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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as ascribed thereto in the Letter of Offer)

(To be filled in by the shareholder)

Folio No./ DP ID / Client ID	Sr. No.	No. of Shares held		OFFER SCHEDULE	
				OPENS ON	Wednesday, June 6, 2012
				CLOSES ON	Monday, June 25, 2012
				LAST DATE OF WITHDRAWAL	Wednesday, June 20, 2012

From,

Name : ____

Address : ____

____

____

Status : Resident / Non-Resident

Tel No. : __________________ Fax No.: __________________ E-mail: ________________________________

To,
SKYLINE FINANCIAL SERVICES PRIVATE. LIMITED
D-153A, 1st Floor, Okhla Industrial Area, Phase - I,
New Delhi – 110 020

Dear Sir/Madam,

SUB: Open Offer to acquire 69,65,445 equity shares of face value Rs. 10/- each ("Shares") representing 20.02 % of Emerging Voting Rights of Shree Bhawani Paper Mills Limited ("SBPML" or "Target Company") by Mr. Omprakash Goenka, Mrs. Kiran Goenka, Mr. Gaurav Goenka, Mrs. Girija Goenka, Mirah Dekor Limited, Mr. Badri Vishal Tandon (Karta Of Ram Mohan Das Tandon (HUF)), Mirah Power Private Limited and Royal Twinkle Star Club Limited from the shareholders of the Target Company (the "Offer") at Rs. 10.81 (Rupees Ten and Paise Eighty One Only) (comprising of Rs.10 (Rupees Ten Only) Per Fully Paid-Up Equity Share Of Face Value Of Rs.10 (Rupees Ten) each Plus Interest Of Rs 0.81 (Paise Eighty One Only)) And Rs. 5.40 (Rupees Five and Paise Forty Only) (Comprising Of Rs. 5 (Rupees Five Only) Per Partly Paid-Up Equity Share Plus Interest Of Rs 0.40 (Paise Forty Only), pursuant to the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto upto the date of Public Announcement (the "SEBI Takeover Code")

I/We refer to the Letter of Offer for acquiring the equity shares held by me/us in Shree Bhawani Paper Mills Limited.

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

SHARES HELD IN PHYSICAL FORM

1) I/We hold the following shares in physical form and accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Shares as detailed below:

Sr. No.	Folio No.	Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
				Total	

(In case of insufficient space, please use an additional sheet and authenticate the same)

SHARES HELD IN DEMAT FORM

I/We hold the following equity shares in dematerialized form and accept the Offer and enclose a photocopy of the Depository Delivery Instruction(s) duly acknowledged by DP in respect of my/our equity shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	Total No. of Shares

I/We have done an off-market transaction for crediting the equity shares to the Special Depository Account with KK Securities Limited, opened with NSDL, as "SBPML Open Offer-Escrow Demat Account " **whose particulars are,**

DP Name: KK Securities Limited	DP ID: IN300468	Client ID: 10082611

Public Shareholders having their Beneficiary account with CDSL have to use **INTER-DEPOSITORY INSTRUCTION SLIP** for the purpose of crediting their shares in favour of Special Depository Account with NSDL.

LOCKED-IN SHARES HELD IN DEMAT FORM

I/We hold the following locked-in equity shares in dematerialized form and accept the Offer and enclose a photocopy of the Depository Delivery Instruction(s) Slip / Form (as specified by depository) duly acknowledged by DP for signature verification in respect of my/our equity shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	Total No. of Shares

I/We hereby authorize you to initiate corporate action process for transfer of locked in shares to Special Depository Account.

I/We have enclosed the following documents (Please tick as appropriate, if applicable):

☐ Power of Attorney duly attested

☐ Corporate Authorisation in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories.

☐ Certificate under Section 195(3) or 197 under the Income Tax Act, 1961 from the Income Tax Authorities for NRIs/OCBs/Foreign Shareholders as applicable

☐ No Objection Certificate from the lender in respect of shares which are under any charge, lien or encumbrance

☐ Death Certificate/ Succession Certificate (duly attested)

☐ Others (please specify) ___________________

For all shareholders
I / We, confirm that our residential status for the purposes of income tax is:

☐ Resident ☐ Non-resident Indian ☐ Non-domestic company ☐ Foreign Institutional Investors
☐ Other persons who are not resident in India

For FII shareholders
I / We, confirm that the income arising from the transfer of shares tendered by me/ us is in the nature of: *(select whichever is applicable)*:

☐ Capital Gains ☐ Any other income

I/We confirm that the equity shares of SBPML are held by me/us on ☐ Investment/Capital Account OR ☐ Trade Account
(select whichever is applicable in your case)

I / We, have enclosed the following documents:

☐ No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities ☐ Banker certificate certifying inward remittance
☐ SEBI Registration Certificate for FIIs ☐ Self attested copy of PAN card
☐ Previous RBI approvals for holding the shares of SBPML hereby tendered in the Offer

In case the equity shares are held on trade account, kindly enclose a certificate stating that you are a tax resident of your country of residence/ Incorporation and that you do not have a "permanent establishment" in India in terms of the Double Taxation Avoidance Agreement (DTAA) entered into between India and your country of residence.
In order to avail the benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a certificate stating that you are a tax resident of your country of incorporation in terms of the DTAA entered into between India and your country of residence.

FII should enclose an undertaking stating
- Their residential status,
- That it does not have a permanent establishment in India
- That the amount received by them constitutes capital gains and does not constitute business income for them and that similar gains have been taxed as capital gains by the tax authorities in India in the past
- Whether the equity shares are held by them on investment / capital account or on trade account.

For other Non-resident shareholders (except FIIs)
I / We, have enclosed the following documents:

☐ Self attested copy of PAN card ☐ No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities
☐ Banker certificate certifying inward remittance ☐ RBI approval for acquiring shares of Shree Bhawani Paper Mills Limited tendered herein

For non- resident Indians, in case the Shares have been acquired / purchased with or subscribed to in convertible foreign exchange or by bank certificate and to be supported by relevant documents as applicable, the shareholder should produce necessary evidence to this effect and also certify himself as having not opted out of Chapter XH-A of the IT Act

For Resident shareholders
I / We, have enclosed the following documents:

☐ Self attested copy of PAN card
☐ Self declaration form in Form 15G / Form 15H, if applicable to be obtained in duplicate copy
☐ No Objection Certificate (NOC) / Tax Clearance Certificate (TCC) from Income Tax Authorities (applicable only for interest payment, if any)
☐ For Mutual fund/Banks/Notified Institution under Section 194A(3)(iii)(f) of the Income Tax Act, 1961, copy of relevant Registration or notification (applicable only for interest payment, if any)

I/We confirm that the equity shares of SBPML which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.
I/We note and understand that the original share certificate(s) and the valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the Acquirers/the PAC make payment of the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirers/the PAC will pay the consideration only after verification of the documents and signatures
I/We note and understand that the Shares would lie in the said A/c. i.e."SBPML Open Offer-Escrow Demat Account" until the Acquirers/the PAC make payment of the purchase consideration as mentioned in the Letter of Offer.

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I/We authorize the Acquirers and the PAC to accept the shares so offered, which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer;
I/We confirm that in case of non-receipt of the aforesaid documents, but receipt of the Shares in the Special Depository Escrow Account, the Acquirers and the PAC may deem the Offer to have been accepted by me/us; and
I/We further authorize the Acquirers and the PAC to return to me/us, the equity share certificate(s) in respect of which the offer is not found valid / not accepted, specifying the reasons thereof and in the case of dematerialized shares, to the extent not accepted will be released to my Depository Account at my sole risk.
I/We authorize the Acquirers/the PAC or the Manager to the Offer or the Registrar to the Offer to send by Registered Post / Speed Post, the draft/cheque, in settlement of the amount to the sole/first holder at the address mentioned above.

Yours faithfully,

Signed and Delivered Place: Date:

	Full name(s) of the holder	**PAN Number**	**Signature(s)**
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of Joint holdings, all holders much sign. In case of Bodies Corporate a stamp of the Company should be affixed and necessary Board Resolution should be attached.

So as to avoid fraudulent encashment in transit, the shareholder(s) holding shares in physical form may provide details of bank account of the first / sole shareholder and the consideration payment will be drawn accordingly. For shares that are tendered in electronic form, the bank particulars as recorded with the Depository Participant and stated below will be printed on the cheque, demand draft. Shareholders are advised to update their Bank Account details including Account Number, MICR code and other demographic details with their depository participant to ensure the payment is credited correctly to their Bank Account. Please indicate the preferred mode of receiving the payment consideration. (Please tick)

1) Electronic Mode: ________________________________ 2) Physical Mode: ________________________________
In case of any change in Bank Details, please indicate below

Particulars Required	**Details**
Name of the Bank	
Branch	
A/c. No. and Type	
9 Digit MICR Code	
IFSC Code (for RTGS / NEFT transfers)	

For Shares that are tendered in dematerialized form, the bank account details as obtained from the beneficiary position download to be provided by the Depositories will be considered and the consideration will be paid in accordance with the said bank particulars.

Details for RTGS / NEFT (Please enclose a cancelled cheque or a photocopy of the cheque)
In addition to above Bank Details, Shareholders opting for the RTGS/ NEFT/NECS option should provide the following details:
Payment through RTGS (Yes/No): _____________
Payment through NEFT (Yes/No): _____________
Payment through NECS (Yes/No): _____________
IFSC Code of the Branch where account is maintained: _____________

Note: All future correspondence, if any, in connection with this Offer, should be addressed to Registrar to the Offer :
SKYLINE FINANCIAL SERVICES PRIVATE. LIMITED, D-153A, 1st Floor, Okhla Industrial Area, Phase - I,
New Delhi – 110 020; Contact Person: Mr. Virender Rana, Tel: (+91) (11) 2681 2682, 83, 84, Fax: (+91) (11) 2681 2682, Email: virenr@skylinerta.com
Payment for accepted shares / the unaccepted shares, if any, will be dispatched / credited by, July 10, 2012.

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INSTRUCTIONS

1. In the case of dematerialized shares, the Public Shareholders are advised to ensure that their equity shares are credited into the special depository account, before the closure of the Offer. The Form of Acceptance cum Acknowledgement of such demat shares not credited into the special depository account, before the Offer Closing Date will be rejected.

2. Shareholders should enclose the following :
   I. All shareholders, besides providing their PAN No. in the Form of Acceptance, should also enclose a **self attested copy of their PAN Cards** in their applications.
   II. For equity shares held in demat form:
   Free shares -
   - **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificate(s).
   - **Photocopy of the delivery instruction** in 'Off-Market' mode or counterfoil of the delivery instruction in 'Off-market' mode, duly acknowledged by the DP
     - Photocopy of the inter-depository delivery instruction slip if the beneficiary holders having an account with Central Depository Services (India) Ltd.
   - For each Delivery Instruction, the beneficial owner should submit separate Form of Acceptance

Locked-in shares –

- Delivery Instruction Slip or Form (as specified by Depository) for the lock-in shares proposed to be tendered with the signature thereon verified by their depository participant.
- After the closure of the Offer, the Target Company shall initiate the process of transferring locked-in equity shares into the Special Depository Account through an appropriate corporate action and only those shares that get transferred in this process shall be considered for acceptance in the Open Offer.

In case of non-receipt of the equity shares in special depository account but receipt of the aforementioned documents, the equity shares tendered shall be treated as invalid and the form of acceptance shall not be considered for acceptance in Open Offer.

III. For equity shares held in physical form :-

(a) **Registered Shareholders should enclose :**

- **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the share certificate(s).
- **Original Share Certificate(s)**.
- **Valid Share Transfer Deed (s)/Form(s)** duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with SBPML and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with the Letter of Offer. Attestation, where required (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Bank Manager under their Official Seal. The details of buyer should be left blank failing which, the same will be invalid under the Offer.

In case of registered shareholder, non-receipt of the aforesaid documents, but receipt of the share certificates along with the duly completed transfer deed(s)/form(s), the Offer shall be deemed to be accepted.

Notwithstanding that the signature(s) of the transferor(s) has/have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with the Target Company or are not in the same order, such equity shares are liable to be rejected under this Offer even if the Offer has been accepted by a bona fide owner of such shares.

(b) **Unregistered owners should enclose:**

- **Form of Acceptance-cum-Acknowledgement** duly completed and signed in accordance with the instructions contained therein.
- **Original Share Certificate(s).**
- **Original broker contract note.**
- In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the share certificate(s) and the transfer deed(s).
- **Valid Share Transfer Deed(s)/Form(s)** as received from the market. The details should be left blank. The details of the Acquirers/the PAC as transferee will be filled by the Acquirers/the PAC upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be precondition for acceptance.

3. The share certificate(s) share transfer form(s), the Form of Acceptance-cum-Acknowledgement and other documents, if any should be sent only to the Registrar to the Offer and not to the Manager to the Offer or the Acquirers or the PAC of SBPML
4. Shareholders having their beneficiary account in CDSL have to use "INTER DEPOSITORY DELIVERY INSTRUCTION SLIP" for the purpose of crediting their shares in the favour of the special depository account with NSDL.
5. Non-Resident shareholders should enclose a copy of the permission received from RBI for the squity shares held by them in SBPML. If, the shares are held under General Permission of RBI, the non-resident shareholder should furnish a copy of the relevant notification / circular pursuant to which the shares are held and state whether the shares are held on repatriable or non-repatriable basis.
6. NRIs, OCBs and foreign shareholders are required to furnish Bankers Certificates certifying inward remittance of funds for acquisition of shares of SBPML.
7. Non-resident shareholders should enclose No Objection Certificate / Exemption Certificate from the Income Tax Authorities under Income Tax Act, 1961, indicating the tax to be deducted, if any, by the Acquirers and the PAC before remittance of consideration. Otherwise tax will be deducted, at maximum marginal rate as may be applicable to the category and status of the shareholder, on the full consideration payable by the Acquirers and the PAC.
8. FIIs are requested to enclose the SEBI Registration Letter; OCBs are requested to enclose Form OAC of the current year. (In case OCBs tender shares a specific RBI approval needs to be obtained)

Collection Centre

	Collection Centre	Address of Collection Centres	Contact Person	Phone No.	Fax No.	Mode of Delivery
1	New Delhi	Skyline Financial Services Private Limited, 123, Vinobapuri, Lajpat Nagar – II, New Delhi – 110024	Virender Rana	+91 11 2983 8501 +91 11 2983 0625	+91 11 2984 8352	Hand Delivery

Collection timings for all the locations mentioned above will be 9:30 am to 5:30 pm Monday to Saturday (except Public Holidays).

Shareholders who cannot hand deliver their documents at the collection centers referred to above may send the same by registered post /speed post, at their own risk, to the Registrar to the Offer at their office SKYLINE FINANCIAL SERVICES PRIVATE. LIMITED., D-153A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi – 110 020 Tel: +91 11 2681 2682, 83, 84, Fax: +91 11 3085 7562 and not to any other collection centre so that the same are received on or before the close of business hours on the Offer Closing Date.

Checklist of documents to be submitted by the Shareholders
(to be read along with Letter of Offer)

Registered Shareholders

I. **Physical Form**

- Form of Acceptance duly completed and signed
- Original Share Certificate(s)
- Valid Share Transfer Deed(s) duly signed as transferors by all shareholder(s) and duly witnessed.
- Self attested copy of PAN Card of the accountholders

II. **Dematerialised Form (including locked-in shares)**

- Form of Acceptance duly completed and signed
- Photocopy of the Delivery Instructions or counterfoil of the Delivery Instructions in "Off-Market" mode, duly acknowledged by the DP.
- Photocopy of the Inter-depository Delivery Instruction Slip (for beneficiary owners maintaining an account with CDSL)
- Self attested copy of the PAN card of the accountholders
- For locked in shares - Delivery Instruction Slip or Form (as specified by Depository) with signature duly verified by the depository participant

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Unregistered Shareholders

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein
- Valid Share Transfer form(s) as received from the market duly stamped and executed in their favour as proposed transferee along with another valid transfer form duly signed as transferor(s) by the said purposed transferee and witnessed.
- Original Share Certificate(s)
- Original broker contract note, if any
- Photocopy of the acknowledgement of lodgement or receipt by the Registrars.
- Self attested copy of the PAN card of the proposed transferees

III. **Non-Resident Shareholders**

- Self-attested copy of PAN card;
- Nil / lower withholding tax certificate from the Indian Income Tax authorities' u/s 195(3) or u/s 197 under the IT Act;
- Self-attested declaration in respect of residential status, status of shareholders (e.g. Individual, Firm, Company, Trust, or any other - please specify) and period of holding of shares (i.e. whether shares tendered are a long term capital assets or short term capital assets as defined under the IT Act);
- In case shares tendered comprise both long term capital assets and short term capital asset, then break-up of the same;
- Tax residency certificate, where the shareholder intends to avail the beneficial provisions under the Tax Treaty;
- Banker certificate certifying inward remittance in case of Non-resident Indians;
- Self-attested declaration to the effect that the shares are held on capital / investment account or Trade account;
- SEBI Registration Certificate in case of FIIs

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ACKNOWLEDGEMENT SLIP
Shree Bhawani Paper Mills Limited - Open Offer

(To be filed in by the shareholder)

FOLIO NO. / DPID : ______________________________ Client ID : ______________________________ Sr. No. : ___________________________

Received from Mr./Ms.____

Form of Acceptance along with (Please put tick mark in the box, whichever is applicable)

☐ **Physical Form:** _________ number of Certificate for _____________________ number of Shares along with Transfer Deed.

☐ **Demat Form (including locked-in shares)** : Copy of DP Delivery Instruction Slip / Inter-Depository Delivery Instruction Slip / Form for transfer of locked-in shares with signature verified by DP (as applicable) ______________ number of Shares

Signature of official and Date of Receipt	**Stamp of Collection Centre**

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THIS PORTION HAS BEEN INTENTIONALLY LEFT BLANK

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All queries in this regard to be addressed to the Registrar to the Offer at the following address quoting your Reference Folio No. / DPID / Client Id

Skyline Financial Services Private Limited,
(Unit: Shree Bhawani Paper Mills Limited Open Offer)
D-153A, 1st Floor,
Okhla Industrial Area, Phase - I, New Delhi – 110 020
Tel: (+91) (11) 2681 2682, 83, 84, Fax: (+91) (11) 2681 2682
Contact Person: Virender Rana,
Email: virenr@skylinerta.com