

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT
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)

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 the 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.

SHARES HELD IN DEMAT FORM

I/We, am/are holding shares in dematerialized form, accept the Offer and enclose a photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by my/our DP in respect of my/our Shares as detailed below:

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

I/We have executed an off-market transaction for crediting the shares to the special depository account as per the details below:(Please tick (✓) whichever is applicable)

- via a delivery instruction from my/our account with NSDL
 via an inter-depository delivery instruction from my/our account with CDSL

DP Name:	TRANS SCAN SECURITIES PRIVATE LIMITED	Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Shares in favor of the Depository Escrow Account with NSDL.
DP ID	IN302496	
Client ID	10052354	
Account Name	Niche Technologies Pvt. Ltd. – GTL - Open Offer Escrow A/c	
Depository	National Securities Depository Limited (NSDL)	
ISIN	INE973A01010	

I/We note and understand that the Shares will be held in the credit of the Special Depository Escrow Account by the Registrar to the Offer on behalf of the Shareholders who have accepted this Offer, till completion of formalities relating to this Offer.

I/We also note and understand that the consideration will be paid only to those Shareholders whose Shares are validly accepted in this Offer, in accordance with the terms of the Letter of Offer.

(A) Documents enclosed with this Form of Acceptance are stated as below:(Please tick (✓) whichever is applicable)

- Photocopy or counterfoil of the delivery instructions in "off market" mode duly acknowledged by the Shareholders' DP, in favour of the Special Depository Escrow Account.
- Duly attested power of attorney, if any person apart from the Shareholder, has signed the Form of Acceptance cum Acknowledgement.
- Corporate authorization, in case of body corporate along with certified board resolution and specimen signatures of authorized Signatories.
- Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired.
- No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- Other relevant documents (please specify)

Additional Enclosures required in order to determine **Original Shareholders** who are entitled to receive Applicable Interest.
(For details please refer para 5.2.12 of the Letter of Offer)

(Please tick (✓) whichever is applicable)

- Transaction/ holding statement obtained from depository participant (DP) since the date of dematerialization/purchase till the date of submission of the Form of Acceptance cum Acknowledgement.
- Submission of documentary evidence if names have been changed at any time between November 12, 2009 till the date of submission of the Form of Acceptance cum Acknowledgement.
- Submission of documentary evidence in support of such transmission due to death of the sole / any of the joint holders, or through operation of law.
- Submission of documentary evidence in case of transposition of names i.e. changed the order in which their names are recorded maintained by the depository.
- Details of folios in which Shares were held in physical form on November 12, 2009 but which has been dematerialized subsequently OR a photocopy of share certificate, if available.
- Any others please specify _____

SHARES HELD IN PHYSICAL FORM

I / We, am/are holding shares in physical form, 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:

S.No.	Folio No.	Certificate No.	Distinctive No(s).		No. of Shares
			From	To	
Total No. of Shares:					

Please attach additional sheets of paper and authenticate the same if the space is insufficient.

I / We note and understand that the original Share certificate(s), valid Share transfer deed(s) and the Form of Acceptance-cum-Acknowledgement will be held in trust by the Registrar to this Offer, on behalf of the Shareholders who have accepted this Offer, till completion of formalities relating to this Offer. I/We also note and understand that the consideration will be paid only to those Shareholders whose Shares are validly accepted in this Offer, in accordance with the terms of the Letter of Offer. In case of Shares tendered in physical form, where the original Share certificates are required to be split, all the documents will be returned only upon receipt of Share certificates from the Target Company/Registrar to Target Company.

(B) Enclosures: (✓ whichever is applicable)

- Duly attested power of attorney, if any person apart from the Shareholder, has signed the Form of Acceptance cum Acknowledgement or Share transfer deed(s)
- Original Share certificates
- Valid Share transfer deed(s) i.e.(Form SH-4)
- Self-certified copy of PAN Cards of all shareholders.
- Corporate authorization, in case of body corporate along with certified board resolution and specimen signatures of authorized signatories
- Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired;
- Self attested copy of PAN card of all the transferor(s)
- No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- Other relevant documents (please specify)

Additional Enclosures required in order to determine **Original Shareholders** who are entitled to receive Applicable Interest.

(Please tick (✓) whichever is applicable)

- Submission of documentary evidence if names have been changed at any time between November 12, 2009 till the date of submission of the Form of Acceptance cum Acknowledgement.
- Submission of documentary evidence in support of such transmission due to death of the sole / any of the joint holders, or through operation of law
- Submission of documentary evidence in case of transposition of names i.e. changed the order in which their names are recorded maintained by the depository
- Any others please specify _____

FOR ALL SHAREHOLDERS (Please tick (✓) whichever is applicable)

I / We, confirm that our residential status under Income Tax Act, 1961, is:

- Resident
- Non-resident.If yes, please state country of tax residency - _____

I / We, confirm that our status is:

- Individual
- Foreign Company
- Body Corporate
- VCF
- Partnership/LLP
- Pension/PF
- Foreign Portfolio Investor (FPI)
- Non Resident Indian
- Bank/Financial Institution
- Mutual Funds
- Insurance Companies
- Any other - please specify _____

For FPI Shareholders (Please tick (✓) whichever is applicable)

I/We, confirm that the income arising from the transfer of shares tendered by me/us is in the nature of

- Capital gains
- Any other income (Please specify) _____

I / We, have enclosed the following documents:

- Self attested copy of PAN card
- No Objection Certificate / Tax Clearance Certificate from the Indian Income tax authorities u/s 195(3) or u/s 197 under the Income Tax Act, 1961
- SEBI Registration Certificate for FPIs and sub-accounts
- Copy of RBI approvals, if any, for acquiring shares of GTL hereby tendered in the Offer.
- FPI certificate
- Any other (Please specify) _____

For other Non-resident shareholders(except FPIs)

I / We confirm that the tax deduction on shares of GTL is to be deducted on account of

- Short Term Gains Long Term Gains on trade account / to be taxed as Business Income

I / We, have enclosed the following documents:

- Self attested copy of PAN card.
- No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities.
- Banker certificate certifying inward remittance.
- RBI approval for acquiring shares of GTL tendered herein.
- Certificate from a Chartered Accountant certifying that the Shares have been held on Capital Account and the period of holding of Shares (along with proof such as demat account statement or brokers note)
- Evidence of eligibility for claiming any Double Tax Treaty Benefit.
- Copy of any statutory approvals including approvals from RBI, Foreign Investment Promotion Board, if any, for acquiring Shares. tendered herein and / or RBI approval for tendering shares under the Offer.
- Certificate for Deduction of Tax at Lower Rate issued by the income tax authority for deduction of tax at a lower or nil rate, wherever applicable.
- Tax Residence Certificate issued by the tax authorities of country of which you are a tax resident.
- Other documents and information as may be prescribed in terms of section 90(5) of the Income Tax Act, 1961
- I / We confirm that the details of overseas tax to be deducted on payment consideration by Acquirers and PAC is as under:

In case of any ambiguity or incomplete/conflicting information or if the Acquirers and PAC is not satisfied the tax shall be deducted at the maximum rate prescribed for such assesses.

For Resident shareholders

I / We, have enclosed the following documents:

- Self attested copy of PAN card
- No Objection Certificate / Tax Clearance Certificate from the Indian Income tax authorities u/s 195(3) or u/s 197 under the Income Tax Act, 1961 Self declaration form in Form 15G / Form 15H, if applicable
- For Mutual fund/Banks/Notified Institution under Section 194A(3)(iii)(f) of the Income Tax Act, 1961, copy of relevant Registration or notification (applicable only for interest payment, if any)
- Any other (Please specify) _____

I/We confirm that the Shares, which are being tendered herewith by me/us under this Offer, are free from lien, charges and encumbrances of any kind whatsoever and are also not the subject matter of litigation, whereunder the transfer of Shares may be prohibited during the pendency of such litigation.

I/ We agree to return to the Acquirers and PAC any Open Offer consideration that may be wrongfully received by me / us.

I/We authorize the Acquirers and PAC to accept the Shares so tendered by me/us or such lesser number of Shares offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer. I/We further authorize the Acquirers and PAC to return to me/ us, Share certificate(s)/ Shares to the extent that the Shares tendered by me /us are not accepted without specifying the reasons thereof, at my/our sole risk. I/We authorize the Acquirers and PAC/ Registrar to the Offer to split / consolidate the Share certificates comprising the Shares that are not acquired or accepted to be returned to me/us and for the aforesaid purposes the Acquirers and PAC / Registrar to the Offer is hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

I/We authorize the Acquirers and PAC, the Registrar to the Offer and the Manager to the Offer to send by Registered Post/ Speed Post, as may be applicable (as described in the Letter of Offer) at my/our sole risk, the Cheques/Drafts or to make transfers by direct credit/ECS/RTGS/NEFT as consideration, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below. In case, I/We have tendered my Shares in dematerialized form, I/We authorize the Acquirers and PAC, the Registrar to the Offer and the Manager to the Offer to use my details regarding my address and bank account details as obtained from my DP for the purpose of making payment consideration and also mailing the aforementioned instruments.

Bank Details (To be mandatorily filled)

You may indicate the preferred mode of receiving payment (Please ✓): Electronic Mode Physical Mode

So as to avoid fraudulent encashment in transit, shareholder(s) holding shares in **physical form** should 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	
Address	
Branch and City	
Account Number	
Type of Account (Example: Savings, Current etc)	
MICR Code	
IFSC Code (For RTGS/NEFT/ ECS/ direct credit)	

Yours faithfully,

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

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

Sr. No. _____

Received from Mr./Ms./M/s _____

Address _____

Physical Shares: Folio No. _____ / Demat Shares: DP ID _____ : Client ID _____

Form of Acceptance cum Acknowledgement along with:

- Physical shares: No. of shares _____ No. of certificates enclosed: _____
- Demat Shares: Copy of delivery instruction for _____ number of shares enclosed

(Tick (✓) whichever is applicable)

Signature of Official: _____ Date of Receipt _____

STAMP

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 Acceptance.

Place: _____

Date: _____

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT / SHARES THAT ARE RECEIVED BY THE REGISTRAR TO THE OFFER AFTER THE OFFER CLOSING DATE I.E. BY 5.00 P.M. ON WEDNESDAY, MAY 16, 2018 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

INSTRUCTIONS

- This Offer will open on **Friday, April 27, 2018** and close on **Wednesday, May 16, 2018**.
- This Form of Acceptance cum Acknowledgement has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Acceptance form.
- The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Open Offer being on a proportionate basis.
- In case of non-receipt of the Letter of Offer, Shareholders may obtain a copy of the same by writing to the Registrar to the Offer, M/s. Niche Technologies Private Limited, D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata-700001 marking the envelope "**GTL-Open Offer**". Alternatively, Shareholders may send their acceptance to the Registrar to the Offer, on a **plain paper** stating their name, address, folio nos., distinctive nos., no. of Shares held, no. of Shares tendered (along with documents as mentioned at para 7.7 of Letter of Offer if Shares are in physical form) and DP name, DP ID, beneficiary account number (along with documents as mentioned at para 7.8 of Letter of Offer if Shares are in dematerialized form) so as to reach the Registrar to the Offer on or before the Offer Closing Date.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- All queries pertaining to this Offer **MUST** be directed to the Registrar to the Offer: **Niche Technologies Private Limited**
- Registered Shareholders holding registered Shares** in physical form should submit the Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein, by the holders of the Shares, along with the original Share certificate(s) and valid Share transfer deed(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the Share transfer deed(s).
- Registered Shareholders holding Shares in dematerialised form** should submit the Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the DP along with Photocopy or counterfoil of the delivery instructions in "off market" mode duly acknowledged by the shareholders' DP, in favour of the Special Depository Escrow Account. **PLEASE ENSURE THAT SHARES ARE CREDITED INTO THE SPECIAL DEPOSITORY ESCROW ACCOUNT, BEFORE THE CLOSURE OF THE OFFER.** The Form of Acceptance cum Acknowledgement of such shares in demat form which are not credited into the Depository Account before the closure of the Offer will be rejected.
- In case of Shares held in joint names**, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement and in the Shares transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
- In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special

Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

- Unregistered Shareholders who hold physical Shares** and who desire to accept this Offer, will have to communicate their acceptance in writing to the Registrar to the Offer on a plain paper stating the name, address, number of Shares held, number of Shares tendered, distinctive numbers, folio number or Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein together with the original contract note issued by the broker through whom they acquired the Shares, the Share certificate(s), valid Share transfer deed(s), duly executed in favour of the unregistered owner as the proposed transferee(s), along with self attested copy of PAN card of all the proposed transferee(s), an additional valid Share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Shareholder(s) in the same order and duly witnessed at the appropriate place. The details of buyer should be left blank failing which the same will be invalid under this Offer. The details of the buyer will be filled by the Registrar to the Offer, upon verification of the Form of Acceptance cum Acknowledgement and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance. In case the Share certificate(s) and Shares transfer deed(s) are lodged with the Target Company/its Registrar and Share Transfer Agent for transfer, then the Form of Acceptance cum Acknowledgement shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its Registrar and Share Transfer Agent, of the Share certificate(s) and Shares transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or in person to the Registrar to the Offer. The sole/first Shareholder may also mention particulars relating to savings account /current account / Non-Resident External (NRE) account / Non-Resident Ordinary account (NRO) / others (please specify) number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form of Acceptance cum Acknowledgement, to enable the Registrar to the Offer to print the said details in the payment instrument after the name of the payee.
- Non-resident Shareholders** should enclose copy(ies) of permission received from the RBI/FIPB/any other regulatory body to acquire Shares held by them in the Target Company.
- NRIs, OCBs and other foreign Shareholders are required to furnish Banker's Certificate certifying inward remittances of funds for acquisition of Shares of the Target Company.
- In case of bodies corporate**, the necessary corporate authorization (including certified copy of board and / or general meeting resolution(s) and signature(s) of the authorized signatories duly attested).
- All the Shareholders** should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
 - Duly attested death certificate and succession certificate (in case of single Shareholder) in case the Original Shareholder has expired.
 - Duly attested power of attorney if any person apart from the Shareholder has signed the Form of Acceptance cum Acknowledgement or Shares transfer deed(s).
 - No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

NOTE: THE FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT 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 TENDERING THE SHARES IN THIS OFFER, REFER TO THE LETTER OF OFFER.

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

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