

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

Date:

BUYBACK OPENS ON		Thursday July 20, 2023	
BUYBACK CLOSSES ON		Thursday August 3, 2023	
<b>For Registrar 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"/>	Foreign Co	<input type="checkbox"/>	Insurance Co
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	NR/OCB
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Bank/FI
<input type="checkbox"/>		<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>		<input type="checkbox"/>	Pension/PF
<input type="checkbox"/>		<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"/>		<input type="checkbox"/>	Resident of <i>(Shareholder to fill country of residence)</i>
<b>Route of Investment (For NR Shareholders only)</b>			
<input type="checkbox"/>	Portfolio Investment Scheme		<input type="checkbox"/>
<input type="checkbox"/>			Foreign Investment Scheme

To,  
The Board of Directors,  
CAPRICON REALTY PRIVATE LIMITED

Sir Vithaldas Chambers, 16, Mumbai Samachar Marg, Mumbai – 400 001,  
Maharashtra, India

Dear Sir/ Madam,

**Sub: Letter of Offer dated July 11, 2023 in relation to the Buyback of not exceeding 875 (Eight Hundred Seventy Five only) Equity Shares of Capricon Realty Private Limited (hereinafter referred as "the Company") at a price of INR 3,60,000/- (Indian Rupees Three Lakh Sixty Thousand only) per Equity Share ("Buyback Offer Price") payable in cash (the "Buyback")**

- I / We (having read and understood the Letter of Offer dated July 11, 2023 issued by the Company) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to Company to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare 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 Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per Letter of Offer (Paragraph 17.18).
- The 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 prorated Buyback decided by the Company. Further, Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Shareholder as per the provisions of Companies Act, 2013.
- I / We agree to return to the Company any Buyback 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 affect the Buyback in accordance with the Companies Act, and the rules made thereunder and the extant applicable foreign exchange regulations.
- 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 affect the Buyback in accordance with the Companies Act, and any other applicable laws.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on Buyback is on me/us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (June 30, 2023)		
Number of Equity Shares offered for Buyback		

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**ACKNOWLEDGMENT SLIP: CAPRICON REALTY PRIVATE LIMITED  
BUYBACK OFFER 2023**

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

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

14. Applicable for all Non-Resident Shareholders only:

- I / We undertake to pay income taxes in India on any income arising on such Buyback in accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

15. Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., "Capricon Realty Private Limited" and the price at which the Equity Shares are being transferred i.e., "Price determined in accordance with the Companies Act" duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

16. 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				

17. Equity Shareholders Details:

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

\* Non-individual Shareholders must affix rubber stamp and sign under valid authority. The relevant authorization should be enclosed with the application form submitted.

**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 Buyback will open on July 20, 2023 and close on August 3, 2023.
- 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.
- Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective DP by indicating the details of Equity Shares they intend to tender under the Buyback offer.
- Shareholders may submit their duly filled Tender Form to the Company (as mentioned in paragraph 17 (Procedure for Tendering Shares and Settlement) of the Letter of Offer).
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for Shareholders in case of receipt of the completed Tender Form and other documents, but non-receipt of Shares in the special account (Demat Escrow Account), the details of which is mentioned in the Letter of offer (as mentioned in paragraph 17 (Procedure for Tendering Shares and Settlement) of the Letter of Offer).
- The shares in the Offer would be liable to be rejected if (i) the tenderer is not a Shareholder of the Company as on the Record Date (ii) if there is a name and PAN mismatch in the demat account of the Shareholder (iii) in the event of non-receipt of the completed Tender Form and other documents from the Shareholders who were holding shares in physical form as on the Record Date and have placed their tender in dematerialized form. (iv) Incomplete or mismatch information etc.
- The 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 prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the Companies Act.
- Shareholders to whom the Offer is made are free to tender shares but not exceeding their holding as on Record Date.
- For the procedure to be followed by Shareholders for tendering in the Buyback, please refer to paragraph 17 (Procedure for Tendering Shares and Settlement) of the Letter of Offer.
- All documents sent by Shareholders will be at their own risk. Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback, each Shareholder (including the Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law. Further, by agreeing to participate in the Buyback, each Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory / statutory filings and compliances.
- Non-Resident Shareholders must obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- In case of non-receipt of the Letter of Offer, Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Shareholders (in case of joint holding), stating name and address of the Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- Sellers have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback Offer
- For the Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Registrar/ Depository, the Buyback shall be deemed to have been accepted for the Shareholders holding Equity Shares in dematerialized form.

All capitalized items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

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**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO COMPANY AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:**

**Investor Service Centre – CAPRICON REALTY PRIVATE LIMITED  
BUYBACK OFFER 2023**

Sir Vithaldas Chambers, 16, Mumbai Samachar Marg, Mumbai – 400 001,

Tel: (022) 69243300

Contact Person: Ms. Heena Shah Email: [buyback@thackerseygroup.com](mailto:buyback@thackerseygroup.com) Website: [www.capriconrealty.com](http://www.capriconrealty.com)

Investor Grievance ID: [heena@thackerseygroup.com](mailto:heena@thackerseygroup.com)