

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

BUY BACK OPENS ON :	Wednesday, September 03, 2014		
BUY BACK CLOSES ON :	Tuesday, September 16, 2014		
For Registrar / Collection Centre Use			
Centre Code	Inward No.	Date	Stamp

Telephone No: \_\_\_\_\_

Email Id: \_\_\_\_\_

Date: \_\_\_\_\_

**Status: Please tick appropriate box**

To Board of Directors Riddhi Siddhi Gluco Biols Limited, 701, Sakar-1, Opp. Gandhigram Railway Station, Ashram Road, Ahmedabad – 380 009, Tel. No.: +91 79 26581000 Fax: +91 26580894	<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	<input type="checkbox"/> Partnership/ Proprietorship firm/ LLP	<input type="checkbox"/> Others

**India Tax Residency Status: Please tick appropriate box**  Resident in India  Non Resident in India

**Route of Investment (For NR Shareholders only)**  Portfolio Investment Scheme  Foreign Direct Investment

Dear Sirs,

**Sub: Letter of Offer dated August 22, 2014 to Buy-Back up to 23,69,575 Equity Shares of Riddhi Siddhi Gluco Biols Limited (the “Company”) at a price of ₹ 450 (Rupees Four Hundred and Fifty only) per Equity Share (the “Buy-Back Offer Price”) payable in cash**

- I/We (having read and understood the Letter of Offer dated August 22, 2014 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 through an off market transfer.
- 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 Buy-Back 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 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 and the Buy-Back Regulations.
- I/We hereby give our consent to the Company/Registrar/Manager to the Buy-Back to obtain my/our bank account details from the Depositories for the purpose of crediting the consideration for the Equity Shares accepted in the Buy-Back.
- 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 clause 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 considered for the purpose of Acceptance.

11. 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		

12. I/We hereby declare that we have instructed the above-mentioned DP, with whom, I/We hold an account to transfer the number of Equity Shares offered by me/us for Buy-Back and as mentioned under serial number 10 above to Riddhi Siddhi Gluco Biols Limited (NSDL Client Id No. 11440584) held with Ventura Securities Limited (DP ID No. IN303116). A copy of delivery instruction issued to the DP, duly endorsed by the DP is enclosed.

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

- Power of Attorney
- Previous RBI approvals for acquiring the Equity Shares of Riddhi Siddhi Gluco Biols Limited hereby tendered in the Buy-Back
- Death Certificate
- Corporate authorisations
- Succession Certificate
- Others (please specify) : \_\_\_\_\_
- Permanent Account Number (PAN Card) required for Non-Resident Shareholders)

14. Tax Certification (NRIs / OCBs / FIIs / FPIs / Other Non-Resident Eligible Person only)

NRI or an FII or an FPI or a non-resident Eligible Person should certify whether the Equity Shares held by them are held on investment / capital account or on trade account.

Please refer to the Letter of Offer regarding withholding tax. Eligible Person are also advised to consult their tax advisors for the applicable tax provisions including the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take including submitting any documents to the Company for the purpose of deduction of tax.

I / We certify that the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment are held:

- On Investment/Capital Account  on trade account/to be taxed as Business Profits

I / We certify that the Equity Shares referred to in clause 10 of this Form of Acceptance cum Acknowledgment were acquired by me in:

- In convertible foreign exchange  other than convertible foreign exchange

I / We certify that the tax deduction on the Equity Shares referred to in serial number 10 of this Form of Acceptance cum Acknowledgment is to be deducted on account of:

- Short Term Capital Gains  Long Term Capital Gains  Business Profits

I/We certify that we have a Permanent Account Number (PAN) obtained from the Indian Revenue authorities which is and have enclosed a copy of the PAN card

Order from Income-tax authorities enclosed specifying (if applicable) :

- Non deduction of tax at source  Deduction at lower rate - \_\_\_\_\_ please mention rate specified in order

I/We have enclosed the following (if applicable) :

- Evidence of eligibility for claiming any double taxtreaty benefit : Tax
- Residency Certificate
- Form 10F
- Any others, please specify - \_\_\_\_\_
- Declaration for no-permanent establishment of non-resident in India

Applicable only for FII / FPI Equity Shareholders

- The FII / FPI hereby undertakes that: (a) it has a valid tax residency certificate; (b) it is registered with the Securities and Exchange Board of India ('SEBI') as a Foreign Institutional Investor ('FII') / Foreign Portfolio Investor ('FPI') SEBI Registration No \_\_\_\_\_ (c) it does not have a permanent establishment in India; and (d) the amount received by it as a part of the Buy-Back constitutes capital gains and does not constitute business income for it and that similar gains (if any) have been taxed as capital gains by the tax authorities in India in the past (Note: Please enclose a certificate of tax residency from the appropriate authority of the relevant country and all such other relevant documents)

The FII / FPI hereby also undertakes to indemnify the Company against any and all direct losses, including reasonable costs and expenses incurred in respect thereof, arising out of or in connection with any vicarious liability on the Company raised by the tax department for any tax recoverable from the FII / FPI in relation to the consideration paid by the Company to the FII / FPI in the Buy-Back.

Applicable only for non-residents other than FIIs / FPIs:

- The Eligible Person hereby undertakes that the Double Taxation Avoidance Agreement between India and \_\_\_\_\_ (please insert the applicable jurisdiction) is applicable to it (Note: Please enclose a certificate of tax residency from the appropriate authority of the relevant country and all such other relevant documents)

The Eligible Person hereby also undertakes to indemnify the Company against any and all direct losses, including reasonable costs and expenses incurred in respect thereof, arising out of or in connection with any vicarious liability on the Company raised by the tax department for any tax recoverable from the Eligible Person in relation to the consideration paid by the Company to such Eligible Person in the Buy-Back.

15. Details of Bank Account of the First / Sole Equity Shareholder to be incorporated in the consideration warrant. (to be mandatorily filled):

Name of the Bank	
Branch & Address of the Branch	
City & Pincode	
Account No.	
Type of Account	
MICR No. (9 digits code no. appearing on the MICR band of the cheque supplied by your Bank)	
IFSC Code (for RTGS/NEFT)	
SWIFT code	

Mode of Payment (Please tick)  Electronic  Physical

**16. 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 Share Holder				
Telephone No. / Email ID				

\*corporate must affix rubber stamp

**Applicable for all Non-Resident Shareholders:**

Under FEMA, form FC-TRS has to be filed within 60 days from the date of remittance of the payment consideration and in order to facilitate the filing of FC-TRS, the Company would file the same on behalf of Non-Resident Shareholders and any other regulatory reportings, wherever required. By agreeing to participate in the Buy-Back, Non-Resident Shareholders holding Equity Shares in the Company hereby, give an irrevocable mandate to the Company as given below. This Letter of Mandate may be used by the Company to file FC-TRS with Authorised Dealer Bank as per Regulatory requirements.

Letter of Mandate:

I/We hereby authorise the Company to execute and perform all or any of the acts, deeds, matters and things, as may be necessary, desirable or appropriate for and in relation to the sale and transfer of the Equity Shares tendered and accepted under the Buy-Back, fully and effectively in favour of the Company, in terms of the Buy-Back Regulations, including the power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings and any such information demanded from time to time by any regulatory or statutory authorities in India including FEMA Regulations of Reserve Bank of India, that may be necessary or proper to be made, signed, sealed, executed, delivered, acknowledged and performed on my/our behalf and for such or any of the purposes of these powers. Further, I / We hereby declare that:

I. I/ We, was/were holding the Equity Shares as per under erstwhile FERA/ FEMA Regulations on

repatriation  non repatriation basis

II. I/We bought/hold Equity Shares within the sectoral limits under  FDI Policy  PIS

Purchased shares with approval from RBI during approval regime under FERA/FEMA

(Please tick the appropriate applicable box above)

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Signature(s)*				

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**ACKNOWLEDGEMENT SLIP: Riddhi Siddhi Gluco Biols Limited Buy-Back**

(to be filled by the Equity Shareholder) (subject to verification)

DP ID No.: \_\_\_\_\_

Client ID No.: \_\_\_\_\_

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) \_\_\_\_\_

<b>Stamp of Collection Centre &amp; Date</b>

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

## INSTRUCTIONS

1. This Offer will open on Wednesday, September 03, 2014 and close on Tuesday, September 16, 2014.
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. For the purpose of Buy-Back Offer, the Company has a Designated Depository account with a Depository Participant (DP) as detailed below:

NSDL CLIENT ID	11440584
DP Name	Ventura Securities Limited
DP ID	IN303116
Client Account Name	LIPL RSGBL BUY BACK ESCROW DEMAT ACCOUNT
Depository	NSDL

Beneficial owners having their beneficiary accounts with CDSL have to use inter-depository delivery instruction slip for the purposes of crediting their Equity Shares in favour of the special depository account with NSDL.

4. Eligible Persons who wish to tender their Equity Shares in response to the Buy-Back should deliver the following documents so as to reach before the close of business hours at the respective Collection Centers (as mentioned in the Letter of Offer) on or before Tuesday, September 16, 2014 by 5 PM. Eligible Persons residing at locations where there are no collection centres should send their response to the Registrar to the Buy-Back:
  - a) The relevant Tender Form duly signed (by all Eligible Persons in case the shares are in joint names) in the same order in which they hold the shares.
  - b) Copy of delivery instruction issued by Eligible Persons to their DP for transferring the Equity Shares tendered for Buy-Back, to the Company's DP account with Ventura Securities Limited. **Copy of the delivery instruction should be duly endorsed by the DP of the Equity Shareholder**, to whom the original delivery instruction should be handed over.
5. In the delivery instruction please use the "For Off-Market Trades (Receiver Details)" box. Fill in "Ventura Securities Limited" against DP Name, "IN303116" against the DP ID and "11440584" against Client ID. The date of execution entered in the delivery instruction should be after the date of opening of the Buy-Back and on or before the last date of submission of the Tender Form to the Collection Centres or on or before the date of mailing of the Tender Form to the Registrar to the Buy-Back Offer, as the case may be, but not in any case later than the date of closing of the Buy-Back.
6. In case of non-receipt of the aforesaid documents from Eligible Persons other than Non – Resident Shareholders, but receipt of shares in the Designated Depository Account, the Sub-Committee shall take appropriate decision in respect to such tendered shares.
7. 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.
8. In case of non-receipt of the Letter of Offer, Eligible Persons may send their application in plain paper in terms of the procedure disclosed in clause 20.xi of the Letter of Offer.
9. Equity Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not be limited to):
  - Duly attested Power of Attorney, if any person other than the Eligible Persons has signed the relevant Tender Form
  - Duly attested death certificate / succession certificate in case any Eligible Person has expired.
  - Necessary corporate authorization, such as Board Resolutions, etc. in case of companies.
  - Previous RBI approval for holding the Equity Shares of Riddhi Siddhi Gluco Biols Limited hereby tendered in the Buy-Back.
10. 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.
11. It is mandatory for Eligible Persons to indicate the bank account details to which the consideration would be payable at the appropriate place in Tender Form.
12. All documents sent by Eligible Persons will be at their own risk. Eligible Persons are advised to safeguard adequately their interests in this regard.
13. Non Resident Shareholders are requested to submit documents as mentioned in clause 20.xii of the Letter of Offer

### Notes:

**Multiple tender from the same depository account shall be liable for rejection.**

**Eligible Persons will have to transfer the shares from the same demat account in which they were holding the shares as on the Record Date and in case of multiple demat accounts, shareholders are required to tender the applications separately for each demat account.**

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**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 NO. & DP ID NO.**

### **Link Intime India Private Limited**

Unit: Riddhi Siddhi Biols Limited- Buy-Back

C – 13, Pannalal Silk mills Compound, L B S Marg, Bhandup (W), Mumbai – 400 078 Maharashtra, India

**Tel.:** +91 22 2596 7878 / 6171 5400 **Fax:** +91 22 2596 0329

**Email:** rsgbl.offer@linkintime.co.in

**Contact Person:** Mr. Pravin Kasare