

## ANNEXURE II – TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING PHYSICAL SHARES

## FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT

Bid Number:

Date:

|  |                             |                              |   |
|--|-----------------------------|------------------------------|---|
| <b>BUY-BACK OPENS:</b>   |                             | Thursday, November 20, 2025  |   |
| <b>BUY-BACK CLOSES ON:</b>                                     |                             | Wednesday, November 26, 2025 |   |
| <b>For Registrar use</b>                                       |                             |                              |   |
| <b>Inward No.</b>  |                             | <b>Date</b>                  | <b>Stamp</b>  |
|  |                             |                              |   |
| <b>Status (please tick appropriate box)</b>                    |                             |                              |   |
|  | Individual                  | FII                          | Insurance Co.   |
|  | Foreign Co.                 | NRI/OCB                      | FVCI  |
|  | Body Corporate              | Bank/ FI                     | Pension/ PF   |
|  | VCF                         | Partnership/LLP              | Others (specify)  |
| <b>India Tax Residency Status: Please tick appropriate box</b> |                             |                              |   |
|  | Resident in India           | Non-Resident in India        | Resident of _____<br>(Shareholder to fill the country of residence) |
| <b>Route of Investment (For NR Shareholders only)</b>          |                             |                              |   |
|  | Portfolio Investment Scheme |                              | Foreign Investment Scheme   |

To,  
The Board of Directors  
**GHCL Limited**  
GHCL House, Opp. Punjabi Hall,  
Navrangpura, Ahmedabad – 380009 (Gujarat)

Dear Sir/ Madam,

**Sub: Letter of Offer dated November 17, 2025 to Buyback up to 41,37,931 (Forty-One Lakh Thirty-Seven Thousand Nine Hundred and Thirty-One) Equity Shares of GHCL Limited (the “Company”) at a price of INR 725/- (Indian Rupees Seven Hundred and Twenty-Five only ) per Equity Share (the “Buyback Offer Price”) payable in cash**

- I / We having read and understood the Letter of Offer dated November 17, 2025 issued by the Company hereby tender / offer my / our Equity Shares in response 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 the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- 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 for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the consideration for the accepted Equity Shares will be paid to the Shareholder Broker as per secondary market mechanism.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back 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 on 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 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 Stock Exchange mechanism.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- 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 to 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 the Companies Act, SEBI Buyback Regulations and any other applicable laws.
- Details of Equity Shares held and tendered / offered for Buy-back:

| Particulars  | In Figures | In Words |
|--|------------|----------|
| Number of Equity Shares held as on Record Date (Friday, November 14, 2025)         |            |          |
| Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)               |            |          |
| Number of Equity Shares offered for Buy-back (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 21 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.*

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**ACKNOWLEDGMENT SLIP: GHCL LIMITED BUYBACK OFFER 2025**

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

|   |  |            |                 |
|---|--|------------|-----------------|
| Folio No.   |  |            |                 |
| 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 Folio No. for all future correspondence                    |  |            | Stamp of Broker |

14. 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. "GHCL 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.
15. Details of Share Certificates enclosed: \_\_\_\_\_ Total no. of Share Certificates submitted \_\_\_\_\_

| Sr. No.      | Folio No. | Share Certificate No. | Distinctive Nos. |    | No. of Equity Shares |
|--------------|-----------|-----------------------|------------------|----|----------------------|
|              |           |                       | From             | To |                      |
| 1            |           |                       |                  |    |                      |
| 2            |           |                       |                  |    |                      |
| <b>Total</b> |           |                       |                  |    |                      |

*In case the number of folios and share certificates exceed four nos., please attach a separate sheet giving details in the same format as above.*

16. 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 Number (indicate type of account) |
|------------------|-----------------|--------------------|---|
|                  |                 |                    |   |

17. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

|  |   |  |                         |
|--|---|--|-------------------------|
|  | Power of Attorney   |  | Corporate Authorization |
|  | Succession Certificate  |  | Death Certificate       |
|  | Self-attested copy of Permanent Account Number (PAN Card)   |  | TRS                     |
|  | Previous RBI approvals for acquiring the Equity Shares of Technocraft Industries (India) Limited hereby tendered in the Buyback |  | Others (please specify) |

18. Equity Shareholders Details:

| Particulars                                    | First/Sole Holder | Joint Holder 1                            | Joint Holder 2 | Joint Holder 3 |
|--|-------------------|---|----------------|----------------|
| Full Name(s) of the Holder                     |                   |   |                |                |
| Signature(s)*                                  |                   |   |                |                |
| PAN  |                   |   |                |                |
| Address of the Sole/First Equity Shareholder   |                   |   |                |                |
| Telephone No. of Sole/First Equity Shareholder |                   | Email ID of Sole/First Equity Shareholder |                |                |

\* Non-individual shareholders must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

19. Applicable for all Non-resident shareholders.

- I / We undertake to pay income taxes in India on any income arising on such Buyback 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 Buyback of shares by me / us.
- 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 RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

#### 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**

- This Offer will open on Thursday, November 20, 2025 and close on Wednesday, November 26, 2025.
- 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.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents by 5:00 p.m. on November 26, 2025 directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to) (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies; (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the 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.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback on or before Wednesday, November 26, 2025 by 5:00 p.m along with the documents mentioned in the Tender Form.
- For procedure followed by Eligible Shareholders for tendering shares in the buyback, please refer to Paragraph 21 of the Letter of Offer.
- Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Eligible Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Seller is deceased; and (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies.
- All documents as mentioned above shall be enclosed with the valid Tender Form otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others: (a) If any other company share certificates are enclosed with the Tender Form instead of the share certificate of the Company; (b) non submission of Notarized copy of death certificate and succession certificate / probated/Will, as applicable in case any Eligible Shareholder has deceased; (c) if the Eligible Shareholder(s) tender the Equity Shares but the Registrar does not receive the share certificate; (d) in case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company / Registrar; (e) if necessary corporate authorizations under official stamp are not accompanied with tender form; (f) if the transmission of the Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or (g) the Form SH-4 is not witnessed.
- All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to (Procedure for Tendering Shares and Settlement) of the Letter of Offer.
- By agreeing to participate in the Buyback the Non-Resident 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.

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

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**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:**

**GHCL LIMITED BUYBACK OFFER 2025**

**MUG Intime India Private Limited**

C-101, 1st Floor, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Maharashtra, India

**Tel No.:** +91 8108114949; **Website:** www.in.mpms.mufg.com

**Email:** ghcl.buyback2025@in.mpms.mufg.com;

**Investor Grievance E-mail:** [ghcl.buyback2025@in.mpms.mufg.com](mailto:ghcl.buyback2025@in.mpms.mufg.com)

**Contact Person:** Ms. Shanti Gopalkrishnan

**SEBI Registration No.:** INR000004058