

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

Date:

<b>BUY BACK OPENS ON:</b>	<b>Monday, March 12, 2018</b>	
<b>BUY BACK CLOSES ON:</b>	<b>Friday, March 23, 2018</b>	
For Registrar		
Inward No.	Date	Stamp

To,

**Board of Directors**

**BALRAMPUR CHINI MILLS LIMITED,**

FMC Fortuna, 2nd Floor, 234/3A, A.J.C.

Bose Road, Kolkata – 700 020

Individual

Insurance Companies

Company

**Status: Please tick appropriate box**

Foreign Institutional Buyer

Other NIB

Financial Institution

Mutual Fund

Other QIBs

Dear Sir / Madam,

**Sub: Letter of Offer dated March 08, 2018 to Buy Back not exceeding 66,00,000 Equity Shares of Balrampur Chini Mills Limited (the “Company”) at a price of ₹150 (Rupees One Hundred Fifty only) per Equity Share (the “Buy Back Offer Price”) payable in cash**

- I/We (having read and understood the Letter of Offer dated March 08, 2018) hereby tender/offer my/our Equity Shares in response to the Buy Back on 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.
- I/We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buy Back 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 for Buy Back and that I/we am/are legally entitled to tender the Equity Shares for Buy Back.
- I/We agree that the Company will pay the consideration as per secondary market mechanism.
- I/We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Buy Back Offer in the demat a/c from where I/we have tendered the Equity Shares in the Buy Back. In case if for any reason the Equity Shares cannot be credited to the above demat account, I/we agree to receive a single share certificate for the unaccepted Equity Shares in physical form.
- 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 the Buy Back Regulations.
- Details of Equity Shares held and tendered / offered for Buy Back 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 Person may tender Equity Shares over and above his/her Buy Back Entitlement. Number of Equity Shares validly tendered by any Eligible Person up to the Buy Back Entitlement of such Eligible Person shall be accepted to the full extent. The Equity Shares tendered by any Eligible Person over and above the Buy Back Entitlement of such Eligible Person shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Equity Shareholders over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not be considered for the purpose of Acceptance.

- Details of Account with Depository Participant (DP):

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 with the DP		

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

**Acknowledgement Slip: Balrampur Chini Mills Limited – Buy Back**  
(to be filled by the Eligible Person) (subject to verification)

Folio No./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) \_\_\_\_\_

STAMP OF BROKER

(In Words) \_\_\_\_\_

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


11. 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 First/ Sole Equity Shareholder				
Telephone No. / Email ID				

\*Corporate must affix rubber stamp

**INSTRUCTIONS**

1. This Offer will open on March 12, 2018 and close on March 23, 2018.
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. The shares in the Offer shall be rejected if the Eligible Person is not a shareholder of the Company as on the Record date, if there is a name mismatch in the demat account of the Shareholder.
4. 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 buy back as decided by the Company.
5. Eligible Persons to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
6. All documents sent by Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.
7. Eligible Shareholders have to fill up the EVENT number issued by Depository in the column for settlement details alongwith 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 shares can be tendered for buyback offer.

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

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

**KARVY COMPUTERSHARE PVT. LTD.**

**Unit: BALRAMPUR CHINI MILLS LIMITED**

Karvy Selenium Tower B, Plot Number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032

**Tel.:** +91 40 6716 2222; **Fax:** +91 40 2343 1551, **Contact Person:** Mr. M Murali Krishna

**Email:** [bcml.buybackoffer@karvy.com](mailto:bcml.buybackoffer@karvy.com), **Website:** [www.karvycomputershare.com](http://www.karvycomputershare.com)