

# FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

BUYBACK OPENS ON:	MONDAY, JUNE 16, 2014
BUYBACK CLOSES ON:	FRIDAY, JUNE 27, 2014

For Registrar / Collection Centre Use			
Centre Code	Inward No.	Date	Stamp

Status : Please tick appropriate		
<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investor	<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 Fund	<input type="checkbox"/> Partnership / Proprietorship firm / LLP	<input type="checkbox"/> Others (specify)

<b>Indian Tax Residency Status: (Please tick appropriate box)</b>	<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India
<b>Route of Investment (For Non-Resident Shareholders only)</b>	<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Direct Investment

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

Email ID: \_\_\_\_\_

Date \_\_\_\_\_

To,  
Board of Directors  
**Prime Property Development Corporation Limited**  
Registered office: 101, Soni House, Plot No. 34,  
Gulmohar Road No. 1, JVPD Scheme, Vile Parle (West),  
Mumbai - 400049. Maharashtra, India.

Dear Sirs,

**Sub: Letter of Offer, dated June 04, 2014 to Buyback not exceeding 38,00,000 Equity Shares of Prime Property Development Corporation Limited (the "Company") at a price of Rs. 19.50 (Rupees Nineteen and Fifty Paise) per Equity Share (the "Buyback Offer Price") payable in cash.**

- I/We (having read and understood the Letter of Offer dated June 04, 2014) 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 as a consequence to extinguish the share certificates.
- I / We hereby affirm 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 order(s) 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 Offer.
- 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.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Equity Shareholders.
- 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 the Buyback Regulations.
- 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.
- Details of Equity Shares held and tendered / offered for Buyback Offer:

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

Note: An Eligible Person may tender Equity Shares over and above his/her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Person up to the Buyback Entitlement of such Eligible Person shall be accepted to the full extent. The Equity Shares tendered by any Eligible Person over and above the Buyback Entitlement of such Eligible Person shall be accepted in accordance with paragraph 19.3, 19.4, 19.5, 19.6, 19.7 and 19.8 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 Share Certificates enclosed: Total No. of Share Certificates submitted

Sr. No.	Regd. Folio No.	Share Certificate No.	Distinctive No(s)		No. of shares
			From	To	
1					
2					
3					
4					
5					
Total					

In case the number of Regd. folios and share certificates enclosed exceed 5 nos., Please attach a separate sheet giving details in the same format as above

12. Tax Certification (NRIs / OCBs / FIIs / Other Non-Resident Shareholders only)

NRI, OCB or an FII or a non-resident Equity Shareholder, 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, Equity Shareholder 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 serial number 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 tax treaty benefit.                       Tax Residency Certificate                       Form 10F

Any others, please specify - \_\_\_\_\_                       Declaration for no-permanent establishment of non-resident in India

Applicable only for FII Equity Shareholders

The FII 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') having 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 Buyback 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 hereby also undertakes to indemnify the Company against any and all direct / indirect 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 in relation to the consideration paid by the Company to the FII in the Buyback Offer.

Applicable only for non-residents other than FIIs:

The Equity Shareholder 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 Equity Shareholder hereby also undertakes to indemnify the Company against any and all direct / indirect 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 Equity Shareholder in relation to the consideration paid by the Company to such Equity Shareholder in the Buyback.

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

- |  |  |
|--|--|
| <input type="checkbox"/> Duly Attested Power of Attorney                   | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of Prime Property Development Corporation Limited hereby tendered in the Buyback Offer |
| <input type="checkbox"/> NECS Mandate Form                                 | <input type="checkbox"/> Corporate authorizations  |
| <input type="checkbox"/> Duly Attested Death Certificate                   | <input type="checkbox"/> Duly Attested Succession Certificate  |
| <input type="checkbox"/> Duly Attested Permanent Account Number (PAN Card) | <input type="checkbox"/> Others (please specify):  |
| <b>Mode of Payment</b> (Please Tick)                                       | <input type="checkbox"/> Electronic <input type="checkbox"/> Physical  |

14. 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 Number	
Type of Account	
MICR No. (9 Digit code No. appearing on the MICR band of the Cheque supplied by your Bank)	
IFSC code (for RTGS/NEFT)	
Other code	

15. In order to avail NECS, Equity Shareholders holding Shares in physical form are requested to submit the NECS mandate form duly filled in and signed while submitting the Form, if the same has not been submitted earlier to the Company / Registrar & Share Transfer Agents or if there is a change in Bank details.

16. Equity Shareholders Details:

	Sole / First Shareholder	Second Shareholder (if any)	Third Shareholder (if any)
Full Name of the Holder			
Signature(s)*			
PAN No.			
Address of the First / Sole Equity Shareholder			
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 Buyback, Non-Resident Shareholders holding Equity Shares in the Company hereby, give an irrevocable mandate to the Company as given below. This Letter of Mandate shall 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 Buyback Offer, fully and effectively in favour of the Company, in terms of the Buyback 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 FERA/ FEMA Regulations on  repatriation  non repatriation basis
- ii. I/We bought/hold 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)*				

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

**ACKNOWLEDGEMENT SLIP**

**Prime Property Development Corporation Limited - Buyback Offer**  
(to be filled by the Shareholder)

Received from Mr./Ms./M/s. \_\_\_\_\_

Regd. Folio No.: \_\_\_\_\_ No. of Share Certificate submitted: \_\_\_\_\_

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

STAMP OF COLLECTION CENTRE & DATE

Note: Please quote Regd. Folio No. for all future correspondence.

## INSTRUCTIONS

1. This Offer opens on Monday, June 16, 2014 and closes on Friday, June 27, 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 both Letter of Offer and Tender Form.
3. Equity Shareholders 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 of the respective Collection Centres (as mentioned in the Letter of Offer) on or before Friday, June 27, 2014 by 4.30 PM. Equity Shareholders residing at locations where there are no collection centres should send their responses to the Registrar to the Buyback, Mumbai.
  - a) The relevant Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
  - b) Original share certificates.
  - c) Copy of Duly Attested Permanent Account Number (PAN) Card.
4. Equity Shareholders should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
  - a) Duly attested Power of Attorney if any person other than the Equity Shareholders has signed the relevant Tender / Offer Form.
  - b) Duly attested death certificate / succession certificate in case any Equity Shareholders has expired.
  - c) Necessary corporate authorization, such as Board Resolutions etc., in case of companies.
  - d) NECS Mandate form duly filled in and signed by the First / Sole Equity Shareholder (being Equity Shareholders) for receipt of consideration through NECS if the same has not been submitted earlier to the Company / Registrar & Share Transfer Agent.
5. Equity Shareholders to whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
6. In case of non-receipt of the Letter of Offer, Equity Shareholders may send their application in plain paper in terms of the procedure disclosed in paragraph 20 of the Letter of Offer.
7. It is mandatory for Equity Shareholders to indicate the bank account details to which the consideration would be payable at the appropriate place in the Tender Form.
8. All documents / remittances sent by or to Equity Shareholders will be at their own risk and the Equity Shareholders are advised to adequately safeguard their interests in this regard.
9. Non Resident Shareholders are requested to submit documents as mentioned in paragraph 20 of the Letter of Offer.

**Note: Multiple applications tendered by any Equity Shareholder shall be liable to be rejected. Also, multiple tenders from the same registered folio shall also be liable to be rejected.**

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

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR REGD. FOLIO NO.**

**Link Intime India Private Limited**

Unit: Prime Property Development Corporation Limited - Buyback Offer

C- 13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078. Maharashtra, India

**Tel No.:** +91 22 2596 7878, **Fax No.:** +91 22 2596 0329

**Email:** ppdcl.buyback@linkintime.co.in

**Contact Person:** Mr. Pravin Kasare

## FOR EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

REGD. FOLIO NO.

Name of the Equity Shareholder \_\_\_\_\_

Address of Equity Shareholder \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

To,

LINK INTIME INDIA PRIVATE LIMITED  
C- 13 Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West),  
Mumbai 400 078, Maharashtra, India

UNIT: PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

PLEASE RETURN  
THIS FORM DULY  
FILLED TO THE  
REGISTRAR  
ALONGWITH THE  
BUYBACK  
DOCUMENTS STATED  
IN THE LETTER OF  
OFFER

Dear Sirs,

### RE: CASH PAYMENTS THROUGH NECS / NEFT / BANK MANDATE

I wish to receive my dividend / buy back consideration amount and other cash proceeds electronically and accordingly, I give below the details of my bank details, to which you may electronically credit the payment due to me against the reference folio number mentioned against point 1.

1. Regd. Folio No. :

2. Particulars of the Bank :

a. Name of the Bank :

b. Branch Address :

c. 9 digit MICR Code No :

d. 11 digit IFSC :

e. CBS A/c No. \* :

f. Account Type (Please Tick) :  Savings  Current  Cash Credit

g. Ledger Folio No. (if any) : \_\_\_\_\_  
of your bank account

I hereby declare that the particulars given above are correct and complete, I undertake to inform any subsequent changes in the above particulars from time to time. If the payment transaction is delayed or not effected at all for any reason(s), beyond the control of the Company, I would not hold the Company responsible.

E-mail id: \_\_\_\_\_

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

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

\_\_\_\_\_  
Signature of the first holder

\* Please attach a photocopy of your cheque featuring your new CBS Account Number