

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT  
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)**

**Bid Number:**

**Date:**

BUYBACK OPENS ON	September 19, 2017	
BUYBACK CLOSES ON	October 03, 2017	
<b>For Registrar / Collection Centre use</b>		
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>
<b>Status (please tick appropriate box)</b>		
<input type="checkbox"/> Individual	<input type="checkbox"/> FII/FPI	<input type="checkbox"/> Insurance Company
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/FI	<input type="checkbox"/> Pension/PF
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (Specify)
<b>India Tax Residency Status: Please tick appropriate box</b>		
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of _____ (Eligible shareholder to fill country of residence).
<b>Route of Investment (For Non Resident Shareholders only): Please tick appropriate box</b>		
<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Investment Scheme	<input type="checkbox"/> Others

To,

**The Board of Directors**

**Sobha Limited,**

C/o Link Intime India Private Limited,

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083.

**Dear Sir/Madam,**

**Subject: Letter of Offer dated September 6, 2017 to Buy-back of not exceeding 14,58,823 (Fourteen Lakh Fifty Eight Thousand Eight Hundred Twenty Three) fully paid-up equity shares of Sobha Limited (“Company”) of the face value of ₹10 each (“Equity Shares”) at a price of ₹425 (Rupees Four Hundred Twenty Five only) per Equity Share payable in cash (“Buy-back”).**

- I/We (having read and understood the Letter of Offer dated September 6, 2017) hereby tender/ offer my/ our Equity Shares in response to the Buy-back on the terms and conditions set forth below and in the Letter of Offer.
- I/ We authorise the Company to Buy-back the Equity Shares tendered (as mentioned below) or lesser number as the Board may decide and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
- I/We hereby affirm and warrant that the Equity Shares comprised in this tender/ offer are offered for Buy-back by me/us are free from all liens, pledges, equitable interest, charges and encumbrance.
- I/We declare and warrant that there are no restraints/injunctions or other order(s)/covenants of any nature which limits/restricts in any manner my/our right to tender Equity Shares for Buy-back and that I am/We are legally entitled to tender/offer the Equity Shares for the Buy-back.
- I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the SEBI Buy-back Regulations and circulars issued by SEBI.
- I/We agree that the excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered would be returned to the Eligible Shareholder as per the SEBI Buy-back Regulations and circulars issued by SEBI, the Stock Exchanges and the Clearing Corporation.
- I/We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me/us.
- Details of Equity Shares held and tendered/offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date, i.e. August 28, 2017		
Number of Equity Shares tendered for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back (Including additional Equity Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above their Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be Accepted in accordance with paragraph 19 on “Process and Methodology for the Buy-back” of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

- I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act, 2013 and Rules made thereunder and the SEBI Buy-back Regulations.

Tear along this line

**ACKNOWLEDGMENT SLIP: SOBHA LIMITED – BUYBACK OFFER**

*(To be filled by the Equity Shareholder) (Subject to verification)*

DP ID		Client ID	
Received from Mr./Ms./Mrs.			
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. & DP No. for all future correspondence			Stamp of Broker

10. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

11. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

\* Corporate must affix rubber stamp and sign under valid authority. The Corporate Authorisation should be enclosed with the application form submitted.

12. Applicable for all Non-resident Eligible Shareholders-

I/We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India within seventh day of the succeeding month in which the Equity Shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/us. Details of bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled).

**INSTRUCTIONS**

This Tender Form 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 Tender Form.

1. This Buy-back will open on Tuesday, September 19, 2017 and close on Tuesday, October 3, 2017.
2. The Equity Shares tendered in the Buy-back shall be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the Eligible Shareholder; or (iii) in case of receipt of completed tender application form but non receipt of shares in the special account of the Clearing Corporation or non-receipt of bid in the exchange bidding system.
3. The Eligible Shareholder is required to transfer the Equity Shares under the Buy-back to Clearing Corporation, by using the settlement number through the early pay-in mechanism of Depositories. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number for the Buy-back will be provided in a separate circular which shall be issued at the time of issue opening by Clearing Corporation.
4. Eligible Shareholder who have tendered their Equity Shares in the Buy-back shall deliver the Tender Form duly signed (by all Eligible Shareholder in case Equity Shares are held in joint names) in the same order in which they hold the shares, along with the TRS generated by the stock exchange bidding system either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back, so that the same are received not later than 2 (two) days of Buy-back Closing Date (Thursday, October 5, 2017) by 5:00 p.m. The envelope should be super scribed as "Sobha Limited Buyback Offer 2017". In case of non-receipt of the completed Tender Form and other documents, but receipt of demat Equity Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for the Eligible Shareholder holding the demat Equity Shares. The tendering of demat Equity Shares in the Buy-back shall be rejected for the Eligible Shareholder holding demat Equity Shares even in case of receipt of the completed Tender Form and other documents but non-receipt of demat Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the stock exchange bidding system.
5. The Eligible Shareholder who have tendered their demat Equity Shares in the Buy-back 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 partial Acceptance.
6. For the procedure to be followed by Equity Shareholder for tendering in the Buy-back, please refer to Paragraph 20 of the Letter of Offer.
7. All documents sent by Eligible Shareholder will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
8. Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI).
9. All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

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**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:**

**INVESTOR SERVICE CENTRE, SOBHA LIMITED BUY-BACK OFFER 2017**  
**Link Intime India Private Limited**  
 C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai, Maharashtra, 400083  
**Telephone:** 022 49186200; **Facsimile:** 022 49186195  
**Email:** sobha.buyback2017@linkintime.co.in **Website:** www.linkintime.co.in  
**Contact Person:** Mr. Sumeet Deshpande