

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please read this document along with the Letter of Offer dated March 24, 2011 (“Letter of Offer”) issued by Shri Karsanbhai K. Patel, Smt. Shantaben K. Patel and M/s. Kulgam Holdings Private Limited (“Acquirers”), since the terms and conditions of the Letter of Offer are deemed to have been incorporated in and form part of this document (“Application Form”) and especially if there is any conflict between the provisions of this Application Form and the Letter of Offer, the provisions of the Letter of Offer shall prevail.

APPLICATION FORM

For tender of Share of ₹ 5/- each of

NIRMA LIMITED

Pursuant to the Exit Offer by the Acquirers pursuant to
Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

Unless the context otherwise requires, capitalized expressions in this Application Form have the same meanings as defined in the Letter of Offer

Exit Price	₹ 260 per Share
Exit Period Opens	March 31, 2011
Exit Period Closes	March 30, 2012

Dear Sir(s)

Sub: Exit Offer to acquire Offer Shares by the Acquirers from the Residual Shareholders

1. Acknowledgements and Authorisations

I/We having read and understood the terms and conditions set out below, in the Letter of Offer, hereby tender my/our shares in response to the Exit Offer:

- a. I/We hereby undertake the responsibility for the Application Form and the Shares tendered under the Exit Offer and I/we hereby confirm that the Acquirers/Manager to the Offer/Registrar to the Offer shall not be liable for any delay/loss in transit resulting into delayed receipt or non-receipt of the Application Form along with all requisite documents, by the Registrar to the Offer or delay/failure in credit of Shares to the Special Depository Account within due time, due to inaccurate/incomplete particulars/instructions or any reason whatsoever;
- b. For Shares held in Dematerialised Form
I/We acknowledge and accept that my/our Shares will remain credited in the Special Depository Account until the acquisition of my/our Shares by the Acquirers in accordance with the terms of the Letter of Offer or until the return of my/our Shares in case the Shares have not been validly tendered;
- c. For Shares held in Physical Form
I/We acknowledge and accept that the original share certificates and the share transfer deeds will be held in trust until my/our shares are acquired by the Acquirers and until return of the share certificates and the share transfer deed in case the Shares are not validly tendered;
- d. I/We understand that the consideration payable to me/us will be paid by the Acquirers only if my/our Shares are validly tendered in accordance with the Letter of Offer and the SEBI Regulations;
- e. I/We have full power and authority to tender, sell and transfer the Shares. I/We are tendering (together with all rights attached thereto) and the Shares acquired by the Acquirers from me/us will be free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature, and together with all rights attached thereto, on or after the date of acquisition;

- f. I/We hereby declare that there are no restraints/injunctions, or other order of any nature which limits/restricts my/our rights to tender Shares and I/we am/are the absolute and only owner of these Shares and legally entitled to tender the Shares under the Exit Offer;
- g. My/our signature on my/our Depository Participant Instruction has been duly verified and attested by my/our Depository Participant as evidenced by my/our Depository Participant's stamp of acknowledgement;
- h. If I/We am/are a Non-Resident Shareholder(s), I/we have enclosed a copy of the original permission which I/we received from the RBI and the additional consents and confirmations as referred to in the Letter of Offer. In case no permission was required from any regulatory authority for the acquisition of the Shares, I/we would give a declaration by way of a letter to that effect along with the Application Form with reasons for no permission, and that if neither of such documents/permission is enclosed with this Application Form, my/our Shares may be treated as invalid;
- i. If I/We am/are a Non-Resident Indian(s), Overseas Corporate Body(ies)/Non-domestic company(ies) or a Foreign Institutional Investor(s) or a non-resident shareholder(s), tax will be deducted at source in accordance with the Letter of Offer on the basis of the certification in Box 7 of the Application Form;
- j. If I/We am/are a Shareholder(s) who is a resident in, or a citizen of, a jurisdiction outside India, I/we have fully observed all applicable legal requirements and that an invitation to tender my/our Shares may be made to and accepted by me/us under the laws of the relevant jurisdiction;
- k. I/We authorize the Acquirers, and Registrar to the Offer to send the payment of consideration, in full and final settlement of the amount due to me/ us, at my/our risk, by way of Cheque, Demand Draft, Pay Order or similar instrument through Speed Post/Registered Post at the address registered with the Company. In case the address is not registered with the Company, it will be sent to the address details as provided in Box 1 of the Application Form;
- l. I/We undertake to return the amount/Shares immediately, received inadvertently;
- m. I/We agree that upon acceptance of the Shares by the Acquirers, tendered by me/us under the Exit Offer, I/we would cease to enjoy all right, title, claim and interest whatsoever, in respect of such Shares of the Company;
- n. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of the Exit Offer and agree to abide by the decisions taken in accordance with the applicable Rules and Regulations;
- o. I/We have participated in the Offer pursuant to independent enquiry, investigation and analysis; and
- p. I/We have read carefully the Letter of Offer and that I/we agree with the terms and conditions stated therein, and that all the particulars/statements given are true and correct.

Box 1: Shareholder Information			
1.	Name (in Block Letters) of the Shareholder(s)	Holder	Name
	(Please write the names of the joint holders in the same order as appearing in the Share Certificate(s)/Demat Account)	Sole/First	
		Second	
		Third	
2.	Contact Nos.		
3.	Full Address with Pin Code Number of the First Holder		

4. Type of Investor (Please tick)	Individual		Body Corporate	
	NRI (Repatriable)		Bank/FI	
	NRI (Non- Repatriable)		OCB	
	FII		Indian Mutual Fund	
	HUF		Others (Please Specify)	
	Non Domestic Company			

Box 2: Details of Shares Tendered (Applicable to All Residual Shareholders)

You should insert in Box 2, the number of Shares you wish to tender.

I/We hereby tender to the Acquirers the number of Shares specified below:

Number of Shares	In Figures	
	In Words	

For Shares held in Dematerialised Form: If the number of Shares inserted in Box 2 is different from the number of Shares deposited into the Special Depository Account pursuant to your instructions to your Depository Participant referred to in Box 4 below, the number of Shares deposited in the Special Depository Account will be deemed to be the number of Shares tendered by you, and your Application Form will be deemed to have been automatically amended.

For Shares held in Physical Form: If the number of Shares inserted in Box 2 is different from the number of Shares as implied from your original Share Certificate(s) enclosed with this Application Form, the number of Shares as implied from your original Share Certificate(s) will be deemed to be the number of Shares tendered by you, and your Application Form will be deemed to have been automatically amended.

**Box 3 : Your Depository Participant's details
(Applicable if Shares are held in DEMATERIALISED FORM)**

Please complete Box 3 with the details of the depository account in which your Shares are held prior to transfer to Special Depository Account, as well as details of your Depository Participant.

I/We confirm that I/we hold my/our Shares in dematerialised form. The details of my/our depository account and my/our Depository Participant are as follows:

Depository Participant's Name

Depository Participant's Identification Number

Client ID Number

Account with: NSDL CDSL

**Box 4: Depository Participant Instruction
(Applicable if Shares are held in DEMATERIALISED FORM)**

You must have instructed the Depository Participant of the depository account in which your Shares are presently held to deposit your Shares into the Special Depository Account as provided in the Letter of Offer.

Please ensure that your Shares are credited into the account named “**KMCC – Nirma Limited – Special Depository Escrow Account**”. Failure to credit your Shares into the correct Special Depository Account may result in rejection of your Application Form.

Account Name	KMCC - Nirma Limited - Special Depository Escrow Account
Name of Depository Participant	HDFC Bank Limited
Depository	NSDL
Depository Participant's ID No.	IN301549
Client ID No.	31834794
Mode of Transfer	OFF – MARKET
ISIN of Nirma Limited	INE091A01029
Date of Execution/Acknowledgement of Delivery Instruction (Copy enclosed)	

Box 5: For Shareholders holding Shares in PHYSICAL FORM

Details of Original Share Certificate(s) along with duly filled, signed Share Transfer Deed(s), as enclosed

S. No.	Folio No.	Share Certificate Number	Distinctive Number		No. of Shares	
			From	To		
1.						
2.						
3.						
4.						
5.						
(If the space provided is inadequate please attach a separate continuation sheet)					Total	

Details of Bank Account

In order to avoid fraudulent encashment in transit, the shareholder(s) holding Shares in physical form should provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly. **For Shares that are tendered in dematerialised form, the bank account details as obtained from the beneficiary position download to be provided by the depositories will be considered and the payment shall be processed with the said bank particulars, and not any details provided in this Application Form.** In case of shareholder(s) holding Shares in physical form, if the bank account details are not provided, then the consideration will be dispatched in the name of the sole/first named holder at his address (at their own risk).

Box 6 : Bank Account Details		
Name of the Bank		
Branch Address		
City		
Account No.		
Savings/Current/Others (Please Specify)		
IFSC Code/MICR (for electronic payment)		

Box 7: Tax Certification (NRIs/OCBs/FIIs/Non-Resident Shareholders only)	
<p>In case of NRI, OCB or an FII or a non-resident shareholder, please tick <input checked="" type="checkbox"/> appropriate box whether the Shares are held on investment/capital account or on trade account.</p> <p>Please refer to Letter of Offer regarding tax to be deducted at source. Shareholders are also advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.</p> <p>I/We certify that the Shares referred to in Box 2 of this Application Form are held:</p> <p><input type="checkbox"/> on investment/capital account <input type="checkbox"/> on trade account/to be taxed as Business Profits</p>	
<p>I/We certify that the tax deduction on the Shares referred to in Box 2 of this Application Form is to be deducted on account of:</p> <p><input type="checkbox"/> Short Term Gains <input type="checkbox"/> Long Term Gains <input type="checkbox"/> Business Profits</p>	
<p>PERMANENT ACCOUNT NUMBER _____</p> <p>(For Tax Deduction at Source purposes)</p>	
<p>Order from Income-tax authorities enclosed specifying (if applicable):</p> <p><input type="checkbox"/> Non deduction of tax at source <input type="checkbox"/> Deduction at lower rate</p>	
<p>I/ We have enclosed the following (if applicable):</p> <p><input type="checkbox"/> Evidence regarding date and cost of acquisition <input type="checkbox"/> Evidence of eligibility for claiming any double tax treaty benefit</p>	
<p>EMAIL ADDRESS : _____</p>	
<p>I/ We have enclosed the following (Applicable only for FII shareholders):</p> <p>undertaking from FIIs stating their residential status and that it does not have a permanent establishment in India and the amount received by them as a part of the Offer constitutes capital gains and does not constitute business income for them and that similar gains have been taxed as capital gains by the tax authorities in India in the past.</p>	

Box 8 : Other Enclosures			
Other enclosures, as applicable (Please tick)	Power of Attorney		Corporate Authorisation
	Death Certificate		Others (Please specify)

Signature			
	Sole/First Holder	Second Holder	Third Holder

CHECKLIST

	Demat Shareholders		Physical Shareholders
1	Application Form	1	Application Form
2	Copy of Acknowledged Delivery Instruction Slip	2	Original Share Certificate of Company
3	Inter Depository Delivery Instruction, In case of Shares held through CDSL	3	Valid Share Transfer Deed
4	Others Documents, As Applicable	4	Others Documents, As Applicable

NOTES

1. All documents/remittances sent by/to the shareholders will be at their risk and shareholders are advised to adequately safeguard their interests in this regard.
2. **In the case of person other than Individual, copy of Power of Attorney, board resolution, authorization etc as applicable and required in respect of support/verification of this form, shall also be provided otherwise the same shall be liable for rejection.**
3. The consideration shall be paid in the name of Sole/First Holder.
4. In case, the Application Form is not complete in all respects, the same is liable for rejection.
5. To tender your Shares pursuant to the Exit Offer, complete this Application Form by following the instructions herein. Please also read the Acknowledgements and Authorisations in paragraph 1 above carefully as they contain acknowledgements and authorizations that you will be deemed to have made by your signature of this Application Form.

6. FOR SHARES HELD IN DEMATERIALISED FORM

You shall instruct the Depository Participant of the depository account in which your Shares of the Company are presently held to deposit your Shares into the correct Special Depository Account in accordance with Box 4 before the submission of this Application Form to the Registrar to the Offer. Please note that all such transfers should be in off-market mode. A photocopy or counterfoil of the delivery instructions to the Depository Participant of your depository account (duly acknowledged by such Depository Participant) crediting your Shares to the specified Special Depository Account (**Depository Participant Instruction**) should be attached to your Application Form.

If you hold your Shares through CDSL, your Depository Participant Instruction will have to take the form of an inter-depository delivery instruction to CDSL for the purpose of crediting your Shares in favour of the specified Special Depository Account with NSDL.

7. FOR EQUITY SHARES HELD IN PHYSICAL FORM

Before submitting this Application Form to the Registrar to the Offer, you must execute valid share transfer deed(s) in respect of the Shares intended to be tendered under the Exit Offer (as detailed in Box 5 above) and attach thereto all the relevant physical share certificates. The share transfer deed(s) shall be signed by the shareholder (or in case of joint holdings by all the joint holders in the same order) in accordance with the specimen signature(s) recorded with the Company and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience. In the event the share transfer deed(s) held by you are more than 2 months old, please obtain new shares transfer deed and send it to the Registrar to the Offer along with the share certificates. You may also obtain new share transfer deed from the Registrar to the Offer.

In case, the sole/any joint holder has died, but the share certificate(s) are still in the name of the deceased person(s), please enclose the requisite documents, i.e., copies of death certificate/will/probate/succession certificate and other relevant papers, as applicable.

8. Please submit the aforesaid documents either by hand delivery or by Registered Post or courier (at their own risk and cost) to **the Registrar to the Offer, Unit: Nirma Limited, Sharepro Services (India) Private Limited, 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072 Tel: +91 22 67720300, 67720400 Fax: +91 22 28591568** on or before March 30, 2012.

Manager to the Offer



Kotak Mahindra Capital Company Limited
Bakhtawar, 1st Floor, 229, Nariman Point, Mumbai - 400 021

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

Registrar to the Offer



Sharepro Services (India) Private Limited
13 AB, Samhita Warehousing Complex, 2nd Floor,
Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072
Tel: +91 22 67720300, 67720400
Fax: +91 22 28591568
Contact Person: Mr. Anand Moolya
Email: nirmadelist@shareproservices.com

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ACKNOWLEDGEMENT SLIP
Exit Offer for Nirma Limited

Received from Mr./Ms./M/s. _____ an
Application Form for _____ equity share(s) of **Nirma Limited** at the Final Price of ₹ 260 per share.

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
DP ID NO.		FOLIO NO.	
CLIENT ID NO.		SHARE CERTIFICATE NOS.	
NO OF SHARES		NO OF SHARES	

Received but not verified Share Certificate(s) and Share Transfer Deeds

Stamp of the Registrar to the Offer

Signature of Official		Date of receipt	
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