

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

Bid Number:  
Date:

BUYBACK OPENS ON	Thursday, March 02, 2017	
BUYBACK CLOSES ON	Thursday, March 16, 2017	
<b>For Registrar / Collection Centre use</b>		
Inward No.	Date	Stamp
<b>Status (please tick appropriate box)</b>		
Individual	FII/ FPI	Insurance Co.
Foreign Co.	NRI/OCB	FVCI
Body Corporate	Bank/FI	Pension/PF
VCF	Partnership/LLP	Others
<b>India Tax Residency Status: Please tick appropriate box</b>		
Resident in India	Non-Resident in India	Resident of <i>(shareholder to fill in country of residence)</i>

To,  
**The Board of Directors**  
**Gujarat Ambuja Exports Limited**  
"Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej,  
Ahmedabad - 380 059, Gujarat, India  
C/o Link Intime India Private Limited  
C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai- 400 083, Maharashtra, India

Dear Sirs,

**Sub: Buyback upto 2,36,84,210 Equity Shares of Gujarat Ambuja Exports Limited (the "Company") at a price of ₹ 95 (Rupees Ninety Five only) per Equity Share ("Buyback Offer Price"), payable in cash ("Buyback")**

- I/We (having read and understood the Letter of Offer dated February 21, 2017) 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 Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm and warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.
- I / We declare and warrant 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/ offer the Equity Shares for the Buyback.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by the SEBI.
- I / We undertake 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 effect the Buyback in accordance with the Companies Act, 2013 and rules made thereunder and the Buyback Regulations.
- I / We authorize the Company to split the Equity Share certificates and issue a new consolidated Equity Share certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered by me/us in the Buyback.
- Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (Including Additional Shares)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder 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.

10. Details of Share Certificate(s) Enclosed: Total No. of Share Certificates Submitted:

Serial No.	Folio No.	Share Certificate No.	Distinctive No.		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
<b>Total</b>					

In case the number of folios and equity share certificates enclosed exceed four no.'s, please attach a separate sheet giving details in the same format as above.

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

**Acknowledgement Slip: Gujarat Ambuja Exports Limited – Buyback Offer**  
*(to be filled by the Eligible Shareholder) (subject to verification)*

Ledger Folio No. \_\_\_\_\_ Total No. of Share Certificates submitted \_\_\_\_\_

Received from Shri / Smt. / M/s. \_\_\_\_\_

**Form of Acceptance-cum-Acknowledgement, Original TRS along with:**

No. of Equity Shares offered for Buyback (In Figures) \_\_\_\_\_ (In Words) \_\_\_\_\_

Please quote Ledger Folio No. for all future correspondence

Stamp of Broker

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

- |   |   |
|---|---|
| <input type="checkbox"/> Power of Attorney        | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of Gujarat Ambuja Exports Limited tendered in the Buyback |
| <input type="checkbox"/> Corporate authorizations | <input type="checkbox"/> Death Certificate  |
| <input type="checkbox"/> Succession Certificate   | <input type="checkbox"/> Self attested copy of Permanent Account Number (PAN Card)  |
| <input type="checkbox"/> TRS                      | <input type="checkbox"/> Others (please specify) _____  |

12. Equity Shareholders Details:

	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 the Sole/First Equity Shareholder				

\*Corporate must affix rubber stamp and sign

Applicable for all Non- resident Shareholders- I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with the prevailing Income Tax laws in India within 7<sup>th</sup> day of the succeeding month in which the shares are bought back by the Company. 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.

13. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled)

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

### 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 offer will open on Thursday, March 02, 2017 and close on Thursday, March 16, 2017.
- Eligible Shareholder who wish to tender their Equity Shares in response to this Buyback Offer should deliver the following documents so as to reach before the close of business hours i.e. on or before Saturday, March 18, 2017, to the Registrar to the Buyback. The non-receipt of the below mentioned documents by the Registrar on or before Saturday, March 18, 2017 shall result in the rejection of the tendered Equity Shares:
  - The Tender form duly signed (by all Shareholders in case of shares are in joint names) in the same order in which they hold shares;
  - Original Share Certificates;
  - Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in case of shares are in joint names, in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company.
  - Self-attested copy of the Shareholder's PAN Card.
  - Any other relevant documents such as (but not limited to):
    - Duly attested Power of Attorney registered with the Registrar, if any person other than the Shareholder has signed the relevant Tender Form.
    - Notarized copy of death certificate/succession certificate or probated bill, if the original Shareholder has deceased.
    - Necessary corporate authorization, such as Board Resolutions etc., in case of companies.
  - In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder of the Company would be required to submit a self-attested copy of address proof *inter alia* consisting of any one of the following documents: Valid utility bill not older than two months, Aadhar Card, Voter identity card or Passport.
- Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the record date i.e. February 10, 2017.
- All documents/ remittances sent by or to Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.
- All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the Equity Shares will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others:
  - The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Saturday, March 18, 2017.
  - If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company.
  - If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders.
  - If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the Equity Share certificate.
  - In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.
- By agreeing to participate in Buyback the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power 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.
- Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by such Eligible Shareholder, stating the name of the Eligible Shareholder, address of the Eligible Shareholder, folio number, Share certificate number, number of Equity Shares held and number of Equity Shares tendered and enclosing other relevant documents such as physical Equity Share certificate, copy of PAN card and Form SH-4 in favour of the Company in case of Equity Shares being held in physical form. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by the BSE before the closure of the Buyback.
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

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

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

**Investor Service Centre, Gujarat Ambuja Exports Limited - Buyback Offer**  
**Link Intime India Private Limited**  
 C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400 083, Maharashtra, India  
**Contact Person:** Mr. Dinesh Yadav  
**Tel:** +91 (22) 6171 5400; **Fax:** +91 (22) 2596 0329; **E-mail:** gael.offer@linkintime.co.in