

EXIT OFFER LETTER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Exit Offer Letter ("Exit Offer Letter") is being sent to you as a shareholder of Maharaja Shree Umaid Mills Limited. In case you have recently sold your equity shares of Maharaja Shree Umaid Mills Limited, please hand over this Exit Offer Letter and the accompanying documents to the Buyer or the Member of the Stock Exchange through whom the sale was affected.

EXIT OFFER LETTER

To the Public Shareholders of

MAHARAJA SHREE UMAID MILLS LIMITED

(the "Company"/ "MSUML")

Registered Office: Krishna, 7th Floor, Room No. 706, 224, A.J.C. Bose Road, Kolkata- 700 017

Tel: (033) 2223 0016, **Fax:** (033) 2223 1569, **E-mail:** kolkata@msumindia.com, **website:** www.msumindia.com

From

PLACID LIMITED

Registered Office: 7, Munshi Premchand Sarani, Hastings, Kolkata- 700 022



(hereinafter referred to as the "Acquirer")

inviting you to tender your fully paid-up equity shares of Rs.10/- each, in accordance with Regulation 21(1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "Delisting Regulations")

Exit Price of Rs. 90/- per equity share

Note: The equity shares of the Company has been delisted from both the BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE") with effect from February 02, 2015 and January 27, 2015 respectively.

THE ENCLOSED EXIT APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY BY HAND DELIVERY OR BY REGISTERED POST OR COURIER ALONG WITH ALL APPLICABLE DOCUMENTS

MANAGER TO THE EXIT OFFER	REGISTRAR TO THE EXIT OFFER
 <p>VC CORPORATE ADVISORS PRIVATE LIMITED SEBI REGN NO: INM000011096 (Contact Person: Mr. Anup Kumar Sharma) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata – 700 013 Tel: - (033) 2225 3940 Fax: (033) 2225 3941 Email: mail@vccorporate.com</p>	 <p>MAHESHWARI DATAMATICS PRIVATE LIMITED SEBI REGN NO: INR000000353 (Contact Person: Mr. S. Rajagopal) 6, Mangoe Lane, 2nd Floor, Kolkata – 700 001 Tel.: (033) 2243 5809/5029, Fax: (033) 2248 4787 Email: mdpldc@yahoo.com</p>

EXIT PRICE	Rs. 90/- per equity share
EXIT PERIOD OPENS	February 02, 2015
EXIT PERIOD CLOSES	February 01, 2016

Dear Shareholder,

Sub: Invitation to Offer your equity shares in Maharaja Shree Umaid Mills Limited (hereinafter referred to as the "Company"/ "MSUML") in favour of the Acquirer at an Exit Price of Rs. 90/- per equity share subject to the terms and conditions mentioned hereinafter.

1. The Acquirer had made an Offer to the public shareholders of the Company for the acquisition of 65,28,600 fully paid-up equity shares of Rs. 10/- each representing 25.19% of the total paid-up equity & voting share capital of MSUML vide a Public Announcement published on November 28, 2014 and the Offer letter dated December 01, 2014 in accordance with the Delisting Regulations.
2. The public shareholders holding equity shares of the Company were invited to tender bids pursuant to a Reverse Book Building ("RBB") process made available through the electronic facility of the BSE from December 19, 2014 to December 26, 2014 ("Bid Period"), in accordance with the Delisting Regulations.
3. In terms of regulation 15(1) of the Delisting Regulations, the Discovered Price (i.e., the price at which the maximum number of equity shares were validly tendered by the Public Shareholders) determined through the RBB process was Rs. 80/- per equity Share.
4. Vide a public announcement published on January 02, 2015 and in accordance with Delisting Regulations, the Acquirer fixed the final price for accepting the shares successfully tendered in the Delisting Offer at Rs. 90/- ("Exit Price"). All the public shareholders of the Company who tendered their Shares at or below the Exit Price through valid bids were paid the consideration at the Exit Price. After the acquisition of the Shares pursuant to the Delisting Offer, the Acquirer's and Promoter Group holding in the Company increased to 92.23% of the total paid-up equity & voting share capital of MSUML.
5. The Company had thereafter applied for delisting of its equity shares from both BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE"). Pursuant to the same, BSE vide its notice no. 20150119-28 dated January 19, 2015 has communicated that trading in

the equity shares of the Company will be discontinued from trading with effect from January 23, 2015 and the equity shares of the Company will be delisted from BSE records with effect from February 02, 2015. CSE vide their Letters Reference No. CSE/LD/9229/2015 dated January 22, 2015 had communicated that the equity shares of the Company will be delisted from official list of CSE with effect from January 27, 2015. Delisting of the equity shares of the Company implies that the equity shares of the Company cannot be and will no longer be traded on both BSE and CSE from the date of its delisting.

6. As required under Regulation 21 of the Delisting Regulations, the Acquirer has undertaken to provide an exit opportunity at the Exit Price of Rs. 90/- per equity share to all the Remaining Public Shareholders ("**Remaining Shareholders**") of the Company who did not or were not able to participate in the reverse book building process ("RBB") or who unsuccessfully tendered their equity shares in RBB process or whose Shares were rejected in the Delisting Offer ("**Exit Offer**") and Acquirer has published Public Announcement of Exit Offer on January 24, 2015 for the information of shareholders.
7. We wish to bring to your kind attention, that you may tender your shares in favour of the Acquirer at the Exit Price of Rs. 90/- per equity share, at any time during the period of one year following the date of delisting of equity shares of the Company from both the BSE and CSE i.e., from February 02, 2015 till February 01, 2016 (the "**Exit Period**"), on the terms and conditions set out below.
8. It is the sole responsibility of the Remaining Shareholders to ensure that their Equity Shares are credited to the Escrow Depository Account (or in the case of physical shares, deposited with the Registrar to the Offer) before the closure of the Exit Offer.
9. Application Form/ Shares should not be submitted to the Manager to the Offer or to the Acquirer or to the Company.

10. Procedure for tendering your Equity Shares under the Exit Offer:

a) Procedure for Remaining Shareholders holding Equity Shares in Dematerialised Form:

The Remaining Shareholders holding Equity Shares in dematerialized form, who are desirous of tendering their Equity Shares in the Exit Offer, must transfer their equity shares from their respective depository accounts to the following Escrow Depository Account in **off-market mode**:

Depository Account Name	MSUML- DELISTING OFFER ESCROW DP ACCOUNT
Depository Participant	SHREE BAHUBALI INT. LTD.
Depository Identification No. (DP ID No.)	IN300773
Client Identification No. (Client ID)	10318066
Depository	National Securities Depository Limited
ISIN of MSUML	INE087D01013

Remaining Shareholders who hold their equity shares through Central Depository Services (India) Limited (CDSL) will have to execute inter-depository delivery instructions for the purpose of crediting their equity shares in favour of the aforesaid Escrow Depository Account.

On transferring the shares, Remaining Shareholders are advised to send a copy of the delivery instruction slip duly acknowledged by the concerned depository together with duly completed and signed Post Delisting Acceptance Form by hand delivery or by registered post or speed post or courier (at their own risk) marking the envelope "**MSUML – Exit Offer**" at the address of Registrar as mentioned on the cover page of this Exit Offer Letter.

b) Procedure for Remaining Shareholders holding Equity Shares in Physical Form:

The Remaining Shareholders holding Equity Shares in physical form, who are desirous of tendering their Equity Shares in the Exit Offer must submit the original Share Certificate(s) along with the duly completed and signed Post Delisting Acceptance Form, PAN Card and duly executed transfer deed(s), by hand delivery or by registered post or speed post or courier (at their own risk) with the envelope marked "**MSUML– Exit Offer**" at the address of the Registrar as mentioned on the cover page of this Exit Offer Letter. In case the Post Delisting Acceptance Form is not complete in all respects, the same may be liable for rejection.

- c) Non-resident Remaining Shareholders should refer to the Post Delisting Acceptance Form for documents to be submitted with the Post Delisting Acceptance Form in addition to the documents referred to in clause a & b above.
- d) In case the Post Delisting Acceptance Form is not complete in all respects, the same may be liable for rejection.

11. Non Resident Shareholders:

- a) Non-resident Remaining Shareholders other than FIIs tendering Equity Shares should submit a copy of the permission received from RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of the RBI, non-resident Remaining Shareholders should furnish a copy of the relevant notification / circular pursuant to which such Equity Shares are held and state whether the Equity Shares are held on a repatriable or non-repatriable basis.
- b) Non Resident Indians ("**NRIs**") tendering Equity Shares and desiring to have the proceeds credited to a NRE/ FCNR account shall submit a copy of the relevant notification / circular pursuant to which the Equity Shares are held and state if the Equity Shares are

held on a repatriable basis. NRIs shall also furnish (a) written confirmation from their bank confirming that the Equity Shares held by them were acquired from proceeds deposited in their NRO / NRE / FCNR account, as the case may be; or (b) a copy of the statement of the NRO / NRE / FCNR account, as the case may be, maintained with the bank in India evidencing that the Equity Shares held by them were acquired from proceeds deposited in such account; or (c) bankers' certificates certifying inward remittance of funds for the original acquisition of Equity Shares held by them.

c) Non-resident Remaining Shareholders other than FIIs should submit:

- i. In the case of dematerialised Equity Shares, a copy of relevant pages of their respective depository account statement in case if the Equity Shares are claimed to have been held for more than twelve months prior to the date of acceptance, if any, of the Equity Shares in the Exit Offer;
- ii. In case of an individual non-resident Remaining Shareholder, who is either a citizen of India or a person of Indian Origin, who claims that the Equity Shares were held by him / her for more than twelve months prior to the date of acceptance, if any, of the Equity Shares in the Exit Offer and that the such Equity Shares were acquired by him / her out of convertible foreign exchange (i) in the case of dematerialised Equity Shares, copy of relevant pages of his/her respective depository account statement (ii) in the case of physical Equity Shares a banker's certificate certifying that the payment for acquisition of the Equity Shares by the Remaining Shareholders was made out of convertible foreign exchange;
- iii. Tax Residence Certificate provided by the Income Tax authority of foreign country of which the Remaining Shareholders claims to be a tax resident in case any benefit is claimed under relevant Double Taxation Avoidance Agreement;
- iv. Certificate from the Income-tax Authorities under Section 195(3)/197 of the Income Tax Act if the Remaining Shareholders desires the Acquirer to act according to the authorisation contained in the certificate in respect of deduction of tax at source;
- v. The Acquirer may not take into consideration any other details and documents (including self-certified computation of tax liability or the computation of tax liability certified by any tax professional like Chartered Accountant, etc.) submitted by the Non-resident Remaining Shareholders for deducting lower amount of tax at source.
- vi. Self-attested copy of PAN Card/PAN allotment letter.
- vii. OCBs to enclose Form OAC of the current year.

d) Non-resident Remaining Shareholders who are FIIs, while tendering Equity Shares should submit:

- i. A copy of the permission received from RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of RBI, the FII Remaining Shareholders should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis. FII Remaining Shareholders shall also furnish (a) written confirmation from their custodian confirming that the Equity Shares held by them were acquired from proceeds deposited in the FII Remaining Shareholder's account maintained with the custodian in India; or (b) a copy of the statement of account maintained with an authorised dealer in India evidencing that the Equity Shares held by them were acquired from proceeds deposited in such account being a foreign currency denominated account or special non-resident rupee account; or (c) bankers' certificates certifying inward remittance of funds for the original acquisition of Equity Shares held by them;
- ii. Self-attested copy of PAN Card/PAN allotment letter;
- iii. SEBI registration certificate for FII (including sub-account of FII);
- iv. If Equity Shares held on trade account, FII Remaining Shareholders to enclose:
 - (i) Tax Residence Certificate provided by the Income Tax authority of foreign country of which the FII Remaining Shareholder claims be a tax resident in case any benefit is claimed under relevant Double Taxation Avoidance Agreement.
 - (ii) Certificate from the Income-tax Authorities under Section 195(3)/197 of the Income Tax Act if the FII Shareholder desires the Acquirer to act according to the authorisation contained in the certificate in respect of deduction of tax at source.
- e) It shall be the responsibility of the Remaining Shareholders tendering in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Acquirer shall take no responsibility for the same. The Remaining Shareholders should attach a copy of any such approvals to the Exit Form, wherever applicable. If such a copy is / copies are not enclosed, the Acquirer reserve the right to reject such Equity Shares.

12. Statutory Approvals:

- a) To the best of the Acquirer's knowledge, as on date, there are no other statutory or regulatory approvals required to acquire the Equity Shares of the Company. If any other statutory or regulatory approvals need to be obtained, the acquisition of Equity Shares by the Acquirer will be subject to such statutory or regulatory approvals.

- b) The Acquirer reserve the right not to proceed with the acquisition of the equity shares pursuant to the Exit Offer in the event the approval(s), if any, is/are not obtained, or conditions which the Acquirer consider in their sole discretion to be onerous are imposed in respect of such approval(s).

13. Tax to be deducted at Source:

- a) All Remaining Shareholders would either be classified as resident or non-resident, which status is to be determined on the basis of criteria laid down in Section 6 of the Income Tax Act, 1961 ("**Income Tax Act**"). No tax shall be deducted at source from the payment of consideration made to resident Remaining Shareholders.
- b) Summary of key provisions related to tax deduction at source ("**TDS**") under the Income Tax Act are provided below:

General:

- a) As per the provisions of Section 195(1) of the Income Tax Act, read with part II of the First Schedule to the Finance Act, 2013 any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including surcharge and education cess as applicable). Since the consideration payable under the Exit Offer would be chargeable to capital gains under Section 45 of the Income Tax Act or as business profits, as the case may be, the Acquirer are required to deduct tax at source (including surcharge and education cess).
- b) In view of the provisions of section 206AA of Income Tax Act, resident and non-resident Remaining shareholders (including FIIs) are required to submit their PAN. In case PAN is not submitted or is invalid or does not belong to the Remaining Shareholders, the Acquirer will arrange to deduct tax at the rate of 20% or at the rate in force or at the rate specified in the relevant provisions of the Income Tax Act, whichever is higher.
- c) In case of ambiguity, incomplete or conflicting information or the information not being provided to the Acquirer, it would be assumed that the Remaining Shareholders is a non-resident Shareholder and taxes shall be deducted at the maximum rate as may be applicable to the relevant category to which the Remaining Shareholders belongs under the Income Tax Act, on the entire consideration payable to such Remaining Shareholders.
- d) Securities transaction tax will not be applicable to the Equity Shares accepted in this Exit Offer.
- e) Any shareholder claiming benefit under any Double Taxation Avoidance Agreement between India and any other foreign country should furnish Tax Residence Certificate ("**TRC**") provided to him / it by the Income Tax authority of such other foreign country of which he / it claims to be a tax resident.

Tax to be deducted in case of Non-resident Remaining Shareholders (other than FII)

- f) All non-resident Remaining Shareholders, who desire that no tax should be deducted at source or tax should be deducted at lower rate or on lesser amount, shall be required to submit certificate from the Income Tax Authorities under Section 195(3) or Section 197 of the Income Tax Act along with Exit Form indicating the extent to which the tax is required to be deducted at source by the Acquirer before remitting the consideration. The Acquirer will arrange to deduct taxes at source in accordance with such certificate. In absence of certificate u/s. 195 (3) or u/s. 197, paragraph (g) and (h) below will apply.
- g) Except in the case falling under paragraph (h) below, the Acquirer will arrange to deduct tax at the rate as may be applicable to the relevant category to which the Remaining Shareholder belongs under the Income Tax Act, on the entire gross consideration payable to such Remaining Shareholder. The Acquirer may not take into consideration any other details and documents (including self-certified computation of tax liability or the computation of tax liability certified by any tax professional like Chartered Accountant etc.) submitted by the Remaining Shareholder for deducting lower amount of tax at source.
- h) In case of an individual non-resident Remaining Shareholder, who is either a Citizen of India or a person of Indian Origin, who has himself / herself acquired Equity Shares with convertible foreign exchange and has also held such Equity Shares for at least twelve (12) months prior to the date on which the Equity Shares, if any, are accepted under the Exit Offer, the applicable rate of tax deduction at source would be 10% plus applicable surcharge and education cess on entire gross consideration.

However, to be eligible for this lower rate of tax deduction at source, the Remaining Shareholder will have to furnish a copy of his / her depository account statement clearly reflecting the fact that Equity Shares held in that account are in repatriable mode. Further, copy of the depository account statement should also reflect that the Equity Shares were held for more than twelve (12) months prior to the date on which the Equity Shares, if any, are accepted under the Exit Offer.

In case of Equity Shares being held in physical mode, the Remaining Shareholders will have to furnish certificate from his / her bank to the effect that the purchase consideration of these Equity Shares was paid out of non-resident external account of the Remaining Shareholders concerned or was paid directly by remittance from overseas in convertible foreign exchange.

Withholding tax implications for FII Remaining Shareholders:

- i) As per provisions of section 196D(2) of the Income Tax Act, no deduction of tax at source will be made from any income by way of capital gains arising from transfer of securities referred to in Section 115AD of the Income Tax Act to a FII as defined in Section 115AD of the Income Tax Act.
- j) A FII should certify ("FII Certificate") the nature of its income arising from the sale of Equity Shares as per the Income Tax Act (whether capital gains or otherwise) by tick marking on the appropriate option provided in the Exit Form. In the absence of FII Certificate to the effect that their income from sale of Equity Shares is in the nature of capital gains, the Acquirer will deduct tax at the maximum rate applicable to the category to which such FII belongs (i.e., a company or a trust) on the entire consideration payable to such FII.

In any case, if the FII submits a certificate under Section 195(3) or Section 197 of the Income Tax Act from the Income Tax authorities while tendering the Equity Shares, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, the Acquirer will deduct tax in accordance with the same.

Tax to be deducted in case of Remaining Shareholders:

- k) In absence of any specific provision under the Income Tax Act, the Acquirer will not deduct tax on the consideration payable to Remaining Shareholders for acquisition of Equity Shares.

Issue of withholding tax certificate:

- l) The Acquirer will issue a certificate in the prescribed form to the non-resident Remaining Shareholders who have been paid the consideration after deduction of tax on the same certifying the amount of tax deducted and other prescribed particulars.

Withholding taxes in respect of overseas jurisdictions:

- m) Apart from the above, the Acquirer will be entitled to withhold tax in accordance with the tax laws applicable in the overseas jurisdiction where the non-resident Remaining Shareholder is a resident for tax purposes ("Overseas Tax").

For this purpose, the non-resident Remaining Shareholder shall duly represent in the Exit Form the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non-resident Remaining Shareholder is a tax resident, and the Acquirer will be entitled to rely on this representation at their/its sole discretion.

14. Settlement:

- a) Following fulfillment of the terms and conditions mentioned herein, and receipt of the requisite regulatory approvals (if any), the applicable consideration will be paid by the Acquirer by way of cheque or demand draft or by means of electronic funds transfer, wherever possible. The cheque or demand drafts will be dispatched to the relevant Remaining Shareholders, at their own risk, by way of speed post / registered post. Shareholders to whom funds have been transferred electronically shall be duly notified by way of a letter by the Registrar to the Offer. The Acquirer intend to dispatch the payment to Remaining Shareholders who have validly tendered their Equity Shares in this Exit Offer following the receipt of duly filled valid Post Delisting Acceptance Form(s) (together with necessary enclosures, if any) and receipt of the Equity Shares in the Escrow Depository Account / receipt of physical share certificates (along with duly filled in transfer deeds, as applicable) by the Registrar to the Offer.
 - b) Subject to any regulatory approvals as may be required and following fulfillment of the abovementioned conditions, by the Remaining Shareholders who have tendered their shares and which are found to be in order, the consideration for the shares will be settled on monthly basis and the payment will be dispatched within 15 days from the end of the month in which the Share Certificates are received or shares credited into the aforementioned DP Account.
 - c) In case of joint holders, the cheque / pay order / demand draft will be drawn in the name of the first named holders or in case of payment through electronic mode the same will be credited to the account of first named holders.
 - d) Share certificate for any invalid bid, will be dispatched to the Remaining Shareholders by speed post / registered post, at the shareholders own risk. Equity shares held in dematerialized form for any invalid bid will be credited back to the respective beneficiary account with their respective depository participants as per the details furnished by the beneficial owner in the Post Delisting Acceptance Form.
15. In the event of any Remaining Shareholders not receiving, or misplacing, their Exit Offer Letter, they may obtain a copy by writing to the Registrar to the Offer, clearly marking the envelope "**MSUML- Exit Offer**".

16. Exit Period:

The Remaining Shareholders may tender their application to the Acquirer at the Exit Price at any time during the Exit Period. The Remaining Shareholders are required to ensure that their Post Delisting Acceptance Form, together with the necessary enclosures, is received by the Registrars to the Exit Offer on or before February 01, 2016.

17. Compliance Officer:

Mr. Pradip Kumar Ojha,
Company Secretary,
Maharaja Shree Umaid Mills Limited
Krishna, 7th Floor, Room No. 706, 224, A.J.C Bose Road, Kolkata- 700 017
Tel No.: (033) 2223 0016, Fax No.: (033) 2223 1569 E-mail id: kolkata@msumindia.com

18. General Disclaimer:

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

Thanking You,

Yours Sincerely,
Signed by the Acquirer

For Placid Limited

Sd/-
L.N. Bangur
Director

Sd/-
A.K.Singh
Director

Sd/-
Mohit Baid
Company Secretary

Place: Kolkata
Date: 30.01.2015

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Please read this document along with the enclosed Exit Offer letter dated January 30, 2015 ("Exit Offer Letter") issued by Placid Limited (hereinafter referred to as the "Acquirer"), since the terms and conditions of the Exit Offer Letter are deemed to have been incorporated in and form part of this document. Unless the context otherwise requires, expression in this Form have the same meaning as defined in the Exit Offer Letter.

EXIT OFFER

Exit Period Opens	February 02, 2015	Monday
Exit Period Closes	February 01, 2016	Monday
Exit Price per share	Rs. 90/- per equity share	

POST DELISTING - ACCEPTANCE FORM

For tender of Equity Shares of face value Rs. 10/- each of
MAHARAJA SHREE UMAID MILLS LIMITED

To,
M/s. Placid Limited,
7, Munshi Premchand Sarani, Hastings,
Kolkata- 700 022

Re: Exit Offer for Remaining Shareholders of the Company. The Exit Price for the Exit Offer has been determined as Rs. 90/- per Equity Share

- I/We having read and understood the terms and conditions set out below, in the Exit Offer Letter and in the Exit Offer Public Announcement dated January 24, 2015, and all other related announcements/information, hereby tender my/our shares at such price, which had been fixed as the Final/ Exit Price during the Reverse Book Building process for delisting of shares of Maharaja Shree Umaid Mills Limited.
- I/We hereby undertake the responsibility for the Exit Form and the Equity Shares tendered under the Exit Offer and we hereby confirm that the Acquirer/ Manager to the Exit Offer/ Registrar to the Exit Offer shall not be liable for any delay / loss in transit resulting into delayed receipt or non- receipt of the Exit Form along with the requisite documents, by the Registrar to the Exit Offer or delay/failure in credit of Equity Shares to the Escrow Depository Account within due time, due to inaccurate/ incomplete particulars/ instructions or any reason whatsoever.
- I/We understand that this form is in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2009 and all other applicable laws and the Acquirer shall pay the Final/Exit Price, as fixed under the Delisting Offer.
- I/We also understand that the payment of consideration will be paid after due verification of documents and signatures.
- I/We hereby confirm that I have never sold or part/dealt with in any manner with the shares tendered under this offer and these shares are free from any lien, equitable interest, charges and encumbrances, whatsoever.
- 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 are the absolute and only owner of these shares and legally entitled to tender the shares under this offer.
- I/We understand that the payment of consideration shall be dispatched at the address registered in the records of the Company or mentioned hereunder by way of cheque, demand draft, pay order or similar instrument through speed/registered post or any other service or by way of electronic credit as the case may be.
- I/We undertake to return the amount immediately, received inadvertently.
- I/We agree that upon acceptance of the shares by the Acquirer, tendered by me under this offer, I/We would cease to enjoy all right, title, claim, and interest whatsoever, in respect of such shares of the Company.
- I/We further authorise the Acquirer to return to us, the Equity Share certificate(s) in respect of which the Exit Application Form is not found valid/ not accepted, specifying the reasons thereof and in the case of dematerialised Equity Shares, to the extent not accepted will be released to my/our depository account at my/our sole risk.
- I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection to this offer and agree to abide by the decisions taken in accordance with the applicable rules and regulations.
- I/We acknowledge and confirm that all the particulars/statements given are true and correct.

Sl. No.	Particulars				
1	Name (in Block Letters) of the Shareholder (s) (Please write the names of the joint holders in the same order as appearing in the share certificates)	Holder	Name		
		Sole / First			
		Second			
		Third			
2	Contact Telephone No:	Tel No.:		Mobile No.:	
3	Full Address with Pin Code Number				
4	Type of Investor (Please tick)	Individual	Body Corporate	Banks & FI	FII
		HUF	Indian Mutual Fund	NRI	Others (please specify)

5	Details of Original Share Certificate(s) alongwith duly filled, signed Transfer Deed(s), as enclosed:					
	Sl. No.	Folio No.	Share Certificate No.	Distinctive Numbers		Number of Shares
				From	To	
	(If the space provided is inadequate please attach a separate continuation sheet)					Total
5(b)	FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM					
	Details of demat account and delivery instruction executed in favour of Depository Account					
	Name of Depository Participant					
	Depository Participant's ID No.					
	Client ID No.					
	Beneficiary Name (as appearing in DP's records)					
	Date of execution/acknowledgement of delivery instruction (copy enclosed)					
	Number of Equity Shares (In Figures)					
	Number of Equity Shares (In Words)					
6	Other enclosures, as applicable (Please tick as appropriate)			Power of Attorney	Corporate Authorisation	
				Death Certificate	Others (Please specify) _____	

Details of Bank Account

In order to avoid any fraudulent encashment in transit, of the cheque, pay order or demand draft issued by the Acquirer towards the consideration payable for the Equity Shares tendered under this Form, please fill the following details of the sole shareholder's bank account (or, in the case of joint holders, the first-named holder's bank account) and any consideration payable will be paid by issuing an instrument carrying the details of the bank account so provided.

Remaining Shareholders holding Equity Shares in demat form: The bank details will be obtained from the Depositories for payments. The Remaining Shareholders are advised to ensure that bank account details are updated in their respective depository participant account as these bank account details would be used for payment of consideration, if any. Please note that failure to do so could result in delays in credit of consideration to the Remaining Shareholders at their sole risk and none of the Promoters/ Acquirer, the Company, the Manager to the Exit Offer or the Registrar to the Exit Offer shall be responsible for any such delay. Remaining Shareholders should also fill up their bank account details below:

Remaining Shareholders holding shares in physical form: In order to avoid any fraudulent encashment in transit of the cheque, pay order or demand draft issued by the Promoter or by ECS/RTGS/NEFT/direct credit towards the consideration payable for the Equity Shares tendered under this Exit Application Form, please fill the following details of the sole Remaining Shareholder's bank account (or, in the case of joint holders, the first-named Remaining Shareholder's bank account) and any consideration payable will be paid by issuing an instrument or by electronic transfer carrying the details of the bank account so provided.

Name of the Bank	
Branch Address	
City & Pin Code of the Branch	
Account No.	
Savings / Current / Others (Please Specify)	
IFSC Code (In case you wish to receive funds electronically)	
MICR Code	

(Please note that for fund transfer in electronic mode, the transfer would be done at your risk based on the data provided above by you)

Signatures			
	Sole / First Holder	Second Holder	Third Holder

CHECKLIST (please tick)

DEMAT SHAREHOLDERS			PHYSICAL SHAREHOLDERS		
1	EXIT FORM		1	EXIT FORM	
2	COPY OF ACKNOWLEDGED DEMAT SLIP/ PLEDGE CREATION SLIP		2	ORIGINAL SHARE CERTIFICATES OF MAHARAJA SHREE UMAID MILLS LIMITED	
3	INTER DEPOSITORY DELIVERY INSTRUCTION IN CASE OF SHARES HELD THROUGH CDSL		3	SHARE TRANSFER DEED	
4	SELF ATTESTED COPY OF PAN CARD		4	SELF ATTESTED COPY OF PAN CARD	
5	CERTIFICATE U/S. 195 (3) / 197 OF INCOME TAX ACT, 1961		5	CERTIFICATE U/S. 195 (3) / 197 OF INCOME TAX ACT, 1961	
6	TAX RESIDENCY CERTIFICATE, WHERE APPLICABLE		6	TAX RESIDENCY CERTIFICATE, WHERE APPLICABLE	
7	OTHERS, AS APPLICABLE		7	OTHERS, AS APPLICABLE	

Notes:

1. All documents / remittances sent by or to the Remaining Shareholders will be at their risk and Remaining Shareholders are advised to adequately safeguard their interests in this regard.
2. Please read these notes along with the entire contents of the Exit Offer Letter.
3. In 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.
4. In case of signature mismatch, the form shall be liable for rejection. It is hereby requested to please put the signatures as recorded with the Company, else a copy of any signature proof may be attached to avoid any inconvenience.
5. The number of shares tendered under this offer should match with the number of shares specified in the share certificate(s) enclosed or shares credited in the Acquirer's DP Account under the respective Client ID number.
6. The consideration shall be paid in the name of sole/first holder.
7. In case, the bids are not complete in all respects, the same may be liable for rejection.
8. In the event that 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 and will/ probate/ succession certificate and other relevant papers, as applicable.
9. Please enclose the PHOTOCOPY OF THE DELIVERY INSTRUCTION OR COUNTERFOIL OF THE DELIVERY INSTRUCTION SLIP (DULY ACKNOWLEDGED BY SUCH DEPOSITORY PARTICIPANT) OR ORIGINAL SHARE CERTIFICATE(S), DULY FILLED AND EXECUTED SHARE TRANSFER DEED and forward within ONE YEAR from the date of delisting at the address mentioned hereinabove.
10. **FOR EQUITY SHARES HELD IN DEMATERIALIZED FORM:**
 - a. Before submitting this Bid Form to the Registrar, please issue necessary instructions to your depository participant (with whom you hold the depository account in which the Equity Shares of Maharaja Shree Umaid Mills Limited are presently held) to credit your Equity Shares into the Escrow DP Account (whose details are below).

(PTO)

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- b. The Remaining Shareholders holding shares in dematerialized form are requested to tender the shares to the Registrar to the Offer after crediting the shares to the following Escrow DP Account in OFF-MARKET MODE:



Depository Account Name	MSUML- DELISTING OFFER ESCROW DP ACCOUNT
Name of the Depository Participant	SHREE BAHUBALI INT. LTD.
Name of the Depository	IN300773
Depository Identification Number (DP - ID)	10318066
Client Identification Number/Account (Client – ID)	National Securities Depository Limited
ISIN of MSUML	INE087D01013

- c. Shareholders having their beneficiary account in the Central Depository Services (India) Limited will have to use inter depository delivery instructions for the purpose of crediting their Equity Shares in favour of the aforesaid Escrow Depository Account with the National Securities Depository Limited.

11. **FOR EQUITY SHARES HELD IN PHYSICAL FORM** : Before submitting this Bid Form to the Registrar, you must execute valid share transfer deed(s) in respect of the Equity Shares intended to be tendered under this Delisting Offer 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.
12. **FOR UNREGISTERED SHAREHOLDERS**: Unregistered shareholders should enclose, as applicable, (a) this Exit Application Form, duly completed and signed in accordance with the instructions contained therein, (b) Original Share Certificate(s), (c) Original broker contract note, (d) Valid share transfer form(s) as received from the market, duly stamped and executed as the proposed transferee(s) along with blank transfer form duly signed as transferor(s) by the said proposed transferee(s) and witnessed at the appropriate place. The transfer deed should be in favour of "PLACID LIMITED". All other requirements for valid transfer will be precondition for acceptance.

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.

For any queries, please contact:

MANAGER TO THE EXIT OFFER	REGISTRAR TO THE EXIT OFFER
 <p>VC CORPORATE ADVISORS PVT. LTD. SEBI REGN NO: INM000011096 (Contact Person: Mr. Anup Kumar Sharma) 31, Ganesh Chandra Avenue, 2nd Floor, Suite No. 2C, Kolkata – 700 013 Tel: - (033) 2225 3940 Fax: (033) 2225 3941 Email: mail@vccorporate.com</p>	 <p>MAHESHWARI DATAMATICS PRIVATE LIMITED SEBI REGN NO: INR000000353 (Contact Person: Mr. S. Rajagopal) 6, Mangoe Lane, 2ND Floor, Kolkata – 700 001 Tel.: (033) 2243 5809/5029, Fax: (033) 2248 4787 Email: mdpldc@yahoo.com</p>

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

ACKNOWLEDGEMENT SLIP

Received from Mr./Mrs./Ms./M/s _____
Contact Nos. _____ a Post Delisting Acceptance Form for _____ equity shares of Maharaja Shree
Umaid Mills Limited at an Exit Price of Rs. 90/- per equity share to the Acquirer together with:

DEMAT SHAREHOLDERS		PHYSICAL SHAREHOLDERS	
DP ID		Folio no.	
Client ID		No. of certificates	
No. of Offer Shares		No. of Offer Shares	
<i>Received but not verified share certificate(s) and share transfer deed</i>			
Signature of Official		Date of receipt	