

**FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT
DEVINE IMPEX LIMITED - OPEN OFFER**

Offer opens on	January 16, 2009
Offer closes on	February 04, 2009

From:

Name:

Address

Tel No:

Fax:

Email:

To,

The Acquirer (Devine Impex Limited - Open Offer)

C/o Beetal Financial & Computer Services Private Limited

Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre

New Delhi - 110 062

Dear Sir,

Sub: Open Offer to acquire 1,026,440 equity shares of face value of Rs.10 each, representing 20% of the fully paid up equity share capital and voting capital of Devine Impex Limited ("Target Company") by Mr. Jawahar Lal Jain ("Acquirer") along with Mr. Neeraj Jain, Mr. Rohit Jain, Mrs. Manju Jain, Jawahar Lal Jain HUF and J.J. Infrastructure Limited (collectively referred to as "PACs") at a price of Rs 10/- (Rupees Ten Only) for each fully paid up share ("Offer Price"), payable in cash.

I/We refer to the Public Announcement dated November 26, 2008 and the Letter of Offer for acquiring the equity shares held by me/us in Target Company. I/We, the undersigned, have read all of the above and accept unconditionally accept its contents including the terms and conditions as mentioned therein.

For Shares held in Demat Form

I/We, holding shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction Slip in "Off-market" mode, duly acknowledged by my/our Depository Participant ("DP") in respect of my/ our shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Shares

I/We have executed an off-market transaction for crediting the shares to the special depository account as per the details below

- Via a delivery instruction from my account with CDSL
 Via an inter-depository delivery instruction from my account with NSDL

Depository Name	CDSL
DP Name	SPA Securities Limited
DP ID Number	12058600
Beneficiary Account Name	BEETAL FIN & COMP SER (P) LTD-ESCROW ACCOUNT OPEN OFFER-DIL
Client ID	00002466
ISIN	INE455C01014
Market	Off-Market

I/We note and understand that the Shares would lie in the special depository account until the time the Acquirer / PACs dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer / PACs will pay the purchase consideration only after verification of the documents and signatures.

Shares held in Physical Form

I/We accept the Offer and enclose the original Share Certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our shares as detailed below:

Sr. No.	Ledger Folio No(s).	Certificates No(s).	Distinctive No(s)		No. of Equity Shares
			From	To	
1.					
2.					
3.					
Total Number of Equity Shares					

(Please attach additional sheets and authenticate the same if the space provided above is insufficient.)

I/We note and understand that the Registrar to the Offer will hold the original share certificate(s) and valid share transfer deed in trust for me/us until the time the Acquirer/PACs dispatches the purchase consideration as mentioned in the Letter of Offer. I/We also note and understand that the Acquirer/PACs will pay the purchase consideration only after verification of the documents and signatures.

Enclosure (Please tick as applicable)

- Power of attorney
- Corporate authorisation in case of companies along with Board Resolution and specimen signatures of authorised signatories
- Death Certificate / Succession Certificate
- No Objection Certificate & Tax Clearance Certificate under Income-Tax Act, 1961 (for NRIs / OCBs / Foreign Shareholders)
- RBI approvals for acquiring Shares of Devine Impex Limited hereby tendered in the Offer (for NRIs / OCBs / Foreign Shareholders)
- Others (please specify) _____

I/We confirm that the equity shares of **Devine Impex Limited** which are being tendered herewith by me/us under this Offer are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer and PACs to accept the shares so offered which it 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/PACs to return to me/us, share certificate(s)/ shares in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We authorize the Acquirer, PACs, the Registrar to the Offer and the Manager to the Offer to send by registered post/ /UPC as may be applicable at my/our risk, the draft/cheque, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below. In case I/We have tendered my/our Shares in dematerialized form, I/We authorize Acquirer, PACs, the Registrar to the Offer and the Manager to the Offer to use details regarding address and bank account, as obtained from the Depository Participant for the purpose of mailing the aforementioned instruments to the sole/first holder.

I/We authorize the Acquirer and PACs to accept the Shares so offered or such lesser number of Shares that it may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer and PACs to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer and PACs are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

So as to avoid fraudulent encashment in transit, the shareholder(s) may provide details of bank account of the first/sole shareholder and the cheque or demand draft for the consideration will be drawn accordingly.

Name of the Bank	Branch
Account Number	Saving /Current/Others

Yours faithfully,

Signed and delivered:

	FULL NAME (S)	PAN	SIGNATURE(S)
First / Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holding, all holders must sign.

Place: _____ Date: _____

Collection Centers

- Beetal Financial & Computer Services Private Limited, Beetal House, 3rd floor, 99 Madangir, Behind Local Shopping Centre, New Delhi - 110 062. Tel: +91 11 2996 1281, Fax: +91 11 2996 1284, Contact Person: Mr Punit Mittal,
- Beetal Financial & Computer Services Private Limited, C/o Ghia Textiles Product Co., Office no. 5, Agra Building, 121, M.G. Road, Fort, Mumbai - 400 001, Telefax: +91 22 2265 1498, Contact person: Mr. Pravin Kothavale

Working hours for the above collection centers: 10 a.m. to 3 p.m. from Monday to Friday and 10 a.m. to 1 p.m. on Saturday.

PLEASE NOTE THAT NO SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER, PAC, TARGET COMPANY OR TO THE MANAGER TO THE OFFER

1. **All queries pertaining to this Offer may be directed to the Registrar to the Offer.**
2. **Shareholders holding registered physical Shares** should submit the Form duly completed and signed in accordance, by the holders of the Shares, along with the original share certificate(s) and valid share transfer form(s) duly signed as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place. Please do not fill in any other details in the transfer deed.
3. **Shareholders holding Shares in dematerialised form** should submit the Form duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the Depository Participant ("DP").
4. **In case of shares held in joint names**, names should be filled up in the same order in the Form and in the transfer deed(s) as the order in which they hold Shares in the Target Company, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.
5. **In case where the signature is subscribed by thumb impression**, the same shall be verified and attested by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office.
6. **Persons who own physical Shares (as on the Specified Date or otherwise) but are not the registered holders** of such Shares and who desire to accept the Offer, will have to communicate their acceptance in writing to the Registrar to the Offer together with the original contract note issued by the broker, the share certificate(s), the transfer deed(s) with the buyers details not filled in and other relevant documents. In case the share certificate(s) and transfer deed(s) are lodged with the Target Company/its transfer agents for transfer, then the Form shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Target Company/its transfer agents, of the share certificate(s) and transfer deed(s). Persons under this clause should submit their acceptance and necessary documents by registered post or courier or in person to the Registrar at their offices as mentioned above.
The sole/first holder may also mention particulars relating to savings/current account number and the name of the bank and branch with whom such account is held in the respective spaces allotted in the Form, to enable the Registrar to print the said details in the cheques after the name of the payee.
7. **Non-resident Shareholders should enclose copy(ies) of permission received from Reserve Bank of India to acquire Shares held by them in the Target Company.**
8. **Non-resident Shareholders are advised to refer to the clause 8.16.7 of the Letter of Offer regarding important disclosures regarding taxation of the consideration to be received by them.**
9. **In case of bodies corporate, certified copies of appropriate authorization (including board/shareholder resolutions, as applicable) authorizing the sale of Shares along with specimen signatures duly attested by a bank must be annexed. The common seal should also be affixed.**
10. **All the Shareholders should provide all relevant documents which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):**
 - a. Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has died.
 - b. Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
 - c. No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
11. **Payment Consideration:** Shareholders must note that on the basis of name of the Shareholders, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Issue will obtain, from the Depositories, the Shareholders' demographic details including address, bank account details, the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf and occupation. These bank account details will be used to make payment to the Shareholders. Hence Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Shareholders' sole risk and neither the Acquirer, the PAC, the Manager to the Offer, Registrar to the Offer nor the Escrow Bank shall be liable to compensate the Shareholders for any losses caused to the Shareholder due to any such delay or liable to pay any interest for such delay.

Shareholders holding shares in physical form are requested to fill in the required Bank details in the Form of Acceptance cum Acknowledgment.

For further details, please refer to clause 8 of the Letter of Offer.

-----TEAR HERE-----

(Acknowledgement Slip) S. No.
Beetal Financial & Computer Services Private Limited,
 Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi - 110 062
 Tel: +91 11 2996 1281, Fax: +91 11 2996 1284, E- mail: beetal@beetalfinancial.com

Received from Mr./Ms/Smt.: _____ residing at _____
 a Form of Acceptance cum Acknowledgement for _____ shares along with
 copy of depository instruction slip from _____
 DP ID _____ Client ID _____
 Share certificate(s) _____ Transfer deed(s) under folio number(s) _____ for accepting
 the Offer made by the Acquirer and PAC:

Stamp of Collection Centre		Signature of Official:		Date of Receipt:	
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Note: All future correspondence, if any, should be addressed to Registrar to the Offer at the address mentioned above.

**FORM OF WITHDRAWAL
DEVINE IMPEX LIMITED - OPEN OFFER**

Offer opens on	January 16, 2009
Last date of Withdrawal of acceptance	January 30, 2009
Offer closes on	February 04, 2009
THIS FORM SHOULD BE USED BY SHAREHOLDERS ONLY FOR EXERCISING THE WITHDRAWAL OPTION AS PROVIDED IN THE LETTER OF OFFER	

From:

Name:

Address

Tel No:

Fax:

Email:

To:

The Acquirer (Devine Impex Limited - Open Offer)

C/o Beetal Financial & Computer Services Private Limited

Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi - 110 062

Dear Sir,

Sub: Open Offer to acquire 1,026,440 equity shares of face value of Rs.10 each, representing 20% of the fully paid up equity share capital and voting capital of Devine Impex Limited ("Target Company") by Mr. Jawahar Lal Jain ("Acquirer") along with Mr. Neeraj Jain, Mr. Rohit Jain, Mrs. Manju Jain, Jawahar Lal Jain HUF and J.J. Infrastructure Limited (collectively referred to as "PACs") at a price of Rs 10/- (Rupees Ten Only) for each fully paid up share ("Offer Price"), payable in cash.

I/We refer to the Public Announcement dated November 26, 2008 and the Letter of Offer for acquiring the equity shares held by me/us in Target Company. I/We, the undersigned, have read all of the above and accept unconditionally accept its contents including the terms and conditions as mentioned therein.

I / We hereby consent unconditionally and irrevocably to withdraw my / our shares from the Offer and I / we further authorize the Acquirer/PACs to return to me / us, the tendered Share Certificate(s) / Share(s) at my / our sole risk.

I / We note that upon withdrawal of my / our shares from the Offer, no claim or liability shall lie against the Acquirer / PACs / Manager to the Offer / Registrar to the Offer.

I / We note that this Form of Withdrawal should reach the Registrar to the Offer on or before the last date of withdrawal i.e. **January 30, 2009**.

I / We note the Acquirer / PACs / Manager to the Offer / Registrar to the Offer shall not be liable for any postal delay / loss in transit of the shares held in physical form and also for the non-receipt of shares held in the dematerialized form in the DP account due to inaccurate / incomplete particulars/ instructions.

I / We also note and understand that the Acquirer and PAC will return the original share certificate(s), share transfer deed(s) / shares in dematerialized form only on completion of verification of the documents, signatures and beneficiary position as available with the Depositories from time to time.

For Shares tendered in Physical Form:

The particulars of tendered original Share Certificate(s) and duly signed valid Transfer Deed(s) are detailed below:

Ledger Folio No.	Certificate No(s)	Distinctive No(s)		Number of Equity Shares
		From	To	
	Tendered:			
Total number of Shares Tendered				
	Withdrawn:			
Total number of Shares Withdrawn				

(Please attach additional sheets and authenticate the same if the space provided above is insufficient)

-----TEAR HERE-----

(Acknowledgement Slip)

S. No.

Beetal Financial & Computer Services Private Limited,

Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi - 110 062

Tel: +91 11 2996 1281, Fax: +91 11 2996 1284, E- mail: beetal@beetalfinancial.com

Received from Mr./Ms/_____ residing at _____

Form of Withdrawal for _____ shares along with

- Copy of depository instruction slip from DP ID _____ Client ID _____
- Copy of acknowledgement slip at the time of tendering equity shares under this Offer
- Others (please specify) _____

Stamp of Collection Centre		Signature of Official:		Date of Receipt:	
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Note: All future correspondence, if any, should be addressed to Registrar to the Offer at the address mentioned above.

For Shares tendered in Demat Form:

I / We hold had executed off-market transaction for crediting equity shares held by me/us to the special depository account with SPA Securities Limited styled as "BEETAL FIN & COMP SER (P) LTD. - ESCROW ACCOUNT OPEN OFFER - DIL" which particulars are as under:

DP Name: SPA Securities Limited	DP ID: 12058600	Client ID: 00002466
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Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by Depository Participant. The particulars of the account from which my / our shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares

I / We note that the shares will be credited back only to that Depository Account, from which the shares have been tendered and necessary standing instructions have been issued in this regard.

I/We confirm that the particulars given above are true and correct.

In case of dematerialized shares, I / we confirm that the signatures have been verified by the DP as per their records and the same have been duly attested.

Yours faithfully,
Signed and delivered:

	FULL NAME (S)	PAN	SIGNATURE(S)
First / Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holding, all holders must sign.

Place: _____ Date: _____

Collection Centers

- Beetal Financial & Computer Services Private Limited, Beetal House, 3rd floor, 99 Madangir, Behind Local Shopping Centre, New Delhi - 110 062. Tel: +91 11 2996 1281, Fax: +91 11 2996 1284, Contact Person: Mr Punit Mittal,
- Beetal Financial & Computer Services Private Limited, C/o Ghia Textiles Product Co., Office no. 5, Agra Building, 121, M.G. Road, Fort, Mumbai - 400 001, Telefax: +91 22 2265 1498, Contact person: Mr. Pravin Kothavale

Working hours for the above collection centers: 10 a.m. to 3 p.m. from Monday to Friday and 10 a.m. to 1 p.m. on Saturday.

INSTRUCTIONS

1. The shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer mentioned in the Letter of Offer as per the mode of delivery indicated therein upto 3 p.m. on or before the last date of withdrawal i.e. January 30, 2009 (Friday).

2. Shareholders should enclose the following:-

Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal.
- Copy of the Form of Acceptance cum Acknowledgement / Plain paper application submitted and the Acknowledgement slip.
- In case of partial withdrawal, Valid Share Transfer form(s) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Target Company and duly witnessed at the appropriate place.

Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal.
- Copy of the Form of Acceptance cum Acknowledgement / Plain paper application submitted and the Acknowledgement slip
- The withdrawal of Shares will be available only for the Share certificates that have been received by the Registrar to the Offer.
- The intimation of returned Shares to the Shareholders will be at the address as per the records of the Target Company.
- The Form of Withdrawal along with enclosure should be sent only to the Registrar to the Offer.
- The facility of partial withdrawal is available only on to the registered shareholders.