

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT  
(FOR ALL ELIGIBLE EQUITY SHAREHOLDERS)**

**Bid Number:**

**Date:**

DPID/CLID/FOLIO

SL No:

<b>BUYBACK OPENS ON:</b>		<b>Tuesday, October 22, 2019</b>
<b>BUYBACK CLOSSES ON:</b>		<b>Tuesday, November 05, 2019</b>
<b>For Registrar's Use</b>		
Inward No.	Date	Stamp
<b>Route of investment (Only for Non-Resident Eligible Shareholders)</b>		
Portfolio investment scheme		
Foreign Direct Investment Scheme		
Others		

<b>India Tax Residency Status: Please tick appropriate box</b>							
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non Resident In India				
<input type="checkbox"/>	Resident of _____ (Eligible Shareholder to fill-in the country of residence)						
<b>Status: Please tick appropriate box</b>							
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII / FPI	<input type="checkbox"/>	Insurance Company	<input type="checkbox"/>	VCF
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non-Resident Indian / OCB	<input type="checkbox"/>	FVCI	<input type="checkbox"/>	Partnership / LLP
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution	<input type="checkbox"/>	Pension / PF	<input type="checkbox"/>	Others (specify)

To,  
The Board of Directors  
Star Cement Limited  
Vill: Lumshnong, P.O.: Khaliehriat  
Dist.: East Jaintia Hills  
Meghalaya - 793210  
Tel. No.: (033) 24015556

Dear Sir/ Madam,

**Sub: Letter of Offer dated October 10, 2019 to Buy back upto 68,00,000 (Sixty Eight Lakhs Only) Equity Shares of Star Cement Limited (the "Company") at a price of Rs. 150/- (Rupees One Hundred Fifty only) per Equity Share (the "Buyback Offer Price") payable in cash**

- I / We having read and understood the Letter of Offer issued by the Company, hereby tender / offer my / our Equity Shares in re I / We to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish such Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us are free from all I / W/ pledges, equitable interest, charges and encumbrance.
- 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 Buyback and that I am/ We are legally entitled to tender/ offer the Equity Shares for Buyback.
- 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.
- 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.
- I / We undertake to indemnify the Company, if any tax demand is raised on the Company, on account of gains arising to me / us o I Buyback of shares. I / We also undertake to provide 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.
- 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.
- I / We agree 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 / V 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 / ou Companies Act, SEBI Buyback Regulations and any other applicable laws.

11.Details of Equity Shares held and tendered / offered for Buy-back:

	In Figures	In Words
Number of Equity Shares held as on Record Date (July 05, 2019)		
Number of Equity Shares Entitled for Buy-back (Buy-back		
Number of Equity Shares offered for Buyback (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 19 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. “Star Cement 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.

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	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder(s)				
Signature(s)*				
PAN No.				
Address of the Sole/Firs Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of 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 Tuesday, October 22, 2019 and close on Tuesday, November 05, 2019
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 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 Buyback (as mentioned in Paragraph 20.17 of the Letter of Offer) only post placing the bid via the 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 is in 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:
  - i. Approval from the appropriate authority for such merger;
  - ii. The scheme of merger; and
  - iii. 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. 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.
9. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequate interests in this regard.
10. 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.
11. The Tender Form and TRS is not required to be submitted to the Company, Manager to the Buyback or the Registrar, in case tender is in demat form. 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.
12. All Equity Shareholders holding the Physical Shares shall note that in accordance with the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press release dated March 27, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from April 1, 2019. Given that the settlement of equity shares will happen post the effective date of LODR Amendment, i.e. April 1, 2019, the Company shall not be able to accept the equity shares tendered in physical form. Accordingly, the eligible shareholders are advised to approach the concerned depository participant to have their equity shares dematerialized before tendering their equity shares in the buyback.

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

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**ACKNOWLEDGMENT SLIP: STAR CEMENT LIMITED BUYBACK OFFER 2019**

*(To be filled by the Equity Shareholder) (Subject to verification)*

DP ID	Client ID
Received from Mr./Ms./Mrs.	
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>	
No. of Equity Shares offered for Buyback (In Figures)	(in words)
Please quote Client ID No. & DP ID No. for all future correspondence	Stamp

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

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:**

**Investor Service Centre: Star Cement Limited Buyback Offer 2019**

Maheshwari Datamatics Pvt. Ltd

23 R. N. Mukherjee Road, 5th floor, Kolkata -700001

**Contact Person:** Mr. S. Rajagopal

**Tel:** (033) 22482248, 22435029; **Fax:** (033) 22484787; **E-mail:** mdpldc@yahoo.com

**Website:** <<http://www.mdpl.in>>; **SEBI Registration Number:** INR0000000353