

**FORM OF WITHDRAWAL**  
**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**  
*(Please send this form with enclosures to Registrar to the Offer i.e. Niche Technologies Private Limited)*

OPEN OFFER	
Opens on	Friday, April 27, 2018
Last Date of Withdrawal	Friday, May 11, 2018
Closes on	Wednesday, May 16, 2018

For the Registrar to the Open Offer	
Inward No.	
Date	
Stamp	

**Note: All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address:**  
**Niche Technologies Private Limited**  
 SEBI REGN No: INR000003290  
 D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata-700001,  
 Tel: (033) 22343576/22357270, Fax: (033)22156823  
 E-mail: nichetechpl@nichetechpl.com  
 Contact Person: Mr. S.Abbas

Name:

Address:

Tel. No:

Fax No.:

Email:

Date:

To,  
 Mr. Pramod Jain (Acquirer 1), Plus Corporate Ventures Private Limited (Acquirer 2), and  
 J.P. Financial Services Private Limited (PAC)  
 C/o. Niche Technologies Private Limited  
 D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata-700001  
 Dear Sir/Madam,

**SUB.: Open Offer to acquire upto 44,02,201 (Forty Four Lacs Two Thousand Two Hundred and One) fully paid-up equity shares of Rs.10/- each, representing 25% of the issued equity share capital of Golden Tobacco Limited ("Target Company" or "GTL") at a price of Rs. 101/- (Rupees One Hundred and One only) per equity share ("Offer Price"), plus Applicable Interest of Rs.60.25/- (Rupees Sixty and Twenty Five Paise Only) per equity share to Original Shareholders, payable in cash and Rs. 0.45/- (Forty Five Paise Only) to Shareholders other than Original Shareholders as interest for the delayed period as defined in para 5.2 of the Letter of Offer assuming May 31, 2018 being the last date of payment of consideration.**

- I/We refer to the Letter of Offer dated April 18, 2018 for acquiring the Shares held by me/us in Target Company.
- I/ We, the undersigned, have read the Public Announcement, Detailed Public Statement and the Letter of Offer and understood its contents and unconditionally accepted the terms and conditions as mentioned therein.
- I/We hereby consent unconditionally and irrevocably to withdraw my/our shares from the Offer and I/we further authorise the Acquirers and PAC to return to me/us, the tendered 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 Acquirers and PAC/Manager to the Offer/ Registrar to the Offer.
- I/We note that this Form of Withdrawal should reach to the **Registrar to the Offer** on or before the last date of withdrawal i.e. **Friday, May 11, 2018**.
- I/We note that the Acquirers and PAC/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialized form in the DP account due to inaccurate/ incomplete particulars/instructions.
- I/We also note and understand that the Acquirers and PAC will return the original share certificate(s), share transfer deed(s) and shares only on completion of verification of the documents, signatures and beneficiary position as available from the Depositories from time to time.

**SHARES HELD IN DEMAT FORM**

I/We hold the following Shares in dematerialized form and had done an off-market transaction for crediting the shares to the account with TRANS SCAN SECURITIES PRIVATE LIMITED as the DP in NSDL styled "Niche Technologies Pvt. Ltd. – GTL - Open Offer Escrow A/c" as per the following particulars:

DP Name: TRANS SCAN SECURITIES PRIVATE LIMITED	DP ID: IN302496	Client ID: 10052354
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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 Shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

- I/we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.
- I/We authorise the Acquirers and PAC or the Registrar to the Offer to credit the shares in demat form to my/our DP Account after due verifications.

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

**ACKNOWLEDGMENT SLIP**  
**Golden Tobacco Limited- Open Offer**  
 (To be filled in by the shareholders) (Subject to verifications)

FOLIO NO. / DP ID : \_\_\_\_\_ Client ID : \_\_\_\_\_ Sr. No. : \_\_\_\_\_

Received from Mr./Ms./M/s \_\_\_\_\_

Address \_\_\_\_\_

Form of Withdrawal alongwith Acknowledgement / Delivery Instructions / Copy of Form of Acceptance

**For Physical Form – Physical Shares:**

No. of Shares tendered \_\_\_\_\_ / Withdrawal request for \_\_\_\_\_ shares  
 Fresh Transfer Form for \_\_\_\_\_ shares (in case of partial withdrawal)

**Demat Form –Demat Shares**

No. of Shares tendered \_\_\_\_\_ / Withdrawal request for \_\_\_\_\_ shares

Signature of Official: \_\_\_\_\_

Date of Receipt \_\_\_\_\_

STAMP
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**SHARES HELD IN PHYSICAL FORM**

I/We hold the following Shares in Physical form. The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

S.No.	Folio No.	Certificate No.	Distinctive No(s).		No. of Shares
			From	To	
<b>Total No. of Shares</b> (in case of insufficient space, please attach a separate sheet:					

- I/We note and understand the terms of withdrawal of acceptance and request you to return the original share certificate(s) and valid share transfer deed and **authorize you not to remit** the consideration as mentioned in the Letter of Offer.
- I/We authorise the Acquirers and PAC to reject the shares so offered which it may decide in consultation with Manager to the Offer and in terms of the Letter of Offer and,
- I/We authorise the Acquirers and PAC or the Registrar to the Offer to send by registered post the original share certificate(s), transfer deed(s) and other documents tendered by me/us to the sole/first holder at the address mentioned below.
- I/We confirm that the particulars given above are true and correct.

Yours faithfully,

Signed and Delivered:

	Sole/First Shareholder	Second Shareholder (if any)	Third Shareholder (if any)
Name in Full			
Signature*			
PAN **			
Address of the Sole/First Shareholder			
Telephone No/ E-mail id			

\* Corporate must affix Rubber Stamp

\*\* All shareholders are required to provide their PAN No. in the Form of Withdrawal.

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**NOTE: FORM OF WITHDRAWAL ALONG WITH OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE ACQUIRERS AND PAC OR TO GTL OR TO THE MANAGER TO THE OFFER. THE SAME SHOULD BE SENT TO THE REGISTRAR TO THE OFFER.**

**FOR DETAILED PROCEDURE FOR WITHDRAWAL OF SHARES IN THIS OFFER, REFER TO THE LETTER OF OFFER.**

Note: You have an OPTION TO WITHDRAW the acceptance tendered in response to the Offer any time upto three working days prior to the Offer Closing Date. In case you wish to withdraw your acceptance, please use this form.