

**FORM OF ACCEPTANCE CUM ACKNOWLEDGMENT
BERYL SECURITIES LIMITED- OPEN OFFER**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Capitalized terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the Letter of Offer.)

All Equity Shareholders (holding Equity shares in physical form and desirous of tendering their shares in Open Offer) are mandatorily required to fill this Form of Acceptance cum Acknowledgment ("Form"). Such Equity Shareholders are required to send this Form with enclosures, directly or through their respective Selling Broker, to the Registrar to the Offer.

(Please send this Form with TRS generated by Selling Broker and enclosures to the Registrar to the Offer - **Adroit Corporate Services Private Limited**, at their registered office address provided in the Letter of Offer)

From

Name of the Sole/ First holder	:	TENDERING PERIOD FOR THIS OFFER
Address	:	OFFER OPENS ON: AUGUST 21, 2020; FRIDAY
Tel No.(s)	:	
Fax No.	:	OFFER CLOSES ON: SEPTEMBER 03, 2020; THURSDAY
Email Id	:	

**To,
THE ACQUIRERS
C/O**

ADROIT CORPORATE SERVICES PRIVATE LIMITED

Address: 17-20, Jafarbhoy Industrial Estate, 1st Floor, Makawana Road, Marol Naka, Andheri (East), Mumbai 400 059

Tel. No.: +91 22 42270400

Email: n.surreash@adroitcorporate.com

Investor Grievance Email: info@adroitcorporate.com

Website: www.adroitcorporate.com

Contact Person: Mr. N. Surreash

Dear Sir/ Madam,

Sub: Open Offer of 12,60,922 (Twelve Lakhs Sixty Thousand Nine Hundred and Twenty Two Only) Equity Shares of Rs. 10/- each of Beryl Securities Limited (Target Company)

I / We refer to the Letter of Offer dated August 12, 2020 for acquiring Equity Shares held by me / us in Target Company.

I / We, the undersigned, have read the contents of Public Announcement, Detailed Public Statement and this Letter of Offer and understood its contents, including the terms and conditions mentioned therein and unconditionally agree to such terms and conditions.

I / We acknowledge and confirm that all the particulars / statements given herein are true and correct.

Name (in BLOCK LETTERS)	Holder	Name of the shareholder(s)	Permanent Account Number (PAN)
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s) for physical shareholders or as appearing in the demat account)	Sole / First		
	Second		
	Third		
Contact Number(s) of the First Holder	Tel No. (with STD Code)	:	Mobile No.:
	Fax No. (with STD Code)	:	
Full Address of the First Holder (with pin code)			
Email address of First Holder			
Date and Place of incorporation (if applicable)			

FOR ALL EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

I / We, confirm that our residential status under the Income Tax Act is (✓ *whichever is applicable*):

Resident

Non-resident

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

Ledger Folio No. _____		No. of Share Certificates _____	
Attached _____		Equity Shares _____	
Representing _____		Equity Shares _____	
No. of Equity Shares held in BSL		No. of Equity Shares offered in the Open Offer	
In Figures	In words	In Figures	In words
Total			

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

Enclosures (please provide the following and ✓ whichever is applicable)

- Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
- Original share certificate(s);
- Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirers;
- Photocopy of Transaction Registration Slip (TRS)
- Self-attested PAN Card copy (in case of joint holders, PAN card copy of all transferors);
- Cancelled Cheque;
- Any other relevant document such as (but not limited to)
 - Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
 - Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased;
 - Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
- Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license;
- If the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.

Equity Shareholders should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted.

FOR ALL EQUITY SHAREHOLDERS

1. I / We confirm that the Equity Shares which are being tendered herewith by me / us under the Offer, are free from liens, charges, equitable interests and encumbrances and will be transferred together with the rights attached thereto, including all rights to dividend, bonus and rights offer, if any, declared hereafter and that I / we have obtained any necessary consents to sell the Equity Shares on the foregoing basis.
2. I / We confirm that I / We are not persons acting in concert with the Acquirers.
3. 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 Offer and that I / we am / are legally entitled to tender the Equity Shares for the Offer.
4. I / We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in the Offer have been enclosed herewith.
5. I / We agree, also note and understand that the obligation on the Acquirers to pay/ will pay the purchase consideration (i.e. the Offer Price) as per Secondary Market mechanism arises only after verification of the certificates, documents and signatures, as applicable, submitted along with this Form. I / We undertake to return to Acquirers any Offer consideration that may be wrongfully received by me/us.
6. I / We am / are not debarred from dealing in shares or securities.
7. **In case of Equity Shareholders holding Equity Shares in physical form, I/ we note and understand that the shares / original share certificate(s) and transfer deed(s) will be held by the Registrar to the Offer / Clearing Corporation in trust for me / us till the time the Acquirers make payment of purchase consideration as mentioned in the Letter of Offer or the date by which original share certificate(s), transfer deed(s) and other documents are dispatched to me / us, as the case may be. (Strikeout if not applicable).**
8. **In case of Equity Shareholders holding Equity Shares in demat form, I / we note and understand that the Equity Shares would lie with the Clearing Corporation until the time the Acquirers make payment of purchase consideration as mentioned in the Letter of Offer. (Strikeout if not applicable).**
9. I / We authorize the Acquirers to accept the Equity Shares so offered or such lesser number of Equity Shares which they may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer, and I / we further authorize the Acquirers to return to me / us the Equity Shares (including the share certificate(s)) in respect of which the Open Offer is not found valid / not accepted without specifying the reasons thereof.

10. I / We confirm that there are no taxes or other claims or proceedings pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act.
11. I / We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us, I / we will indemnify the Acquirers for such income tax demand (including interest, penalty, etc.) and provide the Acquirers with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.
12. I / We give my/our consent to the Acquirers to file any statutory documents on my/our behalf in relation to accepting the Equity Shares in this Offer. 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 Acquirers to effectuate this Open Offer in accordance with the SEBI (SAST) Regulations.
13. I / We confirm that I / we are in compliance with the terms of the Offer set out in the PA, the DPS and the Letter of Offer.

Status of shareholders (Tick whichever applicable):

<input type="checkbox"/> Individual	<input type="checkbox"/> Banks	<input type="checkbox"/> NRIs/PIOs – repatriable
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> NRIs/PIOs – non repatriable
<input type="checkbox"/> FII/FPI – Corporate	<input type="checkbox"/> Pension/ Provident Fund	<input type="checkbox"/> OCB
<input type="checkbox"/> FII/FPI – Others	<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> QFI
<input type="checkbox"/> FVCI	<input type="checkbox"/> Partnership/ LLP	<input type="checkbox"/> Others – please specify:
<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Proprietorship firm	
<input type="checkbox"/> Indian Trust	<input type="checkbox"/> Financial Institution	

In case of non-resident Equity Shareholders, I / we confirm that our investment status is (please provide supporting documents and v whichever is applicable):

- FDI route
- PIS route
- Any other-please specify: _____

In case of non-resident Equity Shareholders, I / We confirm that the Equity Shares tendered by me / us are held on (v whichever is applicable):

- Repatriable basis
- Non-Repatriable basis

In case of non-resident Equity Shareholders, I / We confirm that (v whichever is applicable):

- No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in the Offer and the Equity Shares are held under general permission of the RBI and FIPB
- Copies of all approvals required by me for holding Equity Shares that have been tendered in the Offer are enclosed herewith
- Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

Additional confirmations and enclosures for all shareholders, as applicable

I / We, have enclosed the following documents:

- Self-attested copy of PAN card
- Self-declaration form in Form 15G / Form 15H, in duplicate copy
- Certificate from Income-tax Authorities for deduction of tax at lower or nil rate
- For Mutual funds / Banks / Notified Institutions under Section 194A (3)(iii) of the Income Tax Act, copy of relevant registration or notification
- 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he / it claims to be a tax resident, in case the Equity Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Equity Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon the specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- SEBI registration certificate issued to Category I or Category II Alternative Investment Funds if such fund intends to claim exemption from TDS under Section 197A(1F) of the Income Tax Act.

BANK DETAILS

In case of Equity Shareholders holding Equity Shares in physical form, kindly provide the following details:

Particulars	Details
Name of Sole or First Holder's Bank	
Name of Bank	
Branch Address and PIN Code	
Type of Account	Savings / Current / NRE / NRO / Others (circle whichever is applicable)
Account Number	
9 digit MICR code	
IFSC Code (for RTGS / NEFT Transfers)	

Note: The fund transfer in electronic mode would be done at your risk based on the data provided as above by you.

Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the Depositories.

Please note that for Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Public Shareholders' bank account linked to its demat account.

If the Public Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective Public Shareholders. The Public Shareholders are therefore requested to ensure that their bank account details are validly linked in their demat accounts.

In case of interest payments, if any, by Acquirers for delay in payment of Offer Price or a part thereof, the Acquirers will deduct TDS at the applicable rates as per the Income Tax Act.

Yours faithfully,

Signed and Delivered	Full Name (s) of the Holders	Pan No.	Signature (S)
First/Sole Shareholder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holders, all the holders must sign. In case of body corporate, the common seal should be affixed and necessary board resolutions should be attached.

Place:	Date:
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-----Tear Here-----

ACKNOWLEDGEMENT RECEIPT- BERYL SECURITIES LIMITED - OPEN OFFER

(Delete whichever is not applicable)

Sr. No.: _____
 Received from Mr./Ms./M/s. _____
 Address: _____
 Physical shares: Folio No. _____
 Demat Shares: DP ID _____ ; Client ID: _____
 Form of Acceptance along with (Tick wherever is applicable):
 Physical Shares: No. of shares _____ ; No. of Certificates enclosed _____
 Demat Shares: Copy of delivery instruction for _____ number of shares enclosed

For accepting the Offer on behalf of the Acquirers

Stamp of Collection Center	Signature of Official	Date of Receipt	Place of Receipt

INSTRUCTIONS:

NO EQUITY SHARES/ FORMS SHOULD BE SENT TO THE ACQUIRERS, THE MANAGER TO THE OFFER OR TO THE TARGET COMPANY.

1. The Form of Acceptance-cum-Acknowledgment should be filled up only in English.
2. All queries pertaining to the Offer may be directed to the Registrar to the Offer.
3. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
4. Public Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Offer.
5. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/ first named Equity Shareholder(s) along with all the documents received from them at the time of submission.
6. All the Equity Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
7. All documents/ remittances sent by or to the Equity Shareholders will be at their own risk. Equity Shareholders are advised to adequately safeguard their interests in this regard.
8. In case of Equity Shares held in joint names, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgment and in the Equity Share transfer deed(s), in the order in which they hold Equity Shares, and should be duly witnessed. This order cannot be changed or altered, nor can any new name be added for the purpose of accepting the Offer.
9. The offer price payable to the shareholders is as under:
 - a) An Offer Price of Rs. 18.73/- (Rupees Eighteen and Seventy Three Paise Only) per Equity Share inclusive of interest amounting to Rs. 7.79 (Rupees Seven and Seventy Nine paise Only) per Equity Share shall be payable to all the Equity Shareholders in respect of Equity Shares held by them in the Target Company as on May 17, 2013 and which are continued to be held as on date and are validly tendered/ accepted in the Open Offer.
 - b) Rs. 10.94 (Rupees Ten and Ninety Four Paise Only) per Equity Share is the Offer Price that shall be payable to all the Equity Shareholders in respect of the remaining Equity Shares not falling under (a) above which are validly tendered/ accepted in the Open Offer.
10. **The Public Shareholders who are holding the Equity Shares in physical form** and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit the following set of documents for verification procedure as mentioned below:
 - a) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
 - b) Original share certificate(s);
 - c) Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirers;
 - d) Photocopy of Transaction Registration Slip (TRS)
 - e) Self-attested PAN Card copy (in case of joint holders, PAN card copy of all transferors);
 - f) Cancelled Cheque for making the payment of purchase consideration upon acceptance of the shares.
 - g) Any other relevant document such as (but not limited to)
 - Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
 - Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased;
 - Necessary corporate authorizations, such as Board Resolutions etc., in case of companies.
 - h) Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license.

- i) In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.
11. **THE TRANSFER DEED SHOULD BE LEFT BLANK, EXCEPT FOR THE SIGNATURES AND WITNESS DETAILS. PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.**
 12. The Public Shareholder should ensure that the certificate(s) and above documents reach the Registrar within 2 days of the close of Tendering Period.
 13. The Selling Broker(s) should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc.
 14. The Tender Form and TRS are not required to be submitted to the Acquirers, Manager to the Offer or the Registrar to the Offer. Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective Forms of Acceptance-cum-Acknowledgment.
 15. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
 16. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Paragraph 8.
 17. The equity shares tendered and accepted pursuant to the Offer will be acquired by the Acquirer 1, Acquirer 3, Acquirer 5, Acquirer 6 and Acquirer 8 only as mutually accepted.
 18. The Letters of Offer along with Form of Acceptance cum Acknowledgement will be dispatched to all the Public Shareholders of Target Company (except the Acquirers), whose names appear on the Register of Members and to the Beneficial Owners of the shares of the Target Company whose names appear on the beneficial records of the Depository Participant, at the close of business hours as on the Identified Date.
 19. The Public Shareholders whose email ids are registered with the Depositories/ the Target Company/ Registrar to the Offer shall be dispatched the LOF through electronic means. If Public Shareholders who have been sent the LOF through electronic means wish to obtain a physical copy of the LOF, they may send a request in writing to the Registrar to the Offer at the address or email id mentioned on the cover page of the LOF by stating such Shareholder's name, address, number of Equity Shares held on Identified Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the LOF shall be provided to such Public Shareholders.

The Public Shareholders who have not registered their email ids with the Depositories / the Target Company/ Registrar to the Offer shall be dispatched the LOF through physical mode by registered post / speed post / courier.
 20. In light of the relaxations granted by SEBI vide its circular no. SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020, on account of impact of the COVID-19 pandemic and the lockdown measures undertaken by the Central Government and state governments, physical copies of the Letter of Offer dispatched through by registered post / speed post / courier may or may not reach the Public Shareholders on time. Under such circumstances, the LOF shall be dispatched through electronic means to the Public Shareholders who have registered their email ids with the Depositories and/or the Target Company. For those Public Shareholders whose email ids are not registered with the Depositories and/or the Target Company, the LOF along with the Form of Acceptance cum acknowledgement would also be available SEBI's website- www.sebi.gov.in, BSE's website- www.bseindia.com, Manager to the Offer- www.focl.in, Target Company's website- www.berylsecurities.in and RTA's website- www.adroitcorporate.com, and shareholders can also apply by downloading such forms from the website. For details on procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer, please refer to 8.16 of the Letter of Offer.
 21. If non-resident Equity Shareholders had required any approval from the RBI or the FIPB, or any other regulatory body in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to the Offer.

Further, non-resident Equity Shareholders must obtain all approvals required, if any, to tender the Equity Shares in the Offer (including without limitation, the approval from the RBI and the Department of Industrial Policy & Promotion) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirers to purchase the Equity Shares so tendered. In the event any such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in the Offer.
 22. **Interest payment, if any:** In case of interest payments by the Acquirers for delay in payment of Offer consideration or a part thereof, the Acquirers will deduct taxes at source at the applicable rates as per the Income Tax Act.

23. If the resident and non-resident Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For resident Shareholders:

- Self-attested copy of PAN card
- Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (certificate for deduction of tax at lower rate)
- Self-declaration in Form 15G / Form 15H (in duplicate), if applicable
- For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)

For non-resident Shareholders:

- Self-attested copy of PAN card
- Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirers before remitting the amount of interest)
- Tax Residency Certificate and a no 'permanent establishment' / business connection declaration.

In an event of non-submission of certificate for deduction of tax at nil / lower rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category, to which the Shareholder belongs, by the Acquirers.

Business Hours: Monday to Friday: 10.00 a.m. to 5.00 p.m.

Saturday: 10.00 a.m. to 1.00 p.m.

Holidays: Sundays, Public Holidays and Bank Holidays

FOR DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OFFER, REFER TO THE LETTER OF OFFER.

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



ADROIT CORPORATE SERVICES PRIVATE LIMITED

Address: 17-20, Jafarbhoy Industrial Estate, 1st Floor, Makawana Road,
Marol Naka, Andheri (East), Mumbai 400 059;

Tel. No.: +91 22 42270400; **Email:** n.surreash@adroitcorporate.com;

Investor Grievance Email: info@adroitcorporate.com;

Website: www.adroitcorporate.com;

Contact Person: Mr. N. Surreash

SEBI Registration No.: INR000002227

CIN: U67190MH1994PTC079160