

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

Bid Number: _____

Date: _____

BUYBACK OFFER OPENS ON	MARCH 05, 2018
BUYBACK OFFER CLOSSES ON	MARCH 16, 2018

For the Registrar to the Buyback	
Inward No.	
Date	
Stamp	

Status: Please tick (✓)		
Individual		Foreign Institutional Investor
Foreign Company		Non Resident Indian
Body Corporate		Bank / Financial Institution
VCF		Mutual Funds
Partnership/LLP		Insurance Company
Pension/PF		Others (Specify)

India Tax Residency Status: Please tick appropriate box

Resident in India Non-Resident in India

Resident of _____ (Shareholder to fill the country of residence)

To,

The Board of Directors

Elegant Marbles and Grani Industries Limited

C/o : **Universal Capital Securities Pvt. Ltd.**

21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road,

Andheri (East), Mumbai – 400093, Maharashtra, India

Dear Sir / Madam,

Sub: OFFER FOR BUYBACK OF 8,40,000 (EIGHT LAKH FORTY THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED (THE COMPANY) AT A PRICE OF RS. 205/- (RUPEES TWO HUNDRED AND FIVE ONLY) PER EQUITY SHARE (BUYBACK OFFER PRICE) PAYABLE IN CASH

- I/We (having read and understood the Letter of Offer dated February 21, 2018 issued by the Company), hereby tender my/ Offer my/ our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
- I/We authorize 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 warrant 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 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 the Equity Shares for Buyback.
- I/We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per the provisions of Buyback Regulations and circulars issued by SEBI in this regard.
- I/ We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I/We agree to receive, at my own risk, the invalid/unaccepted Equity Shares under the Buyback Offer in the demat account from where I / We have tendered the Equity Shares 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 Companies Act and the Buyback Regulations.
- Details of Shares held and tendered / offered in the Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (January 25, 2018)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

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Acknowledgement Slip: ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED - BUYBACK OFFER 2017

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

Folio No./DP ID: _____

Client ID: _____

Received from Mr./Ms. _____ Tender Form along with: Number of Equity Shares

offered for Buyback: In Figures: _____ In Words _____

Please Quote Client ID No. and DP ID No. for future correspondence

STAMP OF BROKER

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 the provisions given in 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 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 No. with the Depository Participant	

11. Eligible Shareholders Details:

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

*Corporates must affix rubber stamp

12. 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 prevailing income tax laws in India within 7th day of the succeeding months 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.

INSTRUCTIONS:

- This Offer will open on March 05, 2018 and close on March 16, 2018.
- 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.
- 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.
- The Equity Shares tendered in the Buyback shall be rejected if (i) the Equity Shareholder is not an Eligible 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, or (iv) a non-receipt of valid bid in the exchange bidding system.
- 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 due to the Buyback being on a proportionate basis in terms of the Buyback Entitlement.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- Eligible Shareholders to whom the Buyback 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.
- The Selling Member shall place the Bid using acquisition window of BSE on behalf of the shareholder and upon placing the Bid shall provide a TRS generated by the exchange bidding system. The Tender form along with TRS and other documents are to be submitted by the shareholder or respective selling member by hand delivery or by Courier/ Registered Post/ Speed Post at their own risk super-scribing the envelope as “**Elegant Marbles and Grani Industries Limited - Buyback Offer 2017**”, to the Registrar to the Buyback offer so that same is received not later than 2 (Two) days from the Buyback closing date i.e March 20, 2018 (By 5.00 P.M).
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting’s, 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.
- For details, please also read and follow the procedure set out in the Paragraph 20 in the Letter of Offer.

All capitalized items shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK SHOULD BE ADDRESSED TO THE REGISTRAR AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO / DPID/ CLIENT ID:

Universal Capital Securities Private Limited

SEBI Regn. No.: INR000004082

21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400093,

Maharashtra, India Tel: +91 22 2820 7203-05 / Fax: +91 22 2820 7207

Email: info@uniseq.in / Website: www.uniseq.in

Contact Person: Mr. Ravindra Utekar

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

Bid Number: _____

Date: _____

BUYBACK OFFER OPENS ON	MARCH 05, 2018
BUYBACK OFFER CLOSES ON	MARCH 16, 2018

For the Registrar to the Buyback	
Inward No.	
Date	
Stamp	

Status: Please tick (✓)		
Individual		Foreign Institutional Investor
Foreign Company		Non Resident Indian
Body Corporate		Bank / Financial Institution
VCF		Mutual Funds
Partnership/LLP		Insurance Company
Pension/PF		Others (Specify)

India Tax Residency Status: Please tick appropriate box

Resident in India Non-Resident in India

Resident of _____ (Shareholder to fill the country of residence)

To,

The Board of Directors

Elegant Marbles and Grani Industries Limited

C/o : **Universal Capital Securities Pvt. Ltd.**

21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra, India

Dear Sir/ Madam,

Sub: OFFER FOR BUYBACK OF 8,40,000 (EIGHT LAKH FORTY THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED (THE COMPANY) AT A PRICE OF RS. 205/- (RUPEES TWO HUNDRED AND FIVE ONLY) PER EQUITY SHARE (BUYBACK OFFER PRICE) PAYABLE IN CASH

1. I/We (having read and understood the Letter of Offer dated February 21, 2018 issued by the Company), hereby tender my/Offer my/our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
2. I/We authorize 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.
3. I/We hereby warrant 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.
4. I/We declare that there are no restraints/injunctions or other 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 the Equity Shares for Buyback.
5. 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.
6. I/We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per the provisions of Buyback Regulations and circulars issued by SEBI in this regard.
7. I/ We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
8. I/ We authorize the Company to split the Share Certificate 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.
9. 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 and the Buyback Regulations.
10. Details of Equity Shares held and tendered / offered in the Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (January 25, 2018)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

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 the provisions given in 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. The signature on the Transfer deed (Form SH-4) should match with the signature recorded/registered with the records of the Company.

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Acknowledgement Slip: ELEGANT MARBLES AND GRANI INDUSTRIES LIMITED – BUYBACK OFFER 2017

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

Folio No./DP ID: _____

Client ID: _____

Received from Mr./Ms. _____ Tender Form along with: Number of Equity Shares

offered for Buyback: In Figures: _____ In Words _____

Please Quote Client ID No.

STAMP OF BROKER

11. Details of Share Certificate(s) enclosed: Total No. of Equity Shares..... Certificates Submitted:

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

In case the number of folios and equity share certificates enclosed exceed 3, please attach a separate sheet giving details in the same format as above.

12. Details of other Documents (please tick appropriately), if any, enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Self-attested copy of Permanent Account Number (PAN Card)
<input type="checkbox"/>	Successions Certificate	<input type="checkbox"/>	RBI approvals for acquiring the Equity Shares of Elegant Marbles and Grani Industries Limited tendered in the Buyback
<input type="checkbox"/>	Corporate Authorizations	<input type="checkbox"/>	TRS
<input type="checkbox"/>	Death Certificate	<input type="checkbox"/>	Others (please specify)

13. Eligible Shareholders Details:

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

* Corporate must affix rubber stamp

14. 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 prevailing income tax laws in India within 7th day of the succeeding months 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.

INSTRUCTIONS

- This Buyback will open on March 05, 2018 and close on March 16, 2018.
- 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.
- Eligible Shareholders who wish to tender their shares in response to this Buyback should submit the following documents to their Selling Member
 - The relevant Tender Form duly filled in and signed by all Eligible Shareholders in case Equity Shares are in joint names in the same order in which they hold Equity Shares.
 - Original Equity Share certificates
 - Self-attested copy of the Permanent Account Number (PAN) Card;
 - Transfer Deed (Form SH-4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
 - Any other relevant documents such as (but not limited to):
 - Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form
 - Notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased
 - Necessary corporate authorisations, 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 would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- The Selling Member shall place the bid on behalf of the shareholders using acquisition window of BSE. Upon placing the bid, the selling member shall provide a TRS generated by the exchange bidding system. The shareholder / Selling Member has to submit the original documents along with the Tender Form and TRS by hand delivery or by Courier/ Registered Post/ Speed Post at their own risk super-scribing the envelope as "Elegant Marbles and Grani Industries Limited - Buyback Offer 2017", to the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. March 20, 2018 (By 5 P.M).
- Eligible Shareholders to whom the Buyback 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.
- All documents sent by the Shareholder / Selling Member / custodian will be at their own risk and they 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 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 transfer/transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholder; (iii) if the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) in case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company / Registrar of the Company.
- By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting's, 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.
- For details, please also read and follow the procedures set out in the Paragraph 20 in the Letter of Offer.

All capitalized items shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK SHOULD BE ADDRESSED TO THE REGISTRAR AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO / DPID/ CLIENT ID:

Universal Capital Securities Private Limited

SEBI Regn. No.: INR000004082

21/25, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400093,

Maharashtra, India Tel: +91 22 2820 7203-05 / Fax: +91 22 2820 7207

Email: info@unisec.in / Website: www.unisec.in

Contact Person: Mr. Ravindra Utekar