

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

Date:

BUYBACK OPENS ON		Thursday July 20, 2023	
BUYBACK CLOSES ON		Thursday August 3, 2023	
For Registrar use			
Inward No.	Date	Stamp	
Status (please tick appropriate box)			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/FPI
<input type="checkbox"/>	Foreign Co	<input type="checkbox"/>	NR/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank/FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Co
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension/PF
<input type="checkbox"/>		<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
			Resident of _____ (Shareholder to fill country of residence)
Route of Investment (For NR Shareholders only)			
<input type="checkbox"/>	Portfolio Investment Scheme	<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 up to 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 (the "Buyback Price") payable in cash (the "Buyback")

- I/We (having read and understood the Letter of Offer dated July 11, 2023) 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 authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the 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) of any nature which limits / restricts in any manner my / our right to tender Equity Shares in the Buyback and that I / we am / are legally entitled to tender the Equity Shares in the Buyback.
- I/We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back 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 the Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I/We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I/We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Shareholder.
- I/We authorize the Company to split the share certificate/s and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback
- 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 Buyback in accordance with the Act.
- Shareholders holding Equity Shares in physical form are advised to get their shares dematerialized before tendering their Equity Shares in the Buyback
- 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.
- Details of Equity Shares held and tendered / offered for Buyback.

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

Tear along this line
ACKNOWLEDGMENT SLIP: CAPRICON REALTY PRIVATE LIMITED
BUYBACK OFFER 2023
 (To be filled by the Shareholder) (Subject to verification)

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

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/his duly appointed agent and in the latter case, also enclose the power of attorney.

16. Details of share certificate/s:

Total No. of Share Certificates submitted:

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

In case the number of folios and share certificates enclosed exceed four, please attach a separate sheet giving details in the same format as above

17. Equity Shareholders bank details:

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

18. Details of other documents (Please as appropriate, if applicable) enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Corporate Authorization
<input type="checkbox"/>	Succession Certificate	<input type="checkbox"/>	Permanent Account Number (PAN) Card
<input type="checkbox"/>	Self-attested copy of Permanent Account Number (PAN) Card	<input type="checkbox"/>	TRS
<input type="checkbox"/>	Others (please specify)	<input type="checkbox"/>	Others (please specify)

19. Equity Shareholders Details:

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

* Corporate shareholders must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.

INSTRUCTIONS

- i. The Buyback will open on Thursday July 20, 2023 and close on Thursday August 3, 2023.
- ii. 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.
- iii. Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Company on or before **Thursday August 3, 2023 by 5.00 pm (IST)** (i) The relevant Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares (v) Form ISR-2 (by all Shareholders in case of Signature Verification) (vi) Cancelled cheque. For Further details, please see the procedure as specified in the Paragraph 17 entitled "Procedure for Tender Offer and Settlement" of the Letter of Offer.
- iv. In case of non-receipt of the Letter of Offer, Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate/s, copy of Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Company not later than Buyback Closing Date i.e., **Thursday August 3, 2023 by 5.00 pm (IST)**.
- v. Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Seller is deceased; and (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies.
- vi. Shareholders to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
- vii. All documents sent by the shareholders will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to Paragraph 17 of the Letter of Offer.
- viii. 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) If there is any other Company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Shareholders; (iii) If the Shareholders tender Equity Shares but the Company does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar; and (v) in case the Transfer Form – SH4 is not witnessed. 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 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.
- ix. By agreeing to participate in the Buyback, each Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory / statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. 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.

All capitalized terms shall have the meanings ascribed to it in the Letter of Offer

Tear along this line

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@thackersevgroup.com **Website:** www.capriconrealty.com
Investor Grievance ID: heena@thackersevgroup.com **Corporate Identification Number:** U51100MH1996PTC100126