

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

Bid Number:

Date:

BUYBACK OPENS ON	September 19, 2017	
BUYBACK CLOSES ON	October 03, 2017	
For Registrar/Collection Centre use		
Inward No.	Date	Stamp
Status (please tick appropriate box)		
<input type="checkbox"/> Individual	<input type="checkbox"/> FII/FPI	<input type="checkbox"/> Insurance Co
<input type="checkbox"/> Foreign Co	<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)
India Tax Residency Status: Please tick appropriate box		
<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).
Route of Investment (For Non Resident Shareholders only): Please tick appropriate box		
<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 certificates for the physical 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 Company is not obliged to accept any Equity Shares offered for Buy-back where loss of Equity Share certificates has been notified to the Company.
- I/We irrevocably and unconditionally agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid as per the SEBI Buy-back Regulations and circulars issued by SEBI.
- I/We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me/us.
- 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.
- 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 entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buyback (including additional Equity Shares, if any)		

Note: Eligible Shareholders may tender Equity Shares over and above their Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholders up to the Buy-back Entitlement of such Eligible Shareholders shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholders over and above the Buy-back Entitlement of such Eligible Shareholders 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 Shareholders over and above the number of Equity Shares held by such Eligible Shareholders as on the Record Date shall not be considered for the purpose of Acceptance.

- I/We authorise the Company to split the certificates for physical Equity Share and issue a new consolidated certificates for physical Equity Share for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered by me/us in the Buy-back.

Tear along this line

ACKNOWLEDGMENT SLIP: SOBHA LIMITED – BUYBACK OFFER
(To be filled by the Equity Shareholder) (Subject to verification)

Folio No.			
Received from Mr./Ms./Mrs.			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In Figures)		(In Words)	
Please quote Folio No. for all future correspondence	Stamp of Broker / Registrar		

11. Details of Equity Share Certificate(s) enclosed: _____ Total No. of Share Certificates Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
4					
Total					

In case the number of folios and share certificates enclosed exceed 4 nos., Please attach a separate sheet giving details in the same format as above

12. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

13. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Previous RBI approvals for acquiring the Equity Shares of Sobha Limited hereby tendered in the Offer
<input type="checkbox"/>	Death Certificate	<input type="checkbox"/>	Succession Certificate
<input type="checkbox"/>	Self-attested copy of PAN	<input type="checkbox"/>	Corporate Authorisations
<input type="checkbox"/>	TRS	<input type="checkbox"/>	Others (please specify)

14. 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.

15. 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.

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

- This Buy-back will open on Tuesday, September 19, 2017 and close on Tuesday, October 3, 2017.
- Eligible Shareholders(s) who wish to tender their Equity Shares in response to this Buy-back should deliver the following documents so as to reach the Registrar to the Buy-back on or before Thursday, October 5, 2017 (by 05:00 p.m.). Non-receipt of the below mentioned documents by the Registrar to the Buy-back on or before Thursday, October 5, 2017 (by 05:00 p.m.) shall result in the rejection of the tendered Equity Shares:
 - The Tender form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold shares;
 - Original certificate(s) for physical Equity Shares;
 - Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all Eligible Shareholders in case the Equity shares are held in joint names, in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorising the transfer in favour of the Company.
 - Self-attested copy of the Permanent Account Number (PAN) Card of all Eligible Shareholders.
 - A cancelled cheque of the Account where the funds are to be credited
- Any other relevant documents such as (but not limited to):
 - Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form.
 - Notarised copy of death certificate/succession certificate or probated will, if the original Eligible Shareholder(s) is deceased.
 - Necessary corporate authorisation, such as Board Resolutions/General Meeting Resolutions, etc., in case of companies.
 - In addition to the above, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the documents viz., valid Aadhar Card, Voter identity card or Passport.
- Eligible Shareholders to whom the offer for the Buy-back is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their Buy-back Entitlement, but not exceeding their holding as on the Record Date.
- All documents sent by the Shareholder Broker/custodian will be at their own risk and the Shareholder Broker/custodian is advised to adequately safeguard their interests in this regard. 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.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) The documents mentioned in the Tender Form for Eligible Shareholder holding physical Equity Shares are not received by the Registrar to the Buy-back on or before the close of business hours of Thursday, October 5, 2017 by 05:00 p.m.; (ii) If the certificates of physical Equity Shares is not enclosed with the Tender Form; (iii) If the transfer/transmission of physical Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholder; (iv) If the Eligible Shareholder bid the Equity Shares but if the Registrar to the Buy-back does not receives the certificate for physical Equity Shares tendered in the Buy-back; or (v) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or the Registrar to the Buy-back.
- 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).
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line

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 FOLIO NUMBER:

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