

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT (FOA)
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)

| TENDERING PERIOD FOR THE OFFER | |
|--------------------------------|------------------------------|
| OFFER OPENS ON: | Wednesday, December 13, 2017 |
| OFFER CLOSSES ON: | Wednesday, December 27, 2017 |

Please read the Instructions overleaf before filling-in this Form of Acceptance

| FOR OFFICE USE ONLY | |
|-----------------------------------|--|
| Acceptance Number | |
| Number of Equity Shares Offered | |
| Number of Equity Shares accepted | |
| Purchase Consideration (₹) | |
| Cheque/Demand Draft/Pay Order No. | |

| Status (Please tick appropriate box) | | | | | |
|--------------------------------------|----------------|--------------------------|-----------------|--------------------------|------------------|
| <input type="checkbox"/> | Individual | <input type="checkbox"/> | FPI | <input type="checkbox"/> | Insurance Co |
| <input type="checkbox"/> | Foreign Co. | <input type="checkbox"/> | NRI/OCB | <input type="checkbox"/> | FVCI |
| <input type="checkbox"/> | Body Corporate | <input type="checkbox"/> | Bank/FI | <input type="checkbox"/> | Pension/PF |
| <input type="checkbox"/> | VCF | <input type="checkbox"/> | Partnership/LLP | <input type="checkbox"/> | Others (specify) |

| | | |
|---|-----------------|---------------|
| Please insert name, address and other details of Equity Shareholder/ Beneficiary Owner | | |
| From: | | |
| Name: | | |
| Address: | | |
| Folio No./DP ID No./Client ID No.: | | |
| Tel. No.: | Fax No.: | Email: |

To,
Integrated Registry Management Services Private Limited ,
UNIT: OTCO INTERNATIONAL LIMITED
30, Ramana Residency, 4th Cross,
Sampige Road, Malleswaram,
Bengaluru - 560 003, Karnataka, India.
Contract Person: Harish K
Tel No: +91-80-23460815/18

Sub.: Open offer ("Offer") for acquisition of up to 6,74,343 (Six Lacs Seventy Four Thousand Three Hundred and Forty Three) Equity Shares of face value of Rs. 10/- each (" Equity Share(s)") at an offer price of Rs. 37/- (Rupees Thirty Seven Only) per Share, constituting 26.00 % of the fully paid up Equity Share and Voting Capital of the Target Company from the Equity Shareholders of OTCO International Limited (hereinafter referred to as "the Target Company" or "TC" or "OTCO") by Mr. Pradeep Kumar Panda ("Acquirer").

Dear Sir/Madam,

1. I/We refer to the Letter of Offer dated November 27, 2017, for acquiring the Equity Shares held by me/us in of OTCO International Limited.
2. I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

3. I/ We, unconditionally Offer to sell to the Acquirer the following Equity Shares in the Target Company held by me/ us at a price of Rs. 37.00 (Rupees Thirty Seven Only) per Equity Share.
4. Details of Equity Shares held and tendered/ offered under the offer:

| | | |
|---|-------------------|-----------------|
| Ledger Folio No.....Number of share certificates attached..... | | |
| Representing Equity Shares | | |
| | In figures | In words |
| Equity Shares held as on Identified Date November 28, 2017 | | |
| Number of Equity Shares Offered under the Open Offer | | |

| Sr. No. | Share Certificate No. | Distinctive Nos. | | No. of Equity Shares |
|-----------------------------------|-----------------------|------------------|----|----------------------|
| | | From | To | |
| 1. | | | | |
| 2. | | | | |
| 3. | | | | |
| Total No. of Equity Shares | | | | |

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

5. I/We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/we further authorize the Acquirer to apply and obtain certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me/ us, Equity Share in respect of which the Offer is not found/ not accepted, specifying the reasons thereof.
6. I/ We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
7. I/ We hereby confirm that the Equity Shares comprised in this Tender Offer are offered under Open Offer free from all liens, equitable interest, charges and encumbrance.
8. I/ We declare that there are no restraints/ injunctions or other covenants of any nature which limits/ restricts in any manner my/ our right to tender Equity Shares under the Open Offer and that I/ We am/are legally entitled to tender the Equity Shares.
9. I/ We agree that the Acquirer will pay the Offer Price as per the Stock Exchange mechanism.
10. Details of the other Documents (duly attested) (Please ✓ as appropriate, if applicable) enclosed:

| | | | |
|--|--|--|--|
| | Power of Attorney | | Previous RBI approvals for acquiring the Equity Shares of Otco International Limited hereby tendered in the Open Offer |
| | Death Certificate | | Succession Certificate |
| | Self-attested copy of PAN Corporate authorizations | | Corporate authorizations |
| | Others (please specify): | | |

11. Equity Shareholders Details:

| Particulars | 1st / Sole holder | Joint holder 1 | Joint holder 2 | Joint holder 3 |
|--|-------------------|----------------|----------------|----------------|
| Full Name(s) | | | | |
| PAN | | | | |
| Address of the 1st / Sole holder | | | | |
| Telephone of 1st / Sole holder e-mail id of 1st / Sole | | | | |
| Signature(s)* | | | | |

*Corporate must also affix rubber stamp and sign.

12. Bank Details

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS/NACH the shareholder(s) may, at their option, provide details of bank account of the first / sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

I / We permit the Acquirer or the Manager to the Offer to make the payment of Consideration through ECS/NACH of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.

Savings/Current/(Others; please specify) : _____

Name of the Bank Branch: _____

Account Number: _____ IFSC Code of Bank _____

The Permanent Account Number (PAN No.) allotted under Income Tax Act, 1961 is as below:

| | 1st Shareholder | 2nd Shareholder | 3rd Shareholder |
|----------------------|-----------------|-----------------|-----------------|
| PAN / GIR No. | | | |

Yours faithfully,

Signed and Delivered:

| | FULL NAME(S) OF THE HOLDERS | SIGNATURE(S) |
|-------------------------------|-----------------------------|--------------|
| First/Sole Shareholder | | |
| Joint Holder 1 | | |
| Joint Holder 2 | | |

INSTRUCTIONS:

1. This Offer will open on Wednesday, December 13, 2017 and close on Wednesday, December 27, 2017.
2. This Form of Acceptance 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 Form of Acceptance.
3. Eligible Persons who wish to tender their Equity Shares in response to this Open Offer should submit the documents mentioned in paragraph 8.12 of the Letter of Offer to the selling broker, who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar.
4. All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
5. All documents as mentioned in paragraph 8.12 of the Letter of Offer shall be enclosed with the valid Form of Acceptance otherwise the shares will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others:
 - a. If share certificates of any other company are enclosed with the Form of Acceptance instead of the share certificate of the Company;
 - b. Non-submission of Notarized copy of death certificate / succession certificate / probated/Will, as applicable in case any Eligible Person has deceased.
 - c. If the Eligible Person(s) bid the shares but the Registrar does not receive the share certificate; or
 - d. In case the signature in the Form of Acceptance and Form SH-4 doesn't match as per the specimen signature recorded with the Target Company / Registrar.
6. The shareholders should consult their tax advisors or consultants for tax implications of tendering their Equity Shares in the Offer.
7. For details procedure for tendering the Equity Shares in the Offer, refer the Letter of Offer.

Acknowledgement Slip

SHARES IN PHYSICAL FORM

Open Offer to the public Shareholders of OTCO International Limited (hereinafter referred to as “the Target Company” or “TC” or “OTCO”) by Mr. Pradeep Kumar Panda (“Acquirer”).

Received from Mr./ Ms.

Ledger Folio No..... Number of Share certificate enclosed..... under the Letter of Offer dated November 27, 2017.

FOA, Transfer deeds and Original Share Certificates as detailed hereunder:

| Sr. No. | Share Certificate No. | Distinctive No.(s) | | No.(s) of Equity Shares |
|-----------------------------------|-----------------------|--------------------|----|-------------------------|
| | | From | To | |
| 1. | | | | |
| 2. | | | | |
| 3. | | | | |
| Total No. of Equity Shares | | | | |

| | | | | | |
|----------------------------------|--|----------------------------|--|------------------|--|
| Stamp of Registrar to the Offer: | | Signature of the Official: | | Date of Receipt: | |
|----------------------------------|--|----------------------------|--|------------------|--|

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

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED
Unit: OTCO INTERNATIONAL LIMITED – OPEN OFFER 2017
30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram,
Bengaluru - 560 003, Karnataka, India.
Tel: +91-80- 23460815/18; **Fax:** +91-80-23460819
Email: blropenoffer@integratedindia.in **Website:** www.integratedindia.in
SEBI Registration No: INR000000544
CIN: U74900TN2015PTC101466
Contact Person: Mr. Harish K