

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

BID NUMBER:

DATE:

<b>BUYBACK OFFER OPENS ON</b>		<b>FRIDAY, JUNE 3, 2022</b>
<b>BUYBACK OFFER CLOSSES ON</b>		<b>THURSDAY, JUNE 16, 2022</b>
<b>For Registrar Use</b>		
<b>Inward No.</b>	<b>Date</b>	<b>Stamp</b>
<b>Status: (Please tick appropriate box)</b>		
<input type="checkbox"/>	Individual	<input type="checkbox"/>
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>
<input type="checkbox"/>	VCF	<input type="checkbox"/>
<input type="checkbox"/>	Partnership/LLP	<input type="checkbox"/>
<input type="checkbox"/>	Pension / PF	<input type="checkbox"/>
<input type="checkbox"/>	Insurance companies	<input type="checkbox"/>
<input type="checkbox"/>	Non Resident Indian/OCB	<input type="checkbox"/>
<input type="checkbox"/>	Bank/Financial Institution	<input type="checkbox"/>
<input type="checkbox"/>	FII/FPIs	<input type="checkbox"/>
<input type="checkbox"/>	Mutual Funds	<input type="checkbox"/>
<input type="checkbox"/>	Others (specify)	<input type="checkbox"/>
<b>Tax Residency Status (Please tick appropriate box)</b>		
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>
<input type="checkbox"/>	Non-resident in India	<input type="checkbox"/>
Resident of _____ (Shareholder to fill the country of residence)		

To  
The Board of Directors  
**Sinclairs Hotels Limited**  
C/o Niche Technologies Private Limited  
3A, Auckland Place, 7th Floor,  
Room No 7A & 7B, Kolkata 700 017

Dear Sirs,

**Ref: Letter of Offer dated 27 May 2022 for Buyback of upto 7,00,000 (Seven Lakh Only) Equity shares of Rs. 2/- (Rupees Two Only) each of Sinclairs Hotels Limited at a price of Rs. 143/- (Rupees One Hundred and Forty Three Only) per Equity Share payable in cash.**

- I/We (having read and understood the Letter of Offer dated 27 May 2022 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.
- I/We authorise the Company to Buy-Back the equity shares offered (as mentioned below) and to issue instruction to Registrar to the Buy-Back Offer i.e. Niche Technologies Private Limited to extinguish such equity shares.
- I/We hereby warrant that the equity shares comprised in this tender/offer are offered for Buy-Back by me/ us and are free from all liens, equitable interest, charges and encumbrance.
- I/We declare that there are no restraints / injunctions or other order of any nature which limits / restricts in any manner my / our right to tender equity shares for the Buyback and that I / we am / are legally entitled to tender the equity shares for the Buyback.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder only after due verification of the validity of the documents and that the consideration shall be paid as per the secondary market mechanism.
- I/We agree that the Company is not obliged to accept any equity shares offered for the Buyback where loss of share certificates has been notified to the Company.
- I/We authorise the Company to split the share certificate and issue new consolidated certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-Back due to oversubscription.
- 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 affect the Buyback in accordance with the Act and the Regulations.
- Details of equity shares held and offered for the Buyback:

	<b>In Figures</b>	<b>In Words</b>
Number of Equity shares held as on Record Date (Friday, 13 May 2022)		
Number of equity shares Entitled for buyback (buyback entitlement)		
Number of Equity shares offered for Buy-Back		

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 Buy Back 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 20 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 be considered for the purpose of Acceptance

(Tear along this line)

ACKNOWLEDGMENT SLIP: **SINCLAIRS HOTELS LIMITED - BUYBACK OFFER**  
(To be filled by the Eligible Shareholder) (Subject to verification)

**Folio No.**

**Received From Mr./Ms./M/s.**

**Stamp of Broker**

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

**No. of equity shares offered for Buyback (in figures)**

**(in words)**

11) Details of Share Certificate(s) Enclosed

Total No. of Share Certificates submitted

S. No	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Equity shares
			From	To	
1.					
2.					
3.					
<b>Total</b>					

In case the number of folios or share certificates exceeds 3 nos., please attach separate sheet giving details in the same format as above

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

Name of the Bank	Branch and City	IFSC and MICR Code	Account No. and Type of Account

13) Details of Other Documents (please tick appropriately), if any, enclosed:

- Corporate Authorizations  
 Death Certificate  
 Succession Certificate  
 Power of Attorney  
 Any Other, Please specify \_\_\_\_\_

14) Shareholder(s) Details (Signature(s) as per specimen recorded with the Company):

Particulars	Sole/First Shareholder	Joint Holder 1	Joint holder 2	Joint holder 3
Name in Full				
Signature*				
PAN				
Address of the Sole/First Shareholder				
Telephone No/E-mail id				

\* Corporate must affix Rubber Stamp. The relevant corporate authorisation should be enclosed with the application form.

15) 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 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the "FEMA Regulations") and the rules and regulations framed there under and any other rules and regulations, for tendering equity shares in the Buy-Back, 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.
- I / We undertake to pay income taxes in India on any income arising on such Buy-Back and taxable in 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 Buy-Back of shares by me / us.

**Instructions:**

- This Buyback Offer will open on Friday, June 3, 2022 and close on Thursday, June 16, 2022.
- This Tender/Offer 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.**
- The shares tendered in the Buy-Back shall be rejected if (i) the Shareholder is not an Eligible Shareholder of the Company as on the Record Date or (ii) the documents are not received by the Registrar on or before the close of business hours of Saturday, June 18, 2022 (by 5 p.m.); or (iii) there is any mismatch in share certificate enclosed or (iv) the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.**
- All documents sent by eligible shareholders will be at their own risk. Eligible Shareholders of the Company are advised to safeguard adequately their interests in this regard.
- Eligible Shareholders to whom the Buy-Back is made are free to tender Equity Shares to the Extent of their Buy-Back Entitlement in whole or in part or in excess of their Buy-Back Entitlement.

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

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK, NICHE TECHNOLOGIES PVT. LTD. QUOTING YOUR CLIENT ID & DP ID.

(Tear along this line)

**Investor Service Centre: Sinclairs Hotels Limited - Buyback offer**  
**Niche Technologies Private Limited**

CIN: U74140WB1994PTC062636  
SEBI REG. NO. INR000003290

Validity: Permanent

Contact Person: Mr Shoab Abbas/ Mr Ashok Sen

Address: 3A, Auckland Place, 7th Floor, Room No 7A & 7B, Kolkata 700 017

Tel.: +91 33 2280 6616 / 6617 / 6618; Fax: +91 33 2280 6619;

Email: nichetechpl@nichetechpl.com; Website: www.nichetechpl.com