

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form with enclosures to **Karvy Computershare Private Limited**, at any of the collection centres as mentioned in Letter of Offer)

OFFER	
OPENS ON	Thursday, July 15, 2010
LAST DATE OF WITHDRAWAL	Thursday, July 29, 2010
CLOSES ON	Tuesday, August 03, 2010

From,

Name : _____

Address : _____

Tel. No. : _____ **Fax No. :** _____ **E-Mail :** _____

To,

Karvy Computershare Private Limited,
Plot No 17-24, Vithalrao Nagar,
Madhapur, Hyderabad 500 081.

Dear Sir/Madam,

Sub: Open Offer to acquire 39,92,342 fully paid-up Equity Shares of Rs. 10/- each of GMR Industries Limited ("Target"), representing 20.00% of the outstanding equity share capital of the Target , at a price of Rs. 110.69 - per fully paid-up Equity Share, payable in cash, by EID - Parry (India) Limited ("the Acquirer")

I/We refer to the Letter of Offer dated July 08, 2010 for acquiring the equity shares held by me/us in GMR Industries Limited

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

SHARES HELD IN PHYSICAL FORM

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					

Please attach additional sheets of paper and authenticate the same if the space is insufficient.

SHARES HELD IN DEMAT FORM

I/We, holding shares in demat form, accept the Offer and enclose a photocopy of the Delivery Instructions duly acknowledged by my/our DP in respect of my/our equity shares as detailed below:

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

TEAR ALONG THIS LINE

Acknowledgement Slip

GMR Industries Limited – Open Offer
(To be filled in by the shareholder) (Subject to verification)

Sr. No. _____

Received from Mr./Ms./M/s. _____

Address _____

Physical shares: Folio No. _____; Demat shares: DP ID _____; Client ID _____

Form of Acceptance along with:

☐ Physical shares: No. of shares _____; No. of certificates enclosed _____

☐ Demat shares: Copy of delivery instruction for _____ number of shares enclosed

(Tick whichever is applicable)

Signature of Official _____ Date of Receipt _____

Stamp of Collection Centre

I/We have done an off-market transaction for crediting the shares to the depository account with Karvy Stock Broking Limited as the DP in NSDL styled 'GIL Escrow Demat Account' whose particulars are:

DP Name: Karvy Stock Broking Limited	DP ID: IN300394	Client ID: 17618062
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Shareholders having their beneficiary account with CDSL will have to use inter-depository slip for the purpose of crediting their shares in favour of the Special Depository Account with NSDL.

Enclosures (Please tick as appropriate, if applicable)

- Duly attested Power of Attorney, if any person apart from the shareholder, has signed the acceptance form or transfer deed(s).
- Corporate authorization in case of Companies along with Board Resolution and Specimen Signatures of Authorised Signatories
- No Objection Certificate & Tax Clearance Certificate under Income-tax Act, 1961, for NRIs/OCBs/Foreign Shareholders as applicable
- Duly attested Death Certificate/ Succession Certificate (in case of single shareholder) in case the original shareholder has expired.
- Others (please specify): _____

I/We confirm that the equity shares of GMR Industries Limited, which are being tendered herewith by me/us under the Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer pays the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We authorise the Acquirer to send by registered post/speed post/UCP the draft/cheque/ RTGS/ ECS / NEFT, in settlement of the amount to the sole/first holder at the address mentioned above.

I/We note and understand that the Shares would lie in the Special Depository Account until the time the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.

I/We authorise the Acquirer to accept the shares so offered which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirer to return to me/us, share certificate(s) in respect of which the offer is not found valid/not accepted. The Permanent Account No. (PAN) allotted under the Income Tax Act, 1961 is as under.

	1st Shareholder	2nd Shareholder	3rd Shareholder
PAN			

So as to avoid fraudulent encashment in transit, shareholder(s) holding shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. For the shares that are tendered in electronic form, the bank account details obtained from the beneficiary position download to be provided by the depositories will be considered and the consideration payment will be issued with the said bank particulars. Please indicate the preferred mode of receiving the payment consideration. (Please tick)

1) Electronic Mode: _____ 2) Physical Mode: _____

Sr. No.	Particulars Required	Details
I	Bank Name	
II	Complete Address of the Bank	
III	Account Type (CA/SB/NRE/NRO/Others – Please Mention	
IV	Account No.	
V	9 Digit MICR Code	
VI	IFSC Code (for RTGS/NEFT transfers)	

For NRIs / OCBs / FIIs/ Foreign Shareholders

I / We, confirm that the tax deduction on account of equity shares of GMR Industries Limited held by me / us is to be deducted on *(select whichever is applicable)*:

- ☐ Long-term capital gains
☐ Short-term capital gains
☐ Trade Account

----- TEAR ALONG THIS LINE -----

All future correspondence, if any, should be addressed to the Registrars to the Offer at the following address:

Karvy Computershare Private Limited,
Plot No 17-24,
Vithalrao Nagar,
Madhapur,
Hyderabad 500 081
Contact person: Mr. M. Muralikrishna

I / We, have enclosed the following documents

- No objection certificate / Tax clearance certificate from the Income Tax Authorities
- RBI approvals for acquiring shares of GMR Industries Limited hereby tendered in the Offer
- Copy of Permanent Account Number / PAN Card

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

For FII Shareholders:

I / We, confirm that the equity shares of GMR Industries Limited are held by me / us on *(select whichever is applicable)*:

☐ Investment / Capital Account

☐ Trade Account

In case the 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.

13 Where the tax is to be deducted on account of long-term capital gains, the Shareholders should submit a certificate from a Chartered Accountant (along with proof such as demat account statement) certifying that the shares have been held for more than one year. In order to claim the benefit of computation of tax liability on the net capital gains (i.e. after reducing the cost of acquisition of shares), the shareholder should obtain a tax clearance certificate from the assessing officer certifying the net income chargeable to capital gains tax. Alternatively, the Shareholders can submit a certificate from a Chartered Accountant certifying the cost of acquisition / net income that will be chargeable to capital gains. In the absence of the above tax would be deducted on the entire consideration paid to the shareholders.

Yours faithfully,

Signed and Delivered,

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

Note: In case of joint holdings, all holders must sign. In case of body corporate, the Company seal should be affixed

Place:

Date:

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE ACCEPTANCE FORMS / SHARES THAT ARE RECEIVED BY THE REGISTRARS AFTER THE CLOSE OF THE OFFER i.e. BY 3.00 P.M. ON TUESDAY, AUGUST 03, 2010 SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.

INSTRUCTIONS

1. In the case of dematerialised shares, the shareholders are advised to ensure that their shares are credited in favour of the Special Depository Account, before the closure of the Offer i.e. Tuesday, August 03, 2010. The Form of Acceptance-cum-Acknowledgement of such demat shares not credited in favour of the Special Depository Account, before the closure of the Offer will be rejected.

2. Shareholders should enclose the following:

a. For Equity shares held in demat form:

Beneficial owners should enclose-

- Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant ('DP').
- Photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP as per the instruction in the Letter of Offer.
- In case of non-receipt of the aforesaid documents, but receipt of the Shares in the Special Depository Escrow Account, the Acquirer may deem the Offer to have been accepted by the shareholder.
- For each delivery instruction, the beneficial owner should submit separate Form of Acceptance.

b. For Equity shares held in physical form:

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 certificates.
- Original Share Certificate(s)
- Valid Share Transfer 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 GMR Industries Limited and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with the Letter of Offer.

Please do not fill in any other details in the transfer deed except name, signature and witness. Verification and Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate, notary public or special executive magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.

The details of buyer should be left blank failing which the same will be invalid under the Offer. The details of the Acquirer as buyer will be filled by the Acquirer upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

If the Registrar to the Offer does not receive the documents listed above but receives the original share certificates and valid transfer deed from a registered Shareholder, then the Offer will be deemed to have been accepted by such Shareholders

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
 - Valid Share Transfer form(s) as received from the market leaving details of buyer blank. If the same is filled in then the Share(s) are liable to be rejected.
3. The share certificate(s), share transfer form(s) and the Form of Acceptance should be sent only to Karvy Computershare Private Limited, the Registrar to the Offer and not to Enam Securities Pvt. Ltd., the Manager to the Offer, the Acquirer or Target.
 4. Shareholders having their beneficiary account in CDSL have to use "INTER DEPOSITORY DELIVERY INSTRUCTION SLIP" for the purpose of crediting their shares in favour of the special depository account with NSDL.
 5. While tendering the shares under the Offer, NRIs/ OCBs/ foreign shareholders will be required to submit the previous RBI Approvals (specific or general) that they would have obtained for acquiring the shares of the Target Company and a No Objection Certificate/ Tax Clearance Certificate from the Income-Tax authorities under the Income-tax Act, 1961, indicating the rate at which the tax is to be deducted by the Acquirers before remitting the consideration. In case the previous RBI approvals are not submitted, the Acquirers reserve the right to reject such Shares tendered. In case the aforesaid No Objection Certificate/ Tax Clearance Certificate is not submitted, the Acquirers will deduct tax at the currently prevailing rate as advised by their tax advisors on the entire consideration amount payable to such NRI / OCB /Non-domestic companies / Other persons who are not resident in India. In order to claim the benefit of computation of tax liability on the net capital gains (i.e. after reducing the cost of acquisition of shares), the shareholder should obtain a tax clearance certificate from the assessing officer certifying the net income chargeable to capital gains tax. Alternatively, the Shareholders can submit a certificate from a Chartered Accountant certifying the cost of acquisition / net income that will be chargeable to capital gains. In the absence of the above tax would be deducted on the entire consideration paid to the shareholders.
 6. All the Shareholders should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
 - (a) Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
 - (b) Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
 - (c) No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
 7. Payment Consideration: Shareholders must note that on the basis of name of the Shareholders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Issue will obtain, from the Depositories, the Shareholders' demographic details including address, bank account details, the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf and occupation. These bank account details will be used to make payment to the Shareholders. Hence shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders' sole risk and neither the Acquirer, the Manager to the Offer, Registrar to the Offer nor the Escrow Bank ('HDFC Bank') shall be liable to compensate the Shareholders for any losses caused to the Shareholder due to any such delay or liable to pay any interest for such delay
 8. The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted at any of the Collection Centers of **Karvy Computershare Private Limited** as mentioned below.
 9. The Form of Acceptance-cum-Acknowledgement along with enclosure should be sent only to the Registrar to the Offer so as to reach the Registrar of the Offer at any of the collection centres below on all days (excluding Sundays and Public holidays) during the business hours i.e. (Mondays to Fridays between 10.00 a.m. to 3.00 p.m. and on Saturdays between 10.00 a.m. to 1.00 p.m.). All queries pertaining to this Offer may be directed to the Registrar to the Offer.

Collection Centres						
	Collection Centre	Address of Collection Centres	Contact Person	Phone No.	Fax	Mode of delivery
1.	Mumbai	Karvy Computershare. Pvt Ltd.24, Maharashtra Chamber of Commerce. Lane, Opp. MSC Bank, Fort Mumbai – 400 023	Ms.Nutan Shirke	022- 66382666	022-66331135	Hand Delivery
2.	New Delhi	Karvy Computershare. Pvt Ltd.105-108, Arunachal Bldg., 19, Barakhamba Road, Connaught place, New Delhi -110 001	Mr. Rakesh Kr Jamwal / Vinod Singh Negi	011-43509200	011-41036370	Hand Delivery
3.	Ahmedabad	Karvy Computershare. Pvt Ltd.201-203,Shail, Opp: Madhusudhan House, Behind Girish Cold Drinks, Off C G Road Ahmedabad ~ 380 006	Mr.Aditya Gupta/ Robert Joeboy	079-26400527 /66614772	079-26565551	Hand Delivery
4.	Chennai	Karvy Computershare. Pvt Ltd.No. 33/1, Venkatraman Street,T.Nagar, Chennai – 600017	Mr. Gunashekhar	044 – 28151793/ 28151794	044-28153181	Hand Delivery
5.	Hyderabad	Karvy Computershare. Pvt Ltd.Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081	Ms. Rinki Sareen	040-44655000/ 23420818-23	040-23431551	Hand Delivery/ Regd Post
6.	Kolkata	Karvy Computershare. Pvt Ltd.49, Jatin Das Road, Nr.Deshpriya Park, Kolkatta 700 029	Mr. Sujit Kundu/ Mr. Debnath	033-24644891	033-24644866	Hand Delivery
7.	Bengaluru	Karvy Computershare. Pvt Ltd.No.59, Skanda, Putana Road, Basavanagudi Bengaluru 560 004	Mr. Kumaraswamy/ Ms. V Sudha	080- 26621192	080-26621169	Hand Delivery
8.	Jaipur	Karvy Computershare Pvt Ltd,S-16/A, Land mark. Opp: Jaiclub Mahaveer Marg C-Scheme, Jaipur, 302001	Mr .Vinod	0141-2375099	N A	Hand Delivery
9.	Pune	Karvy Computershare Pvt Ltd. Shrinath Plaza, C wing, Office No.58&59,3rd Floor, Dyaneshwar paduka chowk,Slno.184/4. Off-FC Road. Pune, 411004	Ms. Sandhya	020-25532078 /783	N A	Hand Delivery
10.	Visakhapatnam	Karvy Computershare Pvt Ltd, 47-14-4, Eswar Paradise,Dwaraka Nagar,Main Road, Visakhapatnam-530016	Mr.Seetharam	0891-2752915-18	0891-2752872	Hand Delivery

Applicants who cannot hand deliver their documents at the Collection Centers, may send their documents only by Registered Post/courier, at their own risk, to the Registrar to the Offer, Karvy Computershare Private Limited., Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081. Tel No.: +91 - 40-/44655000/ 23420815-23. Fax No.: +91- 40-23431551. Email id: murali@karvy.com. Contact Person: Mr. M. Muralikrishna; , so as to reach the Registrars to the Offer on or before the last date of acceptance i.e. Tuesday, August 03, 2010 .

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