



THIS DOCUMENT IS IMPORATANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Offer Letter is being sent to you as a public shareholder of Funworld & Tourism Development Limited ('Company') as on the Specified Date (defined below) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended ('Delisting Regulations'). If you require any clarifications about the action to be taken, you may consult the Registrar to the Offer i.e. Bigshare Services Pvt. Ltd., E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 or the Manager to the Offer i.e. Tipsons Consultancy Services Private Limited, (SEBI Registered Category 1 Merchant Banker), having Registered office at 401, Sheraton House, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 380015

EXIT OFFER LETTER
for delisting of Equity Shares to the public shareholders of
Funworld & Tourism Development Limited
Registered Office: "FUNWORLD", Opp. Bahumali Bldg., Race Course Ring Road,
Rajkot- 360002 Gujarat, India
Tel : 0281-2444944 E-mail: funworldparks@gmail.com
CIN : L63040GJ1986PLC008765

FROM
SAYA AMUSEMENT MANUFACTURING PRIVATE LIMITED
HAVING ITS REGISTERED OFFICE AT 201-PRAYOSHA APT., 2ND FLOOR,
GHOSHA SOCIETY, THALTEJ, AHMEDABAD - 380054
(HEREINAFTER REFERRED TO AS THE "ACQUIRER" OR "THE PROMOTER"),
inviting you to give your positive consent in writing to the proposal for delisting from BSE and sell your fully paid-up equity shares of Rs.10/- each at Exit Price of Rs. 12/- per Equity Share or opt to remain holders of the equity shares even if the Company is delisted, in accordance with the Delisting Regulations.

THE ENCLOSED EXIT OFFER CONSENT / APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY BY HAND DELIVERY OR BY REGISTERED POST OR BY SPEED POST OR BY COURIER ALONG WITH ALL APPLICABLE DOCUMENTS AT SHAREHOLDERS RISK.

MANAGER TO THE EXIT OFFER	REGISTRAR TO THE OFFER
 <p>Tip Sons Since 1993</p> <p>Tipsons Consultancy Services Pvt Ltd., SEBI Registered Category 1 Merchant Banker, Sheraton House, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 380015 Tel: +91 079-6682 8000; Fax: +91 79-6682 8049; Email: avinash.kothari@tipsons.com Contact Person: Avinash Kothari Website: www.tipsons.com</p>	 <p>Bigshare Services Pvt. Ltd., E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 Tel. No.: +91-022-40430200 Email ID: delistingoffer@bigshareonline.com; Contact Person: Mr. Vipin Gupta Website: www.bigshareonline.com</p>

PROPOSED TIMETABLE FOR THE DELISTING OFFER

Activity	Day & Date
Specified Date	02/05/2017
Dispatch of Letter of Offer to the Public Shareholders as on Specified Date	05/05/2017
Opening Date	08/05/2017
Closing Date (5:00 PM)	31/05/2017
Last date for payment of consideration for the Offer Shares to be acquired	15/06/2017

Specified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom the Letter of Offer will be sent. However, all Public Shareholders (registered or unregistered) of the Equity Shares are eligible to participate in the Delisting Offer any time before and on the Closing Date

Dear Shareholder(s)

Sub: Invitation to give positive consent in writing to the proposal for delisting of equity shares of Funworld & Tourism Development Limited (herein after referred as “the Company”) and to sell equity shares to Saya Amusement & Manufacturing Private Limited (herein after referred as “the Acquirer”) at an Exit Price of Rs. 12/- per equity share subject to the terms and conditions mentioned hereinafter (“Exit Offer”) or opt to remain holders even if the Company is delisted.

The Acquirer is pleased to invite you to give positive consent in writing to the proposal for delisting of equity shares of the Company and also invite you to offer, on the terms and subject to the conditions set out below, shares held by you in the Company pursuant to the Delisting Regulations or opt to remain holders of the equity shares even if the Company is delisted. Your consent for dispensing with the exit price discovery through the Book Building method is also sought.

This offer letter contain following disclosures for the shareholders to take an informed decision.

1. BACKGROUND OF THE DELISTING OFFER

- i) The paid-up equity share capital of the Company is Rs. 6,38,23,550/- (“Equity Share Capital”) comprising of 63,82,355 fully paid-up equity shares having face value of Rs 10/- each (“Equity Shares”). The Equity Shares are listed on the BSE Limited (“BSE” or “Stock Exchange”).
- ii) Since the Company has a paid up capital not exceeding ten crore rupees and net worth not exceeding twenty five crore rupees as on the 31st March, 2016, the number of equity shares of the Company traded on BSE during the previous twelve calendar months is NIL and the Company has not been suspended by BSE for any non-compliance in the preceding one year, the Equity shares of the Company are eligible for delisting from BSE, without following the procedure in Chapter IV of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time (Delisting Regulations).
- iii) As on this date, the Promoters holds 26,89,695 equity shares of Rs. 10/- each representing 42.14 % of the Equity Share Capital of the Company.
- iv) The Acquirer seeks:
 - a) positive consent in writing to the proposal for delisting from BSE from at least 90 % of the total public shareholders i. e. 777 shareholders out of the total 863 public shareholders as on the specified date ;
 - b) to acquire Equity Shares offered by public shareholders at the exit price offered or their consent to remain holders of the equity shares even if the Company is delisted.
 - c) consent for dispensing with the exit price discovery through book building method.
- v) On June 22, 2016, the Acquirer informed the Company of its intention to make the Delisting Offer to the Company (“Delisting Proposal”) and requested the Board of Directors of the Company (“Board”):
 - a) to convene a meeting of Board of Directors to consider and approve the delisting proposal, and upon the Board so approved, immediately inform the Stock Exchange of such consideration and approval, in accordance with Regulation 8(1)(a) of the Delisting Regulations;
 - b) take requisite steps to obtain the prior approval of public shareholders to the delisting proposal by a special resolution passed through Postal Ballot in accordance with Regulation 8(1)(b) of the Delisting Regulations;
 - c) seek in principle approval from the Stock Exchanges as per regulation 8(1)(c) of the Delisting Regulations; and
 - d) to take all such actions or measures as may be necessary to implement the proposal.
- vi) The Board, at its meeting held on August 26, 2016, approved the Delisting Proposal received from the Acquirer, subject to the Acquirer complying with all applicable laws, including the Delisting Regulations. In this regards, a special resolution has been passed by the shareholders of the Company through postal ballot, the result of which was declared on October 12, 2016, approving the proposed Delisting Proposal of the equity

shares of the Company from the Stock Exchange pursuant to the Delisting Regulations. The votes casted by the public shareholders in favour of the proposed Delisting Proposal were more than 2 times the number of votes casted by public shareholders against it and accordingly, the conditions stated in Regulation 8(1)(b) of the Delisting Regulations stands satisfied.

- vii) The BSE has issued in-principle approvals for the Delisting Proposal, subject to compliance with the Delisting Regulations, through its letter No DCS/DEL/PGS/IP-/907/2016/17 dated 28/03/2017.

2. NECESSITY AND THE OBJECTS OF THE DELISTING OFFER

- i) The objectives of the Acquirer in making delisting proposal are :
- the delisting offer would result in obtaining full ownership of the Company;
 - the delisting offer would offer more flexibility and enhanced operational flexibility in the operations and management of the Company;
 - the delisting offer will provide an exit opportunity for the public shareholders of the Company, the Equity Shares of which are presently having NIL trading volume on BSE.
 - a successful delisting offer will bring the Company outside the purview of conditions for continuous listing, including inter alia, the requirement to maintain a public shareholding of 25% pursuant to the Securities Contract (Regulation) Act, 1956 read with Securities Contract (Regulation) Rules, 1957, as amended from time to time;
- ii) The Acquirer is of the view that the Delisting Proposal of Equity Shares of the Company from BSE, is in the best interest of public shareholders as it gives an opportunity to the public shareholders to exit from the Company at a price arrived at in accordance with the Delisting Regulations, and will provide liquidity, which is otherwise not available in the Equity Shares of the Company.

3. BACKGROUND OF THE ACQUIRER

The Acquirer was incorporated on July 02, 1986, under the Indian Companies Act, 1956, having CIN U32201GJ1986PTC008762. The registered office of the Acquirer is located at 201-Prayosha Apt., 2nd floor, Ghosha Society, Thaltej, Ahmedabad - 380054.

4. BACKGROUND OF THE COMPANY

- The Company is a public company, was incorporated on July 03, 1986 ,incorporated under the Indian Companies Act, 1956 having CIN L63040GJ1986PLC008765. Its registered office is located at Opp. Bahumali bldg., Race Course Ring Road, Rajkot, Gujarat 360 002, India.
- It operates an amusement park at Rajkot.
- The Equity Shares of the Company are listed on BSE. As on date of this offer letter, the Company has no outstanding instruments or securities which are convertible into the same class of Equity Shares.
- The Company has not raised funds by way of issuance of Equity Shares during a period of five years preceding the date of this offer letter.
- Further information about the Company may be obtained from its website www.funworldparks.com
- The Shareholding Pattern of the Company as on March 31, 2017, was as follows:

Particulars	No. of shares	% Shareholding
Promoter and Promoter Group: -		
Indian	26,89,695	42.14
Foreign		
Total Promoter and Promoter Group	26,89,695	42.14
Public Shareholding –		
Institutions		
Non-Institutions	36,92,660	57.86

Total Public Shareholding	36,92,660	57.86
Grand Total	63,82,355	100.00

5. INFORMATION REGARDING STOCK MARKET DATA

The high, low and average price of the Equity Shares (in Rs per share) during the preceding three calendar years on the BSE is as follows:

Calendar Year	High*	Low*	Average
2014	Na	Na	Na
2015	Na	Na	Na
2016	Na	Na	Na

Source: BSE website *

Na = Not Traded

Closing high / low during the period in per Equity Share ** Average of daily closing prices during the period

The Company is not listed/ traded on any other stock exchanges.

6. DETERMINATION OF EXIT PRICE

- i) The Acquirer has not acquired any Equity Shares
 - a) during the twenty six weeks prior to the date on which Stock Exchange was notified of the meeting of the Board of Directors held to consider the Delisting Offer i.e. the twenty six week period prior to 23rd June, 2016; and
 - b) between 23rd June, 2016 and the date of the Offer Letter.
- ii) In accordance with Regulation 27(3)(a) of the Delisting Regulations, the Acquirer had appointed M/s. Tipsons Consultancy Services Private Limited, a SEBI Registered Category-I Merchant Banker as the Manager/Merchant Banker to the Offer (herein after referred as "Manager to the offer") and the exit price is decided in consultation with them;
- iii) Justification for the offer price with particular reference to the applicable parameters mentioned in regulation 15 of the delisting regulations is as under:

The fair value of the business of the Company is determined using three approaches, namely Income (P.E.C.V Method), Market value (P/E of peer group companies) and Asset Approach (Net Book Value). Book value method of valuation has been considered as the fair market value of shares of the company as the other methods under consideration are giving negative value. So the fair value for the purpose of determining the exit price for delisting is Rs 9 per Share and exit price determined by promoter is Rs. 12/- which is not less than the floor price determined in terms of sub regulation (2) of Regulation 15 of Delisting Regulations.

- iv) The Promoter has determined Rs 12/- (Rupees Twelve), to be the Exit Price, in consultation with Manager to the Offer, for purposes of the Delisting Offer which is not less than the floor price determined in terms of sub-regulation (2) of regulation 15 of delisting regulations read with clause (e) of sub-regulation (2) of regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- v) The Exit Price should be construed as ceiling or maximum price for the purposes of this offer under the Delisting Regulations and the public shareholders are to Offer their Shares at exit price only.

7. CONDITIONS OF THE DELISTING OFFER

- i) positive consent in writing to the proposal for delisting from BSE from at least 90 % of the total public shareholders i. e. 777 shareholders out of the total 863 public shareholders as on the specified date;
- ii) to acquire equity shares from public shareholders at the exit price or their consent to remain holders of the equity shares even if the Company is delisted.

8. DATES OF OPENING AND CLOSING

Public Shareholders may Offer Consent / Shares by submitting a Form (as attached) to the Registrar during the offer Period (as hereinafter defined). The period during which Public Shareholders may Offer their Shares to the Registrar shall commence at 9:00 AM on Monday, 8th May, 2017 (“Opening Date”) and closes at 5:00 PM on Wednesday, 31st May, 2017 (“Closing Date”).

9. ELIGIBLE SHAREHOLDERS

All Public Shareholders are eligible to Offer their consent/Shares to the Acquirer during the offer Period. Offer Letter containing the necessary forms and detailed instructions, will be dispatched to all shareholders as per the timetable provided herein. In the event that some Public Shareholders do not receive, or misplace, their offer letter, they may obtain a copy of the same by writing to the Registrar, clearly marking the envelopes “FTDL Delisting Offer”. Alternatively, such public shareholders may download the same from the website of the Company, Manager to Offer or Registrar at www.funworldparks.com, www.tipsons.com and www.bigshareonline.com respectively.

In case, you have a positive consent for Delisting of Equity Shares from BSE and for dispensing with the exit price discovery through the Book Building method, please mention the same in the enclosed Consent / Application Form for Offer.

PROCEDURE FOR TENDERING YOUR EQUITY SHARES

1. Please contact Bigshare Services Private Limited (“Registrar”) at the contact details set out on cover page of this Exit Offer Letter, if you require any clarification regarding the procedure for tendering your Equity Shares.

A. Procedure for Shareholders holding Equity Shares in dematerialized form:

- i. The Shareholders holding Equity Shares in dematerialized form, who are desirous of tendering their Equity Shares in the Exit Offer must submit the following documents by hand delivery or by registered post or speed post or courier (at their own risk and cost) with the envelope marked “Funworld & Tourism Development Limited Delisting – Exit Offer” so as to reach the Registrar at the address as mentioned in the cover page of this Exit Offer Letter on or before 31st May, 2017 (i.e. the last date of the Exit Period):
 - a) the consent form duly filled and signed along with requisite documents, as applicable; and
 - b) a counterfoil/photocopy of their depository participant instruction evidencing transfer of dematerialized Equity Shares.
- ii. If the Registrar does not receive the documents listed above but receives the shares in the Special Depository Account (as defined below), then the Promoter may deem the Exit Offer to have been accepted by such Shareholders.
- iii. The Shareholders must transfer their dematerialized Equity Shares from their respective depository account, in off-market mode, to the special depository account opened by the Registrar with CDSL (“Special Depository Account”) details of which are as follows:

DP Name	Shah Investor’s Home Limited
DP ID	IN300343
Client ID	11475460
Depository	Central Depository Services Limited

Account Name	Saya Amusement Manufacturing Private Limited.- Escrow A/C.
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- iv. All transfers should be in off-market mode. A photocopy of the delivery instructions or counterfoil of the delivery instructions submitted to the depository participant of the Shareholder's depository account and duly acknowledged by such depository participant crediting the Shareholder's Equity Shares to the Special Depository Account, should be attached to the Consent Form.
- v. In case your depository participant offers the facility of online transfer of shares, then instead of the photocopy of the acknowledged delivery instruction slip you may attach a printout of the computer generated confirmation of transfer of shares. Note that the transfer should be made in off-market mode.
- vi. It is the responsibility of the Shareholders to ensure that their Equity Shares are credited in the Special Depository Account and their Consent Form reaches the Registrar on or before the expiry of the Exit Period.
- vii. The Equity Shares will be held in the Special Depository Account until the consideration payable has been dispatched to the respective Shareholder or the unaccepted Equity Shares are credited back to the respective Shareholders' depository account.
- viii. Please contact the Registrar or Manager to the Exit Offer or the Compliance Officer of the Company, if you require any clarification regarding the procedure for tendering your Equity Shares.
- ix. The above referred documents may be submitted to the Company latest by May 31, 2017.

B. Procedure for Shareholders holding Equity Shares in Physical Form

- i. The Shareholders holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Exit Offer must submit the following documents, by hand delivery or by registered post or speed post or courier (at their own risk and cost) with the envelope marked "Funworld & Tourism Development Limited Delisting – Exit Offer" so as to reach the Registrar at the address as mentioned in the Cover page of this Exit Offer Letter on or before latest by 31st May, 2017 (i.e. the last date of the Exit Period).
 - a) Consent Form duly filled and signed by the Shareholder or all Shareholders (in the case of joint holdings) whose names appear on the share certificate(s), in the order in which such names appear on the share certificate(s);
 - b) Valid Share Transfer Form (SH4), (blank share transfer form is enclosed with this Exit Offer Letter), duly signed by the Shareholder or all Shareholders (in the case of joint holdings) in the same order as transferor(s), in accordance with the specimen signatures registered with the Company and duly witnessed;
 - c) Original physical share certificate(s);
 - d) Cancelled Cheque;
 - e) Self attested photocopy of PAN card of all holders. In case of non-receipt of PAN, such consent form would be liable for rejection.
 - f) One Address Proof like Utility Bill, Aadhar Card or Passport Copy.
 - g) True copy of the board resolution certified by a Director or a company secretary of the company providing the authority to the signatory to deal with sale of shares where the shares are in the name of corporate.
- ii. If the Registrar to the Exit Offer does not receive the documents listed above but receives the original share certificates, valid share transfer deed, copy of PAN card and valid address proof then the Promoter may deem the Exit Offer to have been accepted by such resident Shareholders.
- iii. The Registrar to the Exit Offer will hold in trust the share certificate(s) and the securities transfer form until the dispatch of consideration payable or the

unaccepted share certificates has/have been dispatched to the Shareholder concerned.

- iv. Notwithstanding that the signature(s) of the transferor(s) has/have been attested, if the signature(s) of the transferor(s) on the blank Share Transfer Form differs from the Specimen signature(s) as is recorded with the Company or the signatures of the transferors are not in the same order, such shares are liable to be rejected under the Delisting Offer even if the Delisting Offer has been accepted by bona fide owner of such shares.
2. The Equity Shares to be acquired under this Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected.
 3. In the event that Equity Shares are being tendered on behalf of the Shareholders by power of attorney holders ("PoA Holders"), the Consent / Application Forms and the share transfer deeds, where applicable, shall be signed by the PoA Holders. Further, a copy of the power of attorney executed in favour of the PoA Holders should also be provided in the event that such power of attorney is not already registered with the Company or the Registrar.

10. PAYMENT OF CONSIDERATION

If all conditions attaching to the Offer are satisfied, the Acquirer shall make payment of consideration subject to deduction of tax at source, to all public shareholders who have validly offered their Shares within fifteen (15) working days from the date of closure of the offer which shall be within the period stipulated in clause (e) of Regulation 27(3) of the Delisting Regulations.

PROCEDURE FOR SETTLEMENT

- i. Following the fulfillment of the conditions mentioned herein, Manager to the Exit Offer" shall instruct Acquirer to make electronic fund transfers by way of Direct Credit or NEFT or issue demand drafts/ pay orders to the Shareholders (as the case may be) who have validly tendered their Equity Shares in the Exit Offer. The demand drafts/ pay orders will be dispatched to the relevant Shareholders, at their own risk, by way of speed post / registered post/ courier. Shareholders to whom funds have been transferred electronically shall be duly notified by way of a letter by the Registrar.
- ii. In case of Shareholders holding shares in Demat form, the bank details received electronically from the Shareholder's depository participant shall be used for making payment of the consideration. In case of wrong bank accounts details or unavailability of bank account details or availability of incomplete bank account details of the Shareholders, the payment of consideration to the Shareholder will be done in the form of a demand draft/pay order in favor of the first/sole Shareholder and dispatched by registered post/speed post/courier, at the Shareholder's sole risk, at the address obtained from the first/sole shareholders' depository participant. The Acquirer or the Manager to the Exit Offer or the Registrar shall not be responsible for delay in receipt of consideration by the Shareholder.
- iii. In case Shareholders holding shares in physical form, the electronic transfers are unsuccessful due to wrong or incomplete bank account details provided by the Shareholder in the Consent / Application form, the payment of consideration to the Shareholder will be done in the form of a demand draft/pay order in favor of the first/sole Shareholder and dispatched by registered post/speed post/courier at the Shareholder's sole risk. The Acquirer or the Manager to the Exit Offer or the Registrar shall not be responsible for delay in receipt of consideration by the Shareholder.
- iv. In case of acceptance of offer letter, being invalid, for any valid reason, the Equity Shares received will:
 - a) in the case of dematerialized Equity Shares deposited in the Special Depository Account, be credited back to the respective depository account with the respective

depository participants as per the details furnished by the relevant Shareholder in the Consent / Application Form; and

- b) In the case of physical Equity Shares, be dispatched together with the share certificate and share transfer deed to the relevant Shareholders by registered post/speed post/courier, at the Shareholder's sole risk, at the address registered with the Company.

11. STATUTORY AND REGULATORY APPROVALS

- i) The Public Shareholders of the Company have accorded their consent by way of special resolution passed through postal ballot, results of which were declared on October 12, 2017, in respect of delisting of Equity Shares from the BSE, in accordance with the Delisting Regulations.
- ii) BSE has given its in-principle approval for delisting of Equity Shares from its exchange vide its letter no. DCS/DEL/PGS/IP-/907/2016/17 dated 28/03/2017.

12. DISCLOSURE REGARDING SUCCESS OF THE DELISTING OFFER

Delisting offer shall be deemed to be successful if post the offer, at least ninety per cent of public shareholders give their positive consent in writing to the proposal for delisting, and have consented either to sell their equity shares at the price offered by the promoter or to remain holders of the equity shares even if the Company is delisted.

The process of finalization of the proposal for delisting of equity shares shall be completed within seventy five working days from the date of this communication.

13. COMPLIANCE OFFICER

The Compliance Officer of the Company is Mr. Hinal V. Patel: Phone: +91 (0281) 2444944, email: funworld@sify.com. In case the public shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting processes and procedure, they may address the same to the compliance officer or Registrar or the Manager to the Delisting Offer.

14. MANAGER TO THE OFFER

The Acquirer has appointed Tipsons Consultancy Services Private Limited, a SEBI Registered Merchant Banker as the Manager to the Offer.

The details of Manager to the Offer:

Sheraton House, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 380015. Tel: +91 079-66828000; Fax: +91 79-66828049; Contact Person: Mr. Avinash Kothari; Email: avinash.kothari@tipsons.com

15. REGISTRAR TO THE OFFER

The Acquirer has appointed Bigshare Services Private Limited as the Registrar to the Offer.

The details of Registrar to the Offer:

E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai - 400 072
Tel. No.: +91-022-40430200, Email ID: delistingoffer@bigshareonline.com, Contact Person: Mr. Vipin Gupta.

16. GENERAL DISCLAIMER

Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Manager to the Delisting Offer, the Registrar or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such Delisting Offer in accordance with the Delisting Regulations

Date: 02/05/2017
Place: Ahmedabad

Signed for and on behalf of,
Saya Amusement & Manufacturing Pvt. Ltd.

VirendraTurakhia
Director
DIN: 00183302

Enclosures:

1. Consent/ Application Form
2. Blank transfer deed for public shareholders holding physical share certificates.

Serial No. :

CONSENT/APPLICATION FORM FOR OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Unless the context otherwise requires, capitalized expressions in this form have the same meaning as defined in the Offer Letter for acquiring Equity Shares of FTDL Limited ("the Company") which is attached to this form ("the Offer Letter").

Please read the instructions printed overleaf carefully before filling the form.

FOR SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

1.	Name(s) of the Shareholder(s) (Including Joint Shareholder(s), if any)	
2.	Registered address of the First /Sole Shareholder	
3.	Registered Folio No.:	
4.	Number of Equity Shares held	
5.	Transfer Form	
6.	Details of Bank Account	
	a) Name of the Sole/ First Holder's Bank	
	b) Branch Address	
	c) City and PIN Code of the Branch	
	d) Bank Account No.	
	e) Savings/Current/Others (Please Specify)	
	f) MICR Code (in case you wish to receive funds electronically)	
	g) IFSC Code (in case you wish to receive funds electronically)	

FOR SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM

1.	Name of Depository Participant of the Shareholder	
2.	ID No. of Depository Participant of the Shareholder	
3.	Client ID No. of the Shareholder	
4.	Beneficiary's Name (as appearing in DP's records)	
5.	Date of Execution/Acknowledgement of Delivery Instruction (Copy enclosed)	
6.	Number of Equity Shares	

FORM FOR CONSENT & TENDER OFFER FOR EQUITY SHARES OF FTDL

In relation to an offer by the Acquirer to acquire Equity Shares at an exit price under the Offer.

Dear Sir(s),

I/We, _____
 _____ (name of the first or sole shareholder) have read the offer letter of Acquirer and hereby exercise my/our consent to the proposed Delisting of Equity Shares from BSE at an exit price of Rs. 12/- (Rupees Twelve Only) per Equity Share offered by Acquirer of the Company by sending my/our positive or negative consent to the letter therein by placing the tick (3) mark at the appropriate boxes below:

Item No.	Description	No. of Equity Shares held	I/We give positive consent to the proposal	I/We give negative consent to the proposal
(1)	(2)	(3)	(4)	(5)
1.	Proposed Delisting of Equity Shares from BSE and dispensing with the exit price discovery through the Book Building method.			
2.	AND			
2A	To sell Equity Shares at the price offered by Promoters			<input checked="" type="checkbox"/>
	OR			
2B	To remain as a holder of the Equity Shares even if the Equity Shares are delisted			<input checked="" type="checkbox"/>

I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by M/s. Bigshare Services Pvt. Ltd., Registrar to the Offer or the Company until such time the Acquirer pays the purchase consideration as mentioned in the Offer Letter. I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I/We authorize the Acquirer to send the Demand Draft/Pay Order by registered post/speed post/courier, in settlement of the amount to the First /Sole Shareholder at the address registered with the Company or at the address mentioned below:

Address of First /Sole Shareholder:

Yours faithfully,

	Full Name (s)	Signature(s)*	Contact No.
First/Sole Shareholder			
Second Shareholder			
Third Shareholder			

Place:

Date:

* In case of joint holdings, all holders must sign. A company must affix its common seal.

This form should be delivered to Registrar to the Offer on or before 31st May of 2017 at the address given below:

Registrar to the Offer
Bigshare Services Pvt. Ltd.,
E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai - 400 072
Tel. No.: +91-022-40430200 Email ID: delistingoffer@bigshareonline.com;
Contact Person: Mr. Vipin Gupta.

INSTRUCTIONS :

1. Tick in both the boxes (column no. 4 & 5) of Item No. 1 would render your Form invalid.
2. In case, you have ticked in the box (column no. 5) of Item No. 1, then Item No. 2A and 2B is not applicable.
3. Any person, who has given positive consent and wish to sell the shares, is required to tick in the box (column no. 4) of Item No. 2A, enclose the share certificate(s), duly completed share transfer deed and other requisite documents, if any, while returning the Form to the Manager to the Offer or the Company.
4. Any person, who has given positive consent and wishes to remain as a holder of the Equity Shares, even if the Equity Shares are delisted, has to tick mark in the box (column no. 4) of Item No. 2B.
5. Persons, having ticked positive consent (column no. 4) of Item No. 1 and not ticked in the box (column no. 4) of Item No. 2A or Item No. 2B, shall be deemed to have given his /her consent to remain as a holder of the Equity Shares even if the Equity Shares are delisted.

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ACKNOWLEDGEMENT SLIP

<p>Registrar to the Offer Bigshare Services Pvt. Ltd., E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 Tel. No.: +91-022-40430200 Email ID: delistingoffer@bigshareonline.com; Contact Person: Mr. Vipin Gupta.</p>	
<p>We hereby acknowledge the receipt of Consent / Application Form for Offer/ _____ Number of Share Certificate(s) for _____ Shares/Share Transfer Deed/Other requisite documents if any, from Mr./Ms./M/s. _____ Address _____ _____</p>	<p>Stamp & Signature of Official</p> <p>Date: _____</p>

**Form No. SH-4
Securities Transfer Form**

[Pursuant to section 56 of the Companies Act, 2013 and sub – rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of Execution

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:	L63040GJ1986PLC008765
Name of Company (in full):	FUNWORLD AND TOURISM DEVE LIMITED
Name of the Stock Exchange where the company is listed, if any:	

DESCRIPTION OF SECURITIES:

Kind / Class of Securities (1)	Nominal Value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity	10		10
No. of Securities being transferred	In figures		
	In words		
Consideration received (Rs.)	In figures		
	In words		

SN	Certificate Nos.	Distinctive Number	
		From	To
1			

Transferor's Particulars:-

SN	Registered Folio No.	Name(s) in full	Signature (s)
1			

I, hereby confirm that the Transferor has signed before me.

Signature of witness

Name and address

Transferee's Particulars:-

S N	Name in Full	Father's / Mother's / Spouse Name	Address & E-mail Id	Occupation	Existing Folio No. if any	Signature
1	SAYA AMUSEMENT MANUFACTURING PRIVATE LTD		2ND FLOOR, 201-PRAYOSHA APT., GHOSHA SOCIETY, THALTEJ, AHMEDABAD - 380054 Gujarat INDIA			

Folio No. of Transferee Speciman Signature of Transferee

.....

Value of stamp affixed.....Rs.

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

Stamps

For office use only

Checked by.....

Signature tallied by

Entered in the Register of Transfer on Vide Transfer No.....

Approval Date.....

Power of attorney / Probate / Death Certificate / Letter of Administration Registered on at No.....