

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

Bid Number: _____

BUY BACK OPENS ON:	DECEMBER 31, 2020
BUY BACK CLOSES ON:	JANUARY 13, 2021
For Registrar / Collection Centre Use	
Centre Code	Inward No.
Date	Stamp

Telephone No: _____
 Email ID: _____

Date : _____

To,
 Board of Directors
Kanchi Karpooram Limited
Registered Office: Parandur Road, Enathur Village, Karaipettai Post,
 Kanchipuram, Tamil Nadu, 631552, India;
Corporate Office: No.1 Barnaby Avenue, Barnaby Road, Kilpauk,
 Chennai, Tamil Nadu, 600010, India.

Status: Please tick appropriate box		
<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investors	<input type="checkbox"/> Insurance Company
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> Non Resident Indian / OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / Financial Institution	<input type="checkbox"/> Pension / Provident Fund
<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/> Proprietorship firm / 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
Route of Investment (For Non-Resident Shareholders only)	<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Direct Investment

Dear Sirs,

Sub: **Letter of Offer, dated December 18, 2020, to Buyback not exceeding 2,20,000 Equity Shares of Kanchi Karpooram Limited (the "Company") at a price of Rs. 405/- (Rupees Twelve) per Equity Share (the "Buyback Offer Price") payable in cash ("Buyback")**

- I/We, (having read and understood the Letter of Offer dated December 18, 2020) hereby tender/ offer my/ our Equity Shares in response to the Buy-back in accordance with the terms and conditions set out below and in the Letter of Offer.
- I/ We authorize the Company to Buy-back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares accepted.
- I/ We hereby affirm that the Equity Shares comprised in this tender/ offer offered for the Buy-back by me / us are 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 for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for the Buy-back.
- I / We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
- 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, as amended and the rules made thereunder and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.
- I/We agree that the excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered would be returned to the Selling Member by the Clearing Corporation / Stock Exchange during settlement.
- 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 buy-back 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 buy-back of 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 Buy-back consideration that may be wrongfully received by me / us.
- This clause is applicable for Non-Resident Shareholders only:**
 • 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 RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other the rules and regulations, for tendering Equity Shares in the Buy-back, and also undertake to comply with the reporting requirements, if applicable, 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 Offer:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares Entitled for Buy Back (Buy Back Entitlement)		
Number of Equity Shares offered for Buy Back		

Note: An Eligible Shareholder may tender Equity Shares over and above his/her 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 the Letter of Offer. Equity Shares tendered by any Shareholders 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.

12. Details of Account with Depository Participant:

Name of the Depository (Tick whichever is applicable)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
Name of the Depository Participant	
DP ID No.	
Client ID No with the DP	

----- Tear along this line -----

Acknowledgement Slip

Kanchi Karpooram Limited – Buy Back

(to be filled by the Eligible Person) (subject to verification)

DP ID : _____

Client ID : _____

Received from Mr./Ms./M/s. _____ Form of Acceptance-cum-Acknowledgement along with No. of Equity Shares offered for Buy Back (In Figures) _____ (In Words) _____

Please quote Client ID No. & DP ID No. for all future correspondence

**STAMP OF
BROKER**

13. Details of Equity shareholders:

	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 First/Sole Equity shareholder				
Telephone No. / Email ID				

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

INSTRUCTIONS

1. The Buy-back will open on December 31, 2020 and close on January 13, 2021.
2. 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.
3. Eligible Shareholders, who desire to tender their equity shares in the dematerialized form under the buyback would have to do so through their respective selling member by indicating the details of equity shares, they intend to tender under the buyback.
4. The Equity Shares tendered in the Offer shall be rejected if (i) the Eligible Shareholder is not a shareholder of the Company as on the Record date, (ii) if there is a name mismatch in the demat account of the Eligible Shareholder, (iii) in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation, (iv) a non-receipt of valid bid in the exchange bidding system.
5. 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 in case of excess Equity Shares due to the Buy-back being on a proportionate basis in terms of the Ratio of Buy-back.
6. In case of non receipt of the letters of offer, eligible shareholders holding equity shares may participate in the buyback by providing their application in a plain paper in writing signed by all eligible shareholders (in case of joint holdings) stating name and address of eligible shareholders, no. of equity shares held as on the record date, client id no. DP name, DPID, beneficiary account no. and no. of equity shares tendered for the buyback.
7. Eligible Shareholders to whom 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 entitlement.
8. For the procedure to be followed by Eligible Shareholders for tendering in the Buy-back, please refer to the section entitled "Procedure to be followed by equity shareholders holding equity shares in the dematerialised form" on page 29 of the Letter of Offer.
9. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
10. Shareholders who do not have a trading account are required to open a trading account with any trading member and generate Unique Client Code number ("UCC"). Trading Members to ensure UCC of the Investor is registered and/ or updated stating the correct PAN Number in the UCC database of BSE.
11. Non-Resident Equity 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 (the "FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buy-back, 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. The Non-Resident Equity Shareholders shall obtain and submit such approvals along with the Tender Form, so as to be eligible to tender Equity Shares in the Buy-back and for the Company to purchase such Equity Shares tendered in the Buy-back. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and will also have the right to not accept the Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted in the manner specified above.
12. By agreeing to participate in the Buy-back, the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
13. In case any registered entity 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, shall 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.
14. The Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by 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 Shareholders holding Equity Shares in demat form.

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

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY BACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID & DP ID.

CAMEO CORPORATE SERVICES LIMITED

Unit: Kanchi Karpooram Limited- Buy Back

“Subramanian Building”, No.1, Club House Road, Chennai – 600 002, Tamilnadu, India,

Email: investor@cameoindia.com; **Website:** www.cameoindia.com; **Contact Person: Ms. Sreepriya. K**

Tel: +91 44 4002 0700; **Fax:** +91 44 2846 0129;

Fax No.: +91 22 62638299