

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

Bid No.:  
 Date: \_\_\_\_\_  
 To,

The Board of Directors,  
 James Warren Tea Limited,  
 C/o Mahehsuari Datamatics Pvt Limited  
 (Unit: James Warren Tea Limited)  
 23, R. N. Mukherjee Road, 5<sup>th</sup> Floor,  
 Kolkata – 700001  
 Tel: +91 33 22435809/029  
 Fax: +91 33 22484787

BUYBACK OPENS ON :		February 23, 2022	
BUYBACK CLOSES ON:		March 09, 2022	
For Registrar Use			
Inward No.	Date	Stamp	
<i>Status (please tick appropriate box)</i>			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank/ FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership /LLP
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension/PF
<input type="checkbox"/>		<input type="checkbox"/>	Others (Specify) _____
India Tax Residency Status: Please tick appropriate box			
<input type="checkbox"/>	Resident In India	<input type="checkbox"/>	Non-Resident In India
<input type="checkbox"/>		<input type="checkbox"/>	Resident of _____ (Shareholder to fill the country of residence)
Route of Investment (For NR Shareholders only)			
<input type="checkbox"/>	Portfolio Investment Scheme	<input type="checkbox"/>	Foreign Investment Scheme

Dear Sirs,

**Sub: Letter of Offer dated February 11, 2022 in relation to the Buyback of up to 8,42,717 Equity Shares of James Warren Tea Limited (the “Company”) at a price of Rs. 295/- (Rupees Two Hundred Ninety-Five only) per Equity Share (the “Buyback Price”) payable in cash (the “Buyback”)**

- I/We, (having read and understood the Letter of Offer dated February 11, 2022) hereby tender/ 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 authorise 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 Share certificates.
- I/ We hereby affirm that the Equity Shares comprised in this tender/ offer offered for the Buyback by me / us are 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 the Buyback.

5. I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of Equity 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 Stock Exchange mechanism.
7. I / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me / us.
8. 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, as amended and the rules made thereunder and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended.
9. I / We authorize the Company to split the Equity Share certificates and issue a new consolidated Equity 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.
10. 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 the Buyback of Equity Shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on the Buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
11. I/We, being a Non-Resident Shareholder/OCB's, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended ("FEMA") and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of Equity shares by me / us.
12. Details of Equity Shares held and tendered / offered in the Buyback:

	In Figures	In Words
Number of Equity Shares held as on the Record Date Friday, January 14, 2022		
Number of Equity Shares Entitled for Buyback (Buy-back 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 Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 3 of Process and Methodology for the Buyback on page 30 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. The signature on the Transfer deed (Form SH 4) should match with the signature recorded / registered with the records of the Company / Registrar.

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**Acknowledgement Slip for James Warren Tea Limited– Buyback**  
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No. / DP ID : \_\_\_\_\_ Client ID :

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

Tender Form

Number of Equity Shares offered for Buyback :

In \_\_\_\_\_ Figures: \_\_\_\_\_ In \_\_\_\_\_ words \_\_\_\_\_ :

Please quote Client ID and DP ID. For all future correspondence

Stamp of Broker.

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. "James Warren Tea 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

1. Details of Share Certificate(s) enclosed:

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1.					
2.					
3.					
4.					
<b>Total</b>					

Total of Share Certificates Submitted : \_\_\_\_\_

In case the number of folios and Equity Share certificates enclosed exceed four, please attach a separate sheet giving details in the same format as above

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

Power of Attorney – James Warren Tea Limited	✓	Previous RBI approvals for acquiring the Equity Shares of James Warren Tea Limited tendered in the Buyback
Corporate authorizations	✓	Death Certificate
Succession Certificate	✓	Self attested copy of Permanent Account Number (PAN Card)
Others (please specify) : _____		

3. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

4. Equity Shareholders Details:

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

*\* Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application from submitted.*

## **INSTRUCTIONS**

1. The Buyback will open on February 23, 2022 and close on March 09, 2022.
2. 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.
3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before March 09, 2022 by 5 PM (i) The relevant Tender Form duly signed by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates;(iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) 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.
4. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
5. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buy- back Closing Date i.e. March 09, 2022 by 5.00 pm.
6. All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard.
7. 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 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 doesn't match as per the specimen signature recorded with Company/Registrar.

*All capitalized terms shall have the meanings ascribed to it 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  
NUMBER:**

**Maheshwari Datamatics Pvt Limited**

23, R. N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 700001, West Bengal

Tel: +91 33-22435809/22435029; Fax: +91 33-22484787; E-mail: mdpldc@yahoo.com

Website: [www.mdpl.in](http://www.mdpl.in) Contact Person: Mr. S.K. Chaubey