FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT ("FORM")
GOODWILL HOUSING AND INVESTMENTS LIMITED - EXIT OFFER

(Please send this Form with enclosures to the Registrar to the Exit Offer at their address given overleaf)

EXIT OFFER SCHEDULE	
OPENS ON	FEBRUARY 10, 2020
CLOSES ON	FEBRUARY 14, 2020

From,

Folio No.:

Name:

Address:

Tel No. **Email:** **Fax:**

To,
Promoter and Promoter Group Members of Goodwill Housing and Investments Limited (Offerors)
C/o Cameo Corporate Services Limited ("**Registrar**"),
Subramanian Building, No.1, Club House Road,
Chennai- 600002, Tamil Nadu, India

Dear Sir/Madam,

Sub: Exit offer of upto 20,20,108 Equity Shares each having face value of Rs. 10 each at Rs. 8.50/- **("Exit Price")** from the Offerors for acquisition of Equity Shares of **Goodwill Housing and Investments Limited** ("**Goodwill / Company**") from Public shareholders.

I/we, refer to the 'Exit Offer Letter' dated January 28, 2020 for acquiring the Equity Shares held by me/us in Goodwill.

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

A. SHARES HELD IN PHYSICAL FORM

As per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated September 10, 2018, inter-alia, every holder of securities of an unlisted public company who intends to transfer such securities on or after October 02, 2018 shall get such securities dematerialized before the transfer.

ACCORDINGLY, THE PUBLIC SHAREHOLDERS WHO ARE HOLDING EQUITY SHARES IN PHYSICAL FORM AND ARE DESIROUS OF TENDERING THEIR EQUITY SHARES IN THE EXIT OFFER CAN DO SO ONLY AFTER THE EQUITY SHARES ARE DEMATERIALIZED.

B. SHARES HELD IN DEMATERIALIZED FORM:

I/We hold the following Equity Shares in Dematerialized Form. I/We accept the Exit Offer provided by Offerors and enclose a counterfoil(s)/photocopy of the Delivery Instruction(s) duly acknowledged by my DP in respect of said Equity Shares as detailed below:

DP NAME	DP ID	CLIENT ID	NAME OF BENEFICIARY	NO. OF SHARES

I/We have done off market transaction for crediting the above Equity Shares to the Special Depository Account opened by Offerors, whose particulars are given as under:

Name of Account	DP ID	Client ID	Depository Participant ("DP") Name	Depository Name	ISIN	Market
Cameo Corporate Servicers Limited Goodwill Housing Exit Offer Escrow A/C	16010100	00460985	Stock Holding Corporation of India Ltd.	Central Depository Services (I) Ltd.	INE425Z01018	Off-Market

I/We note and understand that the shares would lie in the Special Depository Account until the Offerors make payment of the purchase consideration within 15 working days from the date of closure of Exit Offer (or such longer period as may be required to obtain the relevant regulatory approvals, if any).

For each delivery Instruction, the beneficial owner should submit a separate application form. Public Equity Shareholders having their beneficiary account in NSDL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Special Depository Account with CSDL.

C. GENERAL

I / We confirm that the equity shares of Goodwill, which are being tendered herewith by me / us under the offer are free from liens, charges and encumbrances of any kind whatsoever.

My / Our execution of this Form shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Offerors, harmless and indemnified against any loss they or either of them may suffer in the event of the Offerors acquiring these equity shares.

I / We agree that the Offerors may pay the Exit Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals if any.

I/We note and understand that the shares would be held in trust by the Registrar until the time the Offerors makes payment of purchase consideration.

I/We undertake to execute such further document(s) if any and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.

I/We agree and understand that the offerors will pay the consideration by way of RTGS / NEFT to the bank account registered with my / our demat a/c from which the shares are tendered. In case of any rejection of electronic remittances or non-availability of adequate information for sending the consideration via electronic remittances, then the consideration would be sent as cheque(s) / Demand Draft (s) / Pay Order(s).

I / We irrevocably authorize the Offerors to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with Depository Participant:

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with Depository Participant):
Place: ----------------- **Date:** ------------------ **Tel./Mobile No(s). :** ----------------- **Fax No.:** ---------------

The Permanent Account No. (PAN) Allotted under the Income Tax Act, 1961 is as under

	First/Sole Holder	Joint Holder 1	Joint Holder 2
PAN			

Yours faithfully,

Signed and Delivered,

Signed & Delivered by	Full Name(s) of the Shareholder	Signature
First/Sole Holder		
Joint Holder 1		

Joint Holder 2		

Note: In case of joint holdings all must sign. In case of body corporate, the company seal should be affixed

Place: Date:

SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE FORMS / SHARES SHOULD REACH THE REGISTRAR TO THE EXIT OFFER AT THE ADDRESS MENTIONED ABOVE ON OR BEFORE FEBRUARY 14, 2020.

CHECKLIST

FOR DEMAT SHAREHOLDERS
1. Duly Filled and Signed Form of Acceptance
2. Copy of Acknowledged Demat Instruction Slip
3. Other document, as applicable

-- Tear along this line --

Acknowledgement Slip

Received from Mr./Ms./M/s………………………………….. Form along-with the following documents:-

A) For shares held in Dematerialized Form:

1. Counterfoils photocopy of the delivery Instruction duly acknowledged by Depository Participant.
2. (Specify)
3. (Specify)

Signature of Official: ………………………………………… Date: ……………………………