

TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM  
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

BUYBACK OPENS ON:	FRIDAY, OCTOBER 18, 2019
BUYBACK CLOSES ON:	MONDAY, NOVEMBER 04, 2019
For Registrar's use	

Route of investment (Only Non-Resident Eligible Shareholders are required to fill this)	
Portfolio Investment scheme	
Foreign Direct Investment scheme	
Others	

Date:

India Tax Residency Status: Please tick appropriate box

☐ Resident in India ☐ Non-Resident in India ☐ Resident of \_\_\_\_\_ (Eligible Shareholder to fill-in the country of residence)

To,

Automobile Corporation of Goa Limited  
C/o: - TSR Darashaw Consultants Private Limited  
6-10, Haji Moosa Patrawala Industrial Estate,  
20, Dr. E. Moses Road, Near Famous Studio,  
Mahalaxmi (West),  
Mumbai – 400011

Status: Please tick appropriate box			
<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investors/ Foreign Portfolio Investors	<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/ PF	
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/ LLP	<input type="checkbox"/> Others (specify)	

Dear Sirs/ Madam,

Sub: Letter of Offer dated October 4, 2019 to Buy-Back upto 3,33,000 (Three Lakhs Thirty Three Thousand) Equity Shares of Automobile Corporation of Limited (the "Company") at a price of ₹600/- (Rupees Six Hundred only) per Equity Share ("Buy-Back Offer Price"), payable in cash.

- 1) I/We having read and understood the Letter of Offer dated October 4, 2019 issued by the Company, hereby tender / offer my / our Equity Shares in response to the Buy-Back Offer on the terms and conditions set out below and in the Letter of Offer.
- 2) I / We authorise the Company to Buy-Back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-Back Offer to extinguish such Equity Shares.
- 3) I / We hereby affirm that the Equity Shares comprised in this tender offer are offered for Buy-Back by me / us are free from all liens, pledges, equitable interest, charges and encumbrance.
- 4) I / We declare 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 Buy-Back Offer and that I am/ We are legally entitled to tender the Equity Shares for Buy-Back Offer.
- 5) I/We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the secondary market mechanism.
- 6) I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on Buyback is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
- 7) I / We undertake to indemnify the Company, if any tax demand is raised on the Company, on account of gains arising to me / us on Buyback of shares. I / We also undertake to provide to the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid, etc.
- 8) I / We agree that the excess demat Equity Shares or unaccepted demat Equity Shares tendered, if any, may be delivered/returned to the Selling Member by the Clearing Corporation in payout.
- 9) I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- 10) 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 Buy-Back in accordance with the Companies Act, SEBI Buy-Back Regulations and any other applicable laws.
- 11) Details of Equity Shares held and tendered / offered for Buy-Back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date ( September 20, 2019)		
Number of Equity Shares Entitled for Buy-Back (Buy-Back Entitlement)		
Number of Equity Shares offered for Buy-Back (including Additional Shares, if any)		

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 20 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.

- 12) **Applicable for all Non-Resident shareholders:** I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- 13) Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Automobile Corporation of Goa Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the Power of Attorney.

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ACKNOWLEDGMENT SLIP: AUTOMOBILE CORPORATION OF GOA LIMITED - BUYBACK OFFER 2019  
(To be filled by the Eligible Equity Shareholder) (Subject to verification)

DP ID:	Client ID:
Received from M/s./ Mr./ Ms. _____	

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

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

(In Words) \_\_\_\_\_

Please quote Client ID No. and DP ID No. for all future correspondence

STAMP OF REGISTRAR / COLLECTION CENTRE

14) 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 DP	

15) Equity Shareholders Details:

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

\*Corporate Accounts – Authorised signatories to sign & affix Company's rubber stamp. The relevant corporate authorization should be enclosed with the application form submitted.

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.

- 1) This Offer will open on Friday, October 18, 2019 and close on Monday, November 04, 2019.
- 2) For the procedure to be followed by Eligible Shareholders for tendering in the Buy-Back Offer, please refer to paragraph 20 of the Letter of Offer.
- 3) Eligible Shareholders who desire to tender their equity shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder's Broker by indicating the details of equity shares they intend to tender under the Buyback.
- 4) Shareholders may submit their duly filled Tender Form to the Office of Registrar to the Buy-Back (as mentioned in Paragraph 18 of the Letter of Offer) only post placing the bid via the Shareholders Broker / Seller Member.
- 5) In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company, as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: a) Approval from the appropriate authority for such merger; b) The scheme of merger; and c) The requisite form filed with MCA, intimating the merger.
- 6) **The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Shares in the special account of the Clearing Corporation or non-receipt of valid bid in the exchange bidding system.**
- 7) The shares in the Offer shall be rejected if the tenderer is not an Eligible Shareholder of the Company as on the Record date or if there is a name mismatch in the demat account of the Shareholder or if the Eligible Shareholder has made a duplicate bid.
- 8) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.
- 9) The 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 prorated Buyback, as may be decided by the Company / Registrar to the Buyback, in accordance with the SEBI Buyback Regulations.
- 10) All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 11) By agreeing to participate in the Buyback, the NR and NRI shareholders give the Company the authority 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.
- 12) **THE TENDER FORM AND TRS MAY BE SUBMITTED TO THE REGISTRAR. AFTER THE RECEIPT OF THE DEMAT EQUITY SHARES BY THE CLEARING CORPORATION AND A VALID BID IN THE EXCHANGE BIDDING SYSTEM, THE BUYBACK SHALL BE DEEMED TO HAVE BEEN ACCEPTED FOR THE ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMAT FORM.**

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

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All future correspondence in connection with this Buy-Back, if any, should be addressed to Registrar to the Buy-Back Offer at the following address quoting your Client ID and DP ID:

Investor Service Centre, Automobile Corporation of Goa Limited - Buy-Back Offer 2019  
TSR Darashaw Consultants Private Limited  
6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Near Famous Studio,  
Mahalaxmi (West), Mumbai – 400011  
Contact Person: Ms. Mary George  
Tel.No.: (+91) 22 6656 8484; Fax No. : (+91) 22 66568494  
Email : ACGLBuyBack2019@tsrdarashaw.com  
Website : www.tsrdarashaw.com  
SEBI Regn. No. INR000004009  
CIN – U74999MH2018PTC307859