


<b>APPLICATION FORM FOR ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY AND RENOUNCEES ONLY USING ASBA FACILITY</b>	 <b>VMS INDUSTRIES LIMITED</b> <b>CIN: L74140GJ1991PLC016714</b> <b>Registered Office:</b> 808/C Pinnacle Business Park Corporate Road, Prahladnagar, Ahmedabad, Gujarat - 380015, India. <b>Telephone No.:</b> +91-99789 41676 <b>Website:</b> www.vmsil.in; <b>E-Mail:</b> info@vmsil.in <b>Company Secretary and Compliance Officer:</b> Hemal Panakajkumar Patel	<b>NOT INTENDED FOR ELIGIBLE EQUITY SHAREHOLDERS IN THE UNITED STATES (OTHER THAN U.S. QIBs INVITED DIRECTLY BY THE COMPANY (AS DEFINED HEREIN))</b> <b>ISSUE OPENS ON</b> THURSDAY, MAY 02, 2024 <b>LAST DATE FOR ON MARKET RENOUNCIATION*</b> FRIDAY, MAY 10, 2024 <b>ISSUE CLOSES ON#</b> THURSDAY, MAY 16, 2024 <small>* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.  # Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.</small>
Application No.	Please read the letter of offer dated April 20, 2024 (“ <b>Letter of Offer</b> ” or “ <b>LOF</b> ”), the Abridged Letter of Offer, the Rights Entitlement Letter and instructions on the reverse of this Application Form carefully. All capitalised terms not defined herein shall carry the same meaning as ascribed to them in the Letter of Offer. <b>DO NOT TEAR OR DETACH ANY PART OF THIS APPLICATION FORM</b> THIS DOCUMENT IS NOT NEGOTIABLE.	
Collecting SCSB’s Sign & Seal	<b>RIGHT ISSUE OF UPTO 80,00,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH (“EQUITY SHARES” OR “RIGHTS EQUITY SHARES) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 35/- PER RIGHTS EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 25/- PER RIGHTS EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING UP TO ₹ 2800.00 LAKHS* (“THE ISSUE ”) ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 16:33 (16 (SIXTEEN) RIGHTS EQUITY SHARES FOR EVERY 33 (THIRTY THREE) FULLY PAID-UP EQUITY SHARES) HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS APRIL 18, 2024 (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 116 OF THE LETTER OF OFFER.</b>	

\*Assuming full subscription with respect to Rights Equity Shares

To, Date: \_\_\_\_\_

The Board of Directors,  
**VMS INDUSTRIES LIMITED**

Dear Sirs,

- I/We hereby accept and apply for Allotment of the Rights Equity Shares (including additional Rights Equity Shares, if applicable) mentioned in **Block I of Point 5** below in response to the Abridged Letter of Offer/Letter of Offer offering the Equity Shares to me/us on rights basis.
- I/We agree to pay the amount specified in **Block II of Point 5** below at the rate of ₹ 35/- per Rights Equity Share payable on Application on the total number of Rights Equity Shares specified in **Block I of Point 5** below.
- I/We agree to accept the Rights Equity Shares Allotted to me/us and to hold such Rights Equity Shares upon the terms and conditions of the Abridged Letter of Offer, Letter of Offer, this Application Form, Rights Entitlement Letter and subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, as applicable and the rules made thereunder and the Memorandum and Articles of Association of the Company.
- I/We undertake that I/we will sign all such other documents and do all other such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares in respect of which this application may be accepted.
- I/We also agree to accept the Rights Equity Shares subject to laws, as applicable, guidelines, circulars, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI/Government of India/RBI and/or other authorities.
- I/We hereby solemnly declare that I am/we are not applying for the Rights Equity Shares in contravention of section 269SS of the Income-tax Act.
- I/We authorise you to place my/our name(s) on the Register of Shareholders / Register of Beneficial of the Company.
- **I/we hereby accept and confirm the following:**

*I/ We understand that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia (“**United States**”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws.*

*I/ We understand that the Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act (“**U.S. QIBs**”) pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act (“**Regulation S**”).*

*I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*

*I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a “U.S. Person” as defined in (“**Regulation S**”), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

*I/ We acknowledge that the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.*

**1. NAME AND CONTACT DETAILS OF APPLICANT**

Name of Sole/First Applicant																									
Name of Second Applicant																									
Name of Third Applicant																									
Indian Address:																									
Email:																									
Telephone/Mobile No.																									

**2. PERMANENT ACCOUNT NUMBER (PAN)**

Sole/First Applicant																									
Second Applicant																									
Third Applicant																									

**3. TYPE OF APPLICANTS (Please tick ✓) :**  Resident  Non-Resident

Note: Non-resident Applicants applying on non-repatriation basis should select "Resident".

**4. DEPOSITORY ACCOUNT DETAILS : please provide your DP ID and Client ID (Please tick ✓ for NSDL or CDSL) :**  NSDL  CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID.

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Note: Allotment of Rights Equity Shares shall be made in dematerialized form only.

**5. APPLICATION DETAILS**

**Rights Equity Shares (Including additional Rights Equity Shares) applied for [ I ]**

Total amount payable on application at ₹ 35/- per Rights Equity Share [ II ] = [ I ] x ₹ 35/-																								
(₹ in Figures)												(₹ in Words)												

**6. PAYMENT DETAILS [IN CAPITAL LETTERS]**

Amount blocked (₹ in figures) :	(₹ in words)

ASBA BANK Account No.																									
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Name of ASBA Bank Account Holder : \_\_\_\_\_

SCSB Name and Address : \_\_\_\_\_

I/We authorise the SCSB to block the amount specified above as part of the ASBA process. I/ We confirm that I/ we are making the payment towards my/our Application through my/ our bank account only and not using any third party bank account for making such payment. Further, I/we confirm that the ASBA Account is held in my/our own name.

I/We understand that on Application, Investors will have to pay full amount of ₹ 35/- per Rights Equity Share.

**SIGNATURE OF ASBA BANK ACCOUNT HOLDER**

\_\_\_\_\_ Sole/First Account Holder                                  \_\_\_\_\_ Second Joint Account Holder                                  \_\_\_\_\_ Third Joint Account Holder

Note: Signature(s) as per the specimen recorded with the SCSB. In case of joint shareholders, all the joint shareholders must sign in the same sequence as per specimen recorded with the SCSB.

**7. SIGNATURE OF APPLICANT(S)**

I/We hereby confirm that I/we have read, understood and accept the terms and conditions of this Application Form, Rights Entitlement Letter, Abridged Letter of Offer and Letter of Offer. I/we hereby confirm that I/we have read the Instructions for filling up this Application Form given overleaf. I/We understand that in case of Allotment of Rights Equity Shares to me/us, my/our beneficiary account as mentioned in this Application Form would get credited to the extent of allotted Rights Equity Shares.

\_\_\_\_\_ Sole/First Applicant                                  \_\_\_\_\_ Second Joint Applicant                                  \_\_\_\_\_ Third Joint Applicant

Note: Signature(s) as per the specimen recorded with the Depository. In case of joint shareholders, all the joint shareholders must sign in the same sequence as per specimen recorded with the Depository.

-----Tear Here-----

**VMS INDUSTRIES LIMITED – RIGHTS ISSUE  
ACKNOWLEDGEMENT SLIP FOR APPLICANT**

Received from																			APPLICATION FORM NO.						
PAN																									
DP ID and Client ID																									
Amount blocked (₹ in figures)					Bank & Branch																				
ASBA Account No.																									
Tel. / Mobile No.											Email Id:														

## GENERAL INSTRUCTIONS

- I. Please read the Letter of Offer carefully to understand the Application process and applicable settlement process;
- II. Please read the instructions on the Application Form sent to you;
- III. The Application Form can be used by both the Eligible Equity Shareholders and the Renounees;
- IV. Application should be made only through the ASBA facility;
- V. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English;
- VI. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section 'Application on Plain Paper under ASBA processes on page 130 of the Letter of Offer';
- VII. In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA
- VIII. An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
- IX. Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, please note that the applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange,
- X. Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar;
- XI. In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form;
- XII. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Right Equity Shares pursuant to this Issue shall be made into the accounts of such Investors;
- XIII. In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon;
- XIV. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB;
- XV. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant;
- XVI. All communication in connection with Application for the Right Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable; In case of any change in address of the Eligible Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar;
- XVII. Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number 'CIR/CFD/DIL/13/2012 dated September 25, 2012' within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility;
- XVIII. In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications;
- XIX. Investors are required to ensure that the number of Right Equity Shares applied for by them do not exceed the prescribed limits under the applicable law;
- XX. An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue;

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

#### LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is Thursday, May 16, 2024, i.e., Issue Closing Date. The Board of Directors may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as may be extended by the Board of Directors, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Board of Directors shall be at liberty to dispose of the Right Equity Shares hereby offered, as provided under the section, '*Basis of Allotment*' on page 139 of the Letter of Offer.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE Limited.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

#### WITHDRAWAL OF APPLICATION

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted facility. However, no Investor, whether applying through ASBA facility may withdraw their application post the Issue Closing Date.

#### LIST OF SELF CERTIFIED SYNDICATE BANKS (SCSBs)

The list of banks who have registered with SEBI to act as SCSBs for the ASBA Process is <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34>.

For the Issue, following banks would be acting as SCSB:

1. Au Small Finance Bank 2. Axis Bank Ltd 3. Bandhan Bank Ltd. 4. Bank of Baroda.5. Bank of India 6. Bank of Maharashtra 7. Barclays Bank PLC 8. BNP Paribas 9. Canara Bank 10. CSB Bank 11. Central Bank of India 12. CITI Bank 13. City Union Bank Ltd. 14. DBS Bank Ltd. 15. DCB Bank 16. Deutsche Bank 17. Dhanlaxmi Bank Limited 18. Equitas Small Finance Bank Ltd. 19. GP Parsik Sahakari Bank Ltd. 20. HDFC Bank Ltd. 21. HSBC Ltd. 22. ICICI Bank Ltd 23. IDBI Bank Ltd. 24. IDFC Bank Ltd. 25. Indian Bank 26. Indian Overseas Bank 27. IndusInd Bank 28. J P Morgan Chase Bank, N.A. 29. Janata Sahakari Bank Ltd. 30. Karnataka Bank Ltd. 31. Karur Vysya Bank Ltd. 32. Kotak Mahindra Bank Ltd. 33. Mehsana Urban Co-operative Bank Limited 34. Nutan Nagarik Sahakari Bank Ltd. 35. Punjab & Sind Bank 36. Punjab National Bank 37. Rajkot Nagarik Sahakari Bank Ltd 38. RBL Bank Limited 39. South Indian Bank 40. Standard Chartered Bank 41. State Bank of India 42. SVC Co-operative Bank Ltd. 43. Tamilnad Mercantile Bank Ltd. 44. The Ahmedabad Mercantile Co-Op. Bank Ltd. 45. The Federal Bank 46. The Jammu & Kashmir Bank Limited. 47. The Kalupur Commercial Cooperative Bank Ltd. 48. The Saraswat Co-Operative Bank Ltd 49. The Surat Peoples Co-op Bank Ltd 50. TJSB Sahakari Bank Ltd 51. UCO Bank 52. Union Bank of India 53. YES Bank Ltd.

Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses and have made a request in this regard.

Investors can also access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Equity Shares under applicable securities laws) on the websites of:

- Our Company's website at [www.vmsil.in](http://www.vmsil.in)
- Registrar to the Issue's website at [www.cameoindia.com](http://www.cameoindia.com)
- BSE Limited's website at [www.bseindia.com](http://www.bseindia.com)
- Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at [www.cameoindia.com](http://www.cameoindia.com) in by entering their DP-ID and Client-ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company at [www.vmsil.in](http://www.vmsil.in)

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://rights.cameoindia.com/vms>
- Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company: <https://rights.cameoindia.com/vms>;
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form;
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders: <https://rights.cameoindia.com/vms>

#### REGISTRAR TO THE ISSUE



**CAMEO**

**CAMEO CORPORATE SERVICES LIMITED**

**SEBI Registration Number: INR 000003753**

**Address:** Subramanian Building&#39;, No.1, Club House Road,  
Chennai 600002, Tamilnadu, India

**Tel. Number:** +91-44 – 28460390; **Fax:** + 91-44-28460129

**Email Id:** [rights@cameoindia.com](mailto:rights@cameoindia.com); **Website:** <https://rights.cameoindia.com/vms> / [www.cameoindia.com](http://www.cameoindia.com)

**Investors Grievance Id:** [investor@cameoindia.com](mailto:investor@cameoindia.com)

**Contact Person:** Mr. R. D. Ramasamy

**CIN:** U67120TN1998PLC041613

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) For details on the ASBA process, see "*Terms of the Issue*" beginning on page 116 of the Letter of Offer.