sent. Such documents may include, but are not limited to:
 - duly attested death certificate and succession certificate (in case of single shareholder) in case of the original shareholder is deceased.
 - duly attested Power of Attorney if any person apart from the shareholder has signed the application
 - form and/or transfer deed(s).
 - In case of Companies, the necessary corporate authorizations (including Board Resolutions).
 - any other relevant documents
- 11.3 If the aggregate of the valid response to the Offer exceeds 7,19,880 fully paid up equity shares of Rs 10/- each , then the Acquirer and PAC shall accept the offers received on a proportionate basis in accordance with Regulation 21(6) of the Regulations. The Acquisition of shares from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than marketable lot.
- 11.4 Barring unforeseen circumstances and factors beyond their control, the Acquirer and PAC intend to complete all formalities pertaining to the purchase of the shares, including payment of consideration to the shareholders who have accepted the Offer, within 15 days from the date of closure of this Offer i.e. Monday, May 05, 2008. In case of delay in receipt of RBI approval for accepting shares from Non Resident shareholders, SEBI has the power to grant extension of time for the purpose of making payments subject to the Acquirer and PAC agreeing to pay interest to the shareholders for delay beyond 15 days, as may be specified by the SEBI.
- 11.5 In case of acceptance on proportionate basis or in cases where acceptances are rejected, the unaccepted/rejected share certificates, transfer deeds and other documents, if any, will be returned by registered post to the shareholders/ unregistered owners.
- 11.6 The Registrar to the Offer will hold in trust the share certificates, on behalf of shareholders/ unregistered owners of shares of the Target Company who have accepted the Offer, till the Acquirer and PAC completes the offer obligations in terms of the Regulations.
- 11.7 The marketable lot of the shares of the Target Company is one share.

12. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the shareholders of the Target Company at the address of the Manager to the Offer M/s. Karvy Investor Services Limited, "Karvy House", 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad – 500 034 from 11.00 a.m. to 3.00 p.m. on any working day until the Offer closes.

1. Copy of MOU dated Tuesday, November 27, 2007 between Karvy Investor Services Limited, the Manager to the Offer, the Acquirer and PAC.
2. Copy of appointment letter dated Tuesday, November 27, 2007 issued to Karvy Computershare Private Limited as the Registrar to the Offer.
3. The Net worth certificates of the Acquirer and PAC dated November 20, 2007 from Mr. K. J. Meghani & Co., Chartered Accountants Copy of Certificate from Auditors for adequacy of resources.
4. Certificate from K. J. Meghani certifying the Acquirer and PAC have adequate financial resources to fulfill the open offer obligations.

5. Annual Reports of the Target Company for the financial years ended March 31 2005, 2006, 2007 copy of the unaudited financial results for the quarter ended September 30, 2007 duly certified by the management of the Company..
6. Copy of the letter dated November 29, 2007 issued by HDFC Bank Ltd confirming deposit of Rs. 100 Lakh (Rupees One Hundred Lakh only) (representing an amount, being more than 25% of the maximum purchase consideration payable in terms of the Offer).
7. Copy of Public Announcement as published in the newspapers on December 03, 2007.
8. Copy of SEBI Letter No.cfd/dcr/to/hb/119157/2008 dated March 03, 2008 in terms of Regulation 18(2)
9. Copy of Agreement entered into with M/s Karvy Stock Broking Limited for opening of Special Depository Account in the name and Style of "Shree Pacetronix Limited- Escrow Account - Open Offer"

13. DECLARATION BY THE ACQUIRER AND PAC

The Acquirer and PAC severally and jointly accepts full responsibility for the information contained in the PA and this Letter of Offer, Form of Acceptance, Form of Withdrawal and would be severally and jointly responsible for ensuring compliance with the SEBI (SAST) Regulations. All information contained in this document is as on the date of the Public Announcement, unless stated otherwise.

Acquirer: Dr. Mathew Samuel Kalarickal

Place: Chennai

Date: March 24, 2008

Person Acting in Concert: Mr. Darshanjit Singh

Place: Mumbai

Date: March 24, 2008

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

From: Date:

To

Karvy Computershare Private Limited
(Unit : Shree Pacetronix Limited- Open Offer)
Plot No. 17 to 24, Vithalrao Nagar,
Hi tech City Road, Madhapur,
Hyderabad 500 086,
INDIA

Dear Sirs,

Sub: Open offer for Acquisition of upto 7,19,880 Equity Shares of Rs.10/- each of Shree Pacetronix Limited representing up to 20% of its total voting rights at an Offer Price of Rs. 49/- (Rupees Forty Nine each Only) per fully paid up equity share by Dr. Mathew Samuel Kalarickal, ("Acquirer") and Mr. Darshanjit Singh ("PAC") in terms of the SEBI (SAST) Regulations, 1997 and subsequent amendments thereto.

I/We refer to the Letter of Offer dated March 24, 2008 for acquiring the Equity Shares held by me/us in Shree Pacetronix Limited. I/We, 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 fully valid and binding contract between me/us and you, 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 of my/our shares, as detailed below (please enclose additional sheet if required).

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

I/We confirm that the equity shares of Shree Pacetronix Limited which are being tendered by me/us under this offer, are free from liens, charges and encumbrances of any kind whatsoever. I/We note and understand that the original share certificate(s) and valid share transfer deeds will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer and PAC gives the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer and PAC will pay the purchase consideration only after the verification of the documents and signatures. I/We authorize the Acquirer and PAC to accept the shares so offered which they may decide to accept in consultation with the Merchant Banker and in terms of the Letter of Offer and I/We further authorize the Acquirer and PAC to return to me/us the equity share Certificate(s) in respect of which the Offer is not found valid/not accepted, specifying the reasons thereof and in the case of dematerialized shares, to the extent not accepted will be released to my depository account at my sole risk. I/We or my/our legal heirs/legal representatives do not have any claim over the same and my/our acceptance under the said Offer cannot be disputed upon. I/We authorize the Acquirer/PAC or its Merchant Banker or Registrars to the Offer to send by UCP/Registered Post the draft/pay order, in settlement of the amount to the sole/first holder at the address mentioned below

If the shares are in Dematerialized form

I/We hold shares in Dematerialized Form, accept the Offer and enclosed photocopy of the delivery instruction duly acknowledged by DP in respect of my equity shares as detailed below:

DP Name	KARVY STOCK BROKING LIMITED
DP ID	IN 302470
Beneficiary ID	40219950
Name of Account	"KCPL Escrow Account - Shree Pacetronix Limited – Open Offer"
ISIN No.	INE847D01010

----- TEAR ALONG THIS LINE -----

Acknowledgement slip

Received from Mr./Ms. _____

Folio No. _____ Number of certificates Enclosed _____

Certificate Numbers _____ Total number of shares Enclosed _____

Stamp of Collection Center	Signature of Official & Date of Receipt

Note All future correspondence, if any, should be addressed to the Registrars to the Offer

I/We have done an "off-market" transaction for crediting the shares to the Special DP Account for which necessary instructions have been given to my DP. I/We note and understand that the shares would lie in the "Escrow Depository A/c. for the open offer made by the Acquirer and PAC" with Karvy Stock Broking Limited as Depository Participant in Depository Account No. 40219950 with DP ID No. IN 302470 until the time the Acquirer and PAC makes payment of purchase consideration as mentioned in the Letter of Offer.

Yours faithfully,

Signed and Delivered

Full Name(s) of the Holders	Address	Signature(s)

Note: In case of joint holdings all must sign. A Corporation must affix its common seal.

Place:

Date:

So as to avoid fraudulent encashment in transit, the shareholders may 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 _____
Account Number _____ <i>Savings/Current/(others; please specify)</i>

INSTRUCTIONS

For Shareholders holding shares in Dematerialized form

- Shareholders having their beneficiary account in CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their shares in favour of the special depository account with NSDL.
- Ensure that their shares are credited in favour of the special depository account, before the closure of the Offer.
- Shareholders should enclose the following:
 - Form of Acceptance duly completed and signed.
 - A photocopy of the Delivery instruction in "Off Market" mode or counterfoil of Delivery Instruction in "Off Market" mode, duly acknowledged by the DP.
 - For each Delivery Instruction the Beneficial Owner should submit a separate form of Acceptance.

Shareholders holding Physical shares should enclose

- Form of Acceptance duly completed and signed.
- Original Share Certificate(s)
- 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 Shree Pacetronix Limited, and duly witnessed.

Unregistered owners should enclose

- Form of Acceptance duly completed and signed.
- Original Share Certificate(s)
- Brokers contract note in original
- Transfer deed(s) executed by the registered holders of the shares.

NRI/OCBs/Foreign shareholders should submit

- The previous RBI approvals (Specific or general) that they would have obtained for acquiring shares of Shree Pacetronix Limited.
- No Objection Certificate/Tax clearance Certificate, indicating the amount of tax to be deducted by Acquirer and PAC before remitting the consideration, from the Income-Tax Authorities under the Income Tax Act, 1961.

Other Documents as necessary

- Duly attested death certificate and succession certificate (in case of single shareholder) if the original shareholder is deceased.
- Duly Attested Power of attorney if any person apart from the shareholder has signed the application form and / or transfer deed(s).
- 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.
- In case of companies, the necessary corporate authorization (including Board Resolutions)
- Any other relevant documentation.

----- TEAR ALONG THIS LINE -----

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

Karvy Computershare Private Limited
 (Unit : Shree Pacetronix Limited- Open Offer)
 Plot No. 17 to 24, Vithalrao Nagar,
 Hi tech City Road, Madhapur,
 Hyderabad 500 086,
 INDIA

FORM OF WITHDRAWAL

You have an 'OPTION TO WITHDRAW' the acceptance tendered in response to this offer any time up to three working days prior to the date of closure of offer i.e. on or before **Tuesday, April 15, 2008**. In case you wish to withdraw your acceptance please use this form.

OFFER SCHEDULE	
OFFER OPENS ON	Wednesday, April 02, 2008
LAST DATE OF WITHDRAWAL	Tuesday, April 15, 2008
OFFER CLOSSES ON	Monday, April 21, 2008

From:

To,

Karvy Computershare Private Limited
 (Unit : Shree Pacetronix Limited- Open Offer)
 Plot No. 17 to 24, Vithalrao Nagar,
 Hi tech City Road, Madhapur,
 Hyderabad 500 086, INDIA

Sub : Open offer to acquire up to 7,19,880 equity shares of Rs. 10/- each representing up to 20% of the voting rights at an Offer Price of Rs. 49/- (Rupees Forty Nine only) per fully paid up equity shares of Shree Pacetronix Limited by Dr. Mathew Samuel Kalarickal ('Acquirer') and Mr. Darshanjit Singh ("PAC") in terms of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

Dear Sir,

I/We refer to the Letter of Offer dated March 24, 2008 for acquiring the equity shares held by me/us in **Shree Pacetronix Limited**.

I/We have read the procedure for withdrawal of equity shares tendered by me/us in the Offer as mentioned in the Letter of Offer and unconditionally agree to the terms and conditions mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our Shares from the Offer and I/We further authorize the Acquirer/PAC to return to me/us, the tendered equity share certificate(s)/ share(s) at my/ our sole risk.

I/We note that upon withdrawal of my/our Shares from the Offer, no claim or liability shall lie against the Acquirer/PAC/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 Acquirer/PAC/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 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 Acquirer/PAC 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.

The particulars of the tendered Share(s) that I/We wish to withdraw are detailed below:

Sr. No.	Certificate Nos.	Distinctive Nos		No. of Shares
		From	To	
	Tendered			
	Withdrawn			

(In case of insufficient space, please use additional sheet and authenticate the same)

I/We hold the following equity shares in dematerialized form and tendered the Equity Shares in the Offer and had done an off-market transaction for crediting the Shares to "Shree Pacetronix Limited - Escrow Account - Open Offer" (Special Depository Escrow Account) as per the following particulars:

DP Name - Karvy Stock Broking Limited	Client ID -	DP ID - IN 302470
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Please find enclosed a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP. The particulars of the account from which my/our equity shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares
Karvy Stock Broking Ltd.	IN 302470			

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

-----TEAR ALONG THIS LINE-----

Acknowledgement slip

Received from Mr./Ms. _____

Address _____

Form of withdrawal in respect of _____ Number of Share Certificates

representing _____ number of shares.

Signature of Official & Date of Receipt	Stamp of Registrar to the Offer

In case of dematerialized equity shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same has also been duly attested by them under their seal.
I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed and Delivered by	Full Name(s) and Address	Signature(s)	Verified and attested (by DP in case of Demat Shares and by Bank in case of Physical Shares)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			

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

Place: _____ Date: _____

Folio No.	Sr. No.	_____ Ltd. Unit :	Acknowledgement
		_____ - Open Offer	

INSTRUCTIONS

- 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.
- Shareholders should enclose the following:
 - 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.
 - 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 Shree Pacetronix Limited, and duly witnessed at the appropriate place.

 - 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.
- The withdrawal of Share will be available only for the Share Certificate/shares that have been received by the registrar to the Offer/ special Depository Escrow Account.
- 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.
- The Form of Withdrawal along with the enclosures should be sent only to the Registrar to the offer.
- 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.
- Shareholders holding shares in dematerialized form are required to issue the necessary standing instruction for receipt of the credit in their DP Account.

----- TEAR ALONG THIS LINE -----

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

Registrars to the Offer:
Karvy Computershare Private Limited
 Plot No. 17 to 24, Vithalrao Nagar, Hi tech City Road,
 Madhapur, Hyderabad 500 086, INDIA
 Tel: +91 40 2342 0818-28 Fax: +91 40 2342 0814
 Contact Person: Murali Krishna, E-mail: murali@karvy.com

M/S. SHREE PACETRONIX LIMITED**ANNEXURE TO REGULATION 6 & 8****STATUS OF COMPLIANCE WITH THE PROVISIONS OF CHAPTER II OF
THE TAKEOVER REGULATON BY THE PROMOTERS GROUP**

Sl. No.	Regulation/ Sub- regulation	Due Date for compliance as mentioned in the regulation	Actual date of compliance	Delay, if any (in no. of days) Col. 4- Col. 3	Remarks
1	2	3	4	5	6
1	6(1)	20-Apr-1997	20-Apr-1997	No delay	
2	6(3)	20-Apr-1997	20-Apr-1997	No delay	
3	8(1)	21-Apr-1998	21-Apr-1998	No delay	
4	8(2)	21-Apr-1998	21-Apr-1998	No delay	
5	8(1)	21-Apr-1999	21-Apr-1999	No delay	
6	8(2)	21-Apr-1999	21-Apr-1999	No delay	
7	8(1)	21-Apr-2000	21-Apr-2000	No delay	
8	8(2)	21-Apr-2000	21-Apr-2000	No delay	
9	8(1)	21-Apr-2001	21-Apr-2001	No delay	
10	8(2)	21-Apr-2001	21-Apr-2001	No delay	
11	8(1)	21-Apr-2002	21-Apr-2002	No delay	
12	8(2)	21-Apr-2002	21-Apr-2002	No delay	
13	8(1)	21-Apr-2003	21-Apr-2003	No delay	
14	8(2)	21-Apr-2003	21-Apr-2003	No delay	
15	8(1)	21-Apr-2004	21-Apr-2004	No delay	
16	8(2)	21-Apr-2004	21-Apr-2004	No delay	
17	8(1)	21-Apr-2005	21-Apr-2005	No delay	
18	8(2)	21-Apr-2005	21-Apr-2005	No delay	
19	8(1)	21-Apr-2006	21-Apr-2006	No delay	
20	8(2)	21-Apr-2006	21-Apr-2006	No delay	
21	8(1)	21-Apr-2007	21-Apr-2007	No delay	
22	8(2)	21-Apr-2007	21-Apr-2007	No delay	

**STATUS OF COMPLIANCE WITH THE PROVISIONS OF CHAPTER II OF
THE TAKEOVER REGULATON BY THE PROMOTERS GROUP**

Sl. No.	Regulation/ Sub- regulation	Due Date for compliance as mentioned in the regulation	Actual date of compliance	Delay, if any (in no. of days) Col. 4- Col. 3	Remarks
1	2	3	4	5	6
1	6(2)	20-May-1997	20-May-1997	No Delay	Re-submitted on 23.03.04
2	6(4)	20-May-1997	20-May-1997	No Delay	
3	8(3)	30-Apr-1998	30-Apr-1998	No Delay	
4	8(3)	30-Apr-1999	30-Apr-1999	No Delay	
5	8(3)	30-Apr-2000	20-Apr-2000	No Delay	
6	8(3)	30-Apr-2001	30-Apr-2001	No Delay	
7	8(3)	30-Apr-2002	30-Apr-2002	No Delay	
8	8(3)	30-Apr-2003	30-Apr-2003	No Delay	
9	8(3)	30-Apr-2004	27-Apr-2004	No Delay	
10	8(3)	30-Apr-2005	30-Apr-2005	No Delay	Re-submitted on 20.09.05
11	8(3)	30-Apr-2006	30-Apr-2006	No Delay	
12	8(3)	30-Apr-2007	30-Apr-2007	No Delay	
13	7(3)	11-Jan-2007	Not Sent	As on date	
14	7(3)	26-Apr-2007	Not Sent	As on date	
15	7(3)	13-Jun-2007	Not Sent	As on date	
16	7(3)	29-Nov-2007	Not Sent	As on date	
17	7(3)	29-Nov-2007	Not Sent	As on date	