


**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR ATTENTION**

This Exit Letter of Offer ("Exit Letter of Offer") is being sent to you as a public shareholder of EICL Limited ("Company") post successful delisting from the BSE Limited ("BSE") and the Calcutta Stock Exchange Limited ("CSE") pursuant to Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009, as amended

**EXIT OFFER LETTER**

	<b>EICL LIMITED</b>
	Registered Office: TC - 79 / 4, Veli, Thiruvananthapuram, Kerala – 695021, India; Contact: + 91 0471 2741133 ; Fax: +91 0471 2742233; Website: <a href="http://www.eicl.in">www.eicl.in</a> ; Email: <a href="mailto:sect@eicl.in">sect@eicl.in</a> ; CIN : L26939KL1963PLC002039 Company Secretary & Compliance Officer: P S Saini;

From **DBH International Private Limited**

701, Vikas Deep Building, District Community Centre, Laxmi Nagar, Delhi – 110092;  
CIN:U74899DL1950PTC057209

Inviting you to tender your fully paid-up Equity Shares of ₹ 2 (Rupees Two) each of EICL Limited, at the exit price of ₹ 48 (Rupees Forty Eight) per Share pursuant to Regulation 21 of Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009, as amended.



**Exit Price: ₹ 48 per Equity Share**

**NOTE:**

THE SHARES OF THE COMPANY WILL BE DELISTED FROM BSE LIMITED ("BSE") WITH EFFECT FROM JUNE 4, 2014 AND FROM THE CALCUTTA STOCK EXCHANGE LIMITED ("CSE") WITH EFFECT FROM MAY 28, 2014

**DELISTING OF THE EQUITY SHARES OF THE COMPANY MEANS THAT THE EQUITY SHARES OF THE COMPANY CANNOT AND WILL NOT BE TRADED ON ANY STOCK EXCHANGES**

If you require any clarification in connection with this Exit Offer Letter, please get in touch with the Manager to the Exit Offer or the Registrar to the Exit Offer, details of whom are appearing below

Manager to the Exit Offer	Registrar to the Exit Offer
 Your success is our success <b>Emkay Global Financial Services Limited</b> SEBI Reg. No.: INM000011229 The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028 Tel.No.: +91 22 66121212; Fax No.: +91 22 66121299 Website: <a href="http://www.emkayglobal.com">www.emkayglobal.com</a> Email: <a href="mailto:eicl.delisting@emkayglobal.com">eicl.delisting@emkayglobal.com</a> Contact Person: Mr. Rajesh Ranjan	 <b>RCMC Share Registry Private Limited</b> SEBI Regn. No.: INR000000429 B 106, Sector 2, Noida - 201 301, Uttar Pradesh, India Tel. No.: +91 120 4015 880; Fax No.: +91 120 2444 346 Email ID: <a href="mailto:sectshares@rcmcdelhi.com">sectshares@rcmcdelhi.com</a> Website: <a href="http://www.rcmcdelhi.com">www.rcmcdelhi.com</a> Contact Person: Mr. Ravinder Dua

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

**Activity Schedule**

Activity	Day & date
Exit Period Opens	Wednesday, June 4, 2014
Exit Period Closes	Wednesday, June 3, 2015

Dear Shareholder,

**This is an invitation to tender your Equity Shares (as hereinafter defined) of EICL Limited to the DBH International Private Limited (“DBH” / “Acquirer” / “Promoter”) at the Exit Price (as hereinafter defined) of Rs. 48/- per equity share, subject to the terms and conditions mentioned below (“Exit Offer”).**

By way of a public announcement dated April 4, 2014, published on April 5, 2014 (“PA”) and pursuant to the Letter of Offer (“Bid Letter”) dated April 4, 2014, the Acquirer made an offer seeking to acquire up to 1,11,01,410 Equity Shares representing 22.08% of the paid-up equity share capital of the Company (“Offer Shares”) from the public shareholders of the Company (“Delisting Offer”) and consequently to delist the equity shares of the Company from the BSE Limited (“BSE”), and the Calcutta Stock Exchange Limited (“CSE”) in accordance with the Delisting Regulations. The public shareholders of the Company were invited to submit bids pursuant to a Reverse Book Building (“RBB”) process made available through the electronic system of the BSE from April 21, 2014 to April 23, 2014 (“Bid Period”). Vide a public announcement dated April 30, 2014 and published on May 1, 2014 (“Post Offer PA”), the Acquirer announced that the Delisting Offer was successful in terms of Regulation 17 of the Delisting Regulations and announced an Exit Price of Rs. 48/- (Rupees Forty Eight only) per Offer Share (“Exit Price”).

Pursuant to the acquisition of the Offer Shares validly tendered by the public shareholders in the Delisting Offer, the Acquirer along with other promoter & promoter group currently holds 45,434,309 Equity Shares representing 90.37% of the fully paid up equity share capital of the Company.

Following the closure of the Delisting Offer and in accordance with the Delisting Regulations, the Company applied for the delisting of its equity shares from BSE and CSE on May 7, 2014.

BSE, vide its notice no. 20140522 dated May 22, 2014 has communicated that trading in the Equity Shares of the Company will be discontinued from trading with effect from May 28, 2014 and the Equity Shares of the Company will be delisted from BSE records with effect from June 4, 2014 (“Date of Delisting”). CSE, vide its letter no. CSE/LD/8615/2014 dated May 26, 2014 has communicated that the Equity Shares of the Company will be delisted with effect from May 28, 2014.

**DELISTING OF THE EQUITY SHARES OF THE COMPANY MEANS THAT THE EQUITY SHARES OF THE COMPANY CANNOT AND WILL NOT BE TRADED ON ANY STOCK EXCHANGES**

**In accordance with Regulation 21 of the Delisting Regulations, the Acquirer hereby provides a final exit opportunity to remaining public shareholders who have not tendered their shares in the Delisting Offer / whose tender of Offer Shares has been rejected in the Delisting Offer (“Residual Shareholders”), to participate in the Exit Offer process for a period of one year from the date of delisting. Residual Shareholders will be able to tender their equity shares in favour of the Acquirer at the Exit Price of Rs. 48 /- (Rupees Forty Eight only) per Equity Share, at any time from June 4, 2014 till June 3, 2015 (“Exit Period”), on the terms and subject to the conditions set out in this Exit Offer Letter.**

This Exit Offer Letter is dispatched to all Residual Shareholders of the Company, who are shareholders of the Company as on May 28, 2014.

## 1. DATES OF OPENING AND CLOSING OF EXIT PERIOD

- 1.1. Exit offer will commence on June 4, 2014 and closes on June 3, 2015.
- 1.2. The Residual Shareholders may tender their application to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. The Residual Shareholders are required to ensure that their Exit Offer Form( “Exit Form”), together with the necessary enclosures, is received by the Registrar to the Exit Offer during the Exit Period and on or before June 4, 2015.
- 1.3. Residual Shareholders may tender their Offer Shares (“Exit Bid”) during the Exit Offer Period by submitting the Exit Form to the Registrar to the Exit Offer (“Registrar”) at the address given below either through Hand delivery or by registered post/speed post/courier (their own risk and cost) clearly marking envelope EICL Limited –Exit Offer

RCMC Share Registry Private Limited;  
B 106, Sector 2,  
Noida - 201 301 ;Uttar Pradesh, India ;  
Tel. No.: +91 120 4015 880 ;Fax No.: +91 120 2444 346;  
Email ID: sectshares@rcmcdelhi.com ;  
Contact Person: Mr. Ravinder Dua

Note: Hand Delivery – Monday to Friday (except public holidays) 10.00 am to 1.00 pm and 2.00 pm to 4.30 pm

## 2. PROCEDURE FOR TENDERING SHARES UNDER THE EXIT OFFER

- 2.1. In order for Exit Form to be valid, the Residual Shareholders, who hold Equity Shares in dematerialized form should transfer their Offer Shares from their respective depository accounts to the Special Depository Account details of which are as follows

<b>Account Name</b>	<b>Emkay EICL Delisting Escrow account</b>
<b>Depository participant</b>	<b>Emkay Global Financial Services Limited</b>
<b>DP ID</b>	<b>12023000</b>
<b>Client ID</b>	<b>01095651</b>
<b>Depository</b>	<b>CDSL</b>
<b>ISIN</b>	<b>INE267F01024</b>

- 2.2. A photocopy of the delivery instructions or counterfoil of the delivery instructions submitted to the depository participant of the Public Shareholder’s depository account and duly acknowledged by such depository participant crediting Public Shareholder’s Equity Shares to the aforesaid Special Depository Account should be attached to the Exit Form.
- 2.3. All transfers should be in OFF MARKET MODE.
- 2.4. Residual Shareholders who hold their Offer Shares through NSDL will have to execute an inter-depository delivery instruction for the purpose of crediting their Offer Shares in favour of the Special Depository Account.
- 2.5. It is the responsibility of the Residual Shareholders to ensure that their Shares are credited to the Special Depository Account.

- 2.6. **In order for Exit Form to be valid, Residual Shareholders who hold Offer Shares in physical form, must submit the Bid Form along with the duly executed share transfer deed(s) and original share certificate(s) either by hand delivery or by registered post or by Courier (at own cost and risk) such that these are received by the Registrar on or before June 3, 2015.**
- 2.7. The Registrar to the Exit Offer will hold in trust the share certificate(s) and the share transfer deed until the dispatch of the consideration payable or the unaccepted share certificates has/ have been dispatched to the Residual Shareholder concerned
- 2.8. **In case of Residual Shareholders resident in India, even in the event of non-receipt of the duly completed Exit Form, but receipt of original share certificate(s) and duly signed valid share transfer deed, the Exit Offer would be deemed to have been accepted by the resident Residual Shareholders. Similarly in case of non-receipt of documents, but receipt of the Shares in the Special Depository Escrow Account, Promoter may deem the Exit Offer to have been accepted by the Residual Shareholders.**
- 2.9. It shall be the responsibility of the Residual 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 Promoter shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Exit Form, wherever applicable.
- 2.10. The Offer Shares to be acquired under this Delisting Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto.
- 2.11. In the event that some Residual Shareholders do not receive, or misplace, their Exit Offer Letter, they may obtain a copy of the same by writing to RCMC Share Registry Pvt. Ltd (the "Registrar to the Exit Offer"), clearly marking the envelopes "EICL Limited Exit Offer". Alternatively, such Public Shareholders may also download the same from the website of the Company or Registrar at [www.eicl.in](http://www.eicl.in) and [ww.rcmcdelhi.com](http://ww.rcmcdelhi.com) respectively

### **3. PAYMENT OF CONSIDERATION**

- 3.1. Subject to any regulatory approvals as may be required, the Acquirer intends to make payments on a monthly basis, within 10 working days of the end of the relevant calendar month in which the shares have been validly tendered ("Monthly Payment Cycle"). The first Monthly Payment Cycle shall commence from the end of June 30, 2014. In respect of shares validly tendered in June 2015, payment shall be made within 10 working days from June 4, 2015.
- 3.2. 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 Promoter by way of crossed account payee cheque/demand draft/pay order/NECS/RTGS/NEFT/Direct Credit. All cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s), and will be dispatched to the relevant Residual Shareholders, at their own risk, by way of speed post/ registered post at the address registered with the Company. Shareholders to whom funds have been transferred through NECS/ RTGS/NEFT/Direct Credit shall be duly notified by way of a letter by the Registrar to the Exit Offer

- 3.3. The Manager to the Exit Offer shall instruct the Escrow Bank to make payment of consideration by way of crossed account payee cheque/demand draft/pay order/NECS/RTGS/NEFT/Direct Credit to the Residual Shareholders (as the case may be) who have validly tendered their shares in the Exit Offer.
- 3.4. Shares not accepted for any reason in case of physical shareholders, share certificate will be dispatched to the Shareholders by speed post / registered post, at the shareholders own risk. Shares not accepted for any reason in case of Electronic shareholders, shares held in dematerialised form 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 Exit Form.
- 3.5. Payment to Non Resident will be subject to withholding tax. Non resident Residual Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer reserves the right to apply the rates for tax withholding, as applicable at the time of payment to shareholders

#### **4. STATUTORY AND OTHER APPROVALS**

- 4.1. To the best of the Acquirer/ Promoter knowledge, no other statutory or regulatory approval is required to acquire the Equity Shares by the Acquirer.
- 4.2. It shall be the responsibility of the Residual Shareholders tendering in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Acquirer/ Promoters shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Exit Form, wherever applicable.

#### **5. TAX DEDUCTED AT SOURCE**

- 5.1 All the Residual Shareholders would be either classified as resident or non-resident, determined on the basis of criteria laid down in Section 6 of the Income Tax Act, 1961 ("IT Act"). Tax withholding for resident Residual Shareholders and non-resident Residual Shareholders are mentioned as under.
- 5.2 Withholding tax for Residual Shareholders being Tax Residents of India
  - a. No Tax will be deducted at source for Residual Shareholders who are tax residents of India. Resident Residual Shareholders must specify the details requested in the Exit Form, including but not limited to their Residential Status
- 5.3 Withholding tax for Residual Shareholders who are not Tax Residents of India;
  - a. As per the provisions of Section 195(1) of the IT Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including cess & surcharge as applicable). Since, the consideration payable under the Delisting Offer would be chargeable to capital gains under Section 45 of the IT Act, the Acquirer will need to deduct tax at source (including cess & surcharge as applicable) at the applicable tax rate on the entire consideration payable to the following categories of Public Shareholders, who are not tax residents of India as given below:

- i. Non-Resident Indians / Overseas Corporate Bodies / Non-Domestic Companies: Acquirer will deduct tax at source at the applicable rates (including applicable cess & surcharge) on the Exit Price as may be applicable on short-term capital gains or business profits or long-term capital gains, as the case may be.
  - ii. Foreign Institutional Investors ("FII"): Acquirer will not deduct tax at source on the Exit Price if the Equity Shares are held on investment / capital account in view of the provisions of Section 196D(2) of the IT Act read with the provisions of Section 115AD of the IT Act. Tax will be deducted at source at the applicable rates (plus cess & surcharge as applicable) on the Exit Price if the Equity Shares are held on trade account or if the FII fails to certify in the Exit form that the Equity Shares are held by it on investment / capital account.
- b. The rate of deduction of tax in the case of non-residents is dependent on several factors. Since the Acquirer does not have in-house information in respect of various non-resident Public Shareholders, such Residual Shareholders must specify the details requested in the Exit Form, including but not limited to the following information:
- i. Residential status of the Public Shareholder;
  - ii. Category to which the non-resident Public Shareholder belongs i.e., Non Resident Indian, Overseas Corporate Body, Non-domestic company, Foreign Institutional Investor, FII other than a company or any other non-resident;
  - iii. Date of acquisition of Equity Shares;
  - iv. Whether the Equity Shares are held on investment account or trading account;
  - v. Whether the shares qualify as long term capital asset or short term capital asset.
- c. Further, for the purpose of determining whether the capital gains are short-term or long-term, Acquirer shall take the following actions based on the information obtained from the Company
- i. In the case of Equity Shares held in physical form that are registered with the Company in the name of the Shareholder, the date of registration of the Shares with the Company shall be taken as the date of acquisition.
  - ii. In the case of Equity Shares held in a physical form and where the Shareholder is not the registered Shareholder, the capital gain shall be assumed to be short-term.
  - iii. In the case of dematerialized Shares, the date of credit of the Equity Shares to the Shareholders Demat Account shall be taken as the date of acquisition.
- 5.4 In case of the documents / information as requested in the Exit Form are not submitted to the Acquirer or the Acquirer considers the documents / information submitted to be ambiguous / incomplete / conflicting, the capital gain shall be assumed to be short-term and Acquirer reserves the right to withhold tax on the gross consideration at the applicable rate.
- 5.5 If the aforementioned categories of Shareholders require the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the Income Tax authorities under Section 195(3) or under section 197(1) of the IT Act, and submit it to the Acquirer while submitting the Exit Form. On failure to produce such certificate from the Income Tax authorities, the Acquirer will deduct tax as aforesaid on the entire consideration, and a certificate in the prescribed form shall be issued to that effect.

- 5.6 The TDS provisions summarized above are applicable only to those Residual Shareholders who have obtained Permanent Account Number ("PAN") under the IT Act and furnished the same in the Exit Form. A self-attested copy of the PAN card / PAN allotment number is also required to be attached as evidence.
- 5.7 If PAN is not mentioned in the Exit Form or a self attested copy of PAN card / PAN allotment letter is not attached, in view of Section 206AA of the IT Act, the Acquirer will arrange to deduct tax at the rate of 20% or the rate as may be applicable to the category of the shareholder under the IT Act, whichever is higher.
- 5.8 Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Delisting Offer do not accept any responsibility for the accuracy or otherwise of such advice. Further, the tax laws as mentioned above are based on the prevailing provisions of the IT Act and may undergo change in view of any amendment, if any made in the IT Act. The Acquirer reserves the right to apply the rates for tax withholding, as applicable at the time of payment to shareholders.

## **6. COMPLIANCE OFFICER**

The Compliance Officer of the Company is Mr. P.S.Saini (General Manager (Corp. Legal) & Company Secretary); Phone: +91 124 2803379; Fax: +91 124 2803372.

In case the Residual Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or Exit Offer procedure, they may address the same to the Registrar to the Exit Offer or the Manager to the Exit Offer.

## **7. MANAGER TO THE EXIT OFFER**

The Acquirer has appointed Emkay Global Financial Services Limited a SEBI Registered Merchant Banker as the Manager to the Offer.

The Details of Manager to the Exit Offer:

Emkay Global Financial Services Limited  
The Ruby, 7th Floor,  
Senapati Bapat Marg,;  
Dadar (West), Mumbai – 400 028;  
Tel: +91 22 66121212; Fax: +91 22 66121299;  
Contact Person: Mr. Rajesh Ranjan;  
Email: [eicl.delisting@emkayglobal.com](mailto:eicl.delisting@emkayglobal.com)

## **8. REGISTRAR TO THE EXIT OFFER**

The Acquirer has appointed RCMC Share Registry Private Limited as the Registrar to the Offer. The Details of Registrar to the offer:

RCMC Share Registry Private Limited  
B 106, Sector 2,  
Noida - 201 301  
Uttar Pradesh,  
Tel. No.: +91 120 4015 880; Fax No.: +91 120 2444 346;  
Email ID: [sectshares@rcmcdelhi.com](mailto:sectshares@rcmcdelhi.com)  
Contact Person: Mr. Ravinder Dua

## **9. GENERAL DISCLAIMER**

Every person 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 Delisting Offer, the Registrar to the Delisting 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 in accordance with the Delisting Regulations.

**By order of the board**

**Signed for and on behalf of DBH International Private Limited**

**Sd/-  
Praveen Sachdev  
Director**

**Sd/-  
S.K.Jain  
Director**

**Date: May 28, 2014**

**Place: New Delhi**



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Please read this document along with the Public Announcement dated April 4, 2014 ("Public Announcement" / "PA") and the Letter of Offer dated April 4, 2014 ("Letter of Offer" / "LOF") issued by DBH International Private Limited ("DBH" / "Acquirer" / "Promoter"), and Exit Offer Letter Dated May 28, 2014 (Exit Offer Letter) since the terms and conditions of the PA, the LOF and the Exit Offer Letter are deemed to have been incorporated in and form part of this document. Unless the context otherwise requires, capitalized expressions in this Exit offer Form ("Exit Form") have the same meaning as defined in the PA, the LOF and Exit Offer Letter offer.

**EXIT OFFER FORM**

**In respect of Equity Shares face value ₹ 2 each of**

**EICL LIMITED**

**pursuant to the Exit Offer by DBH International Private Limited**

<b>Exit Period Opens</b>	<b>Exit Period Closes</b>	<b>Exit Price Per Equity Share</b>
June 4, 2014	June 3, 2015	₹ 48/-

**Residual Shareholders should ensure that their Exit Offer Form together with necessary enclosures is delivered by hand or sent by registered post/speed post/courier (at the Residual Shareholders sole cost and risk) to the Registrar at following address**

RCMC Share Registry Private Limited;  
B 106, Sector 2,  
Noida - 201 301 ;Uttar Pradesh, India ;  
Tel. No.: +91 120 4015 880 ;Fax No.: +91 120 2444 346;  
Email ID: sectshares@rcmcdelhi.com ;  
Contact Person: Mr. Ravinder Dua

**Dear Sir(s),**

**Re: Exit Offer for Residual Shareholders of EICL Limited ("Company").**

1. I/We, having read and understood the terms and conditions set out below, in the PA, in the LOF and Exit Offer Letter, hereby tender my/our Shares in response to the Exit Offer.
2. I/We hereby undertake the responsibility for the Exit Offer Form and the Shares tendered under the Exit Offer and I/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 all requisite documents, by the Registrar to the Exit Offer or delay/failure in credit of Shares to the Special Depository Account within due time, due to inaccurate /incomplete particulars /instructions or any reason whatsoever.
3. I/We understand that this Exit Offer is in accordance with the Delisting Regulations and all other applicable laws.
4. I/We hereby confirm that I have not sold or part/dealt with in any manner with the Shares tendered under the Exit Offer and these Shares are free from any lien, equitable interest, charges & encumbrances, whatsoever.
5. 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 the Exit Offer.
6. If I/we am/are a Non-Resident Shareholder(s), I/we have enclosed a copy of the original permission which I/we received from the RBI and the additional consents and confirmations as referred to in the Exit Offer Letter
7. If I/we am/are a Non-Resident Indian(s), Overseas Corporate Body(ies) /Non-domestic company(ies) or a Foreign Institutional Investor(s) or a non-resident shareholder(s), tax will be deducted at source in accordance with the Exit Offer Letter.
8. If I/we am/are a Shareholder(s) who is a resident in, or a citizen of, a jurisdiction outside India, I/we have fully observed all applicable legal requirements and that an invitation to tender my/our Shares may be made to and accepted by me/us under the laws of the relevant jurisdiction.
9. I/We authorize the Acquirer, Manager to the Offer and Registrar to the Offer to send the payment of consideration, at my/our risk, at the address registered with the Company.
10. I/We agree that upon acceptance of the Shares by the Acquirer, tendered by me/us under the Exit Offer, I/we would cease to enjoy all right, title, claim and interest whatsoever, in respect of such Shares of the Company.
11. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of the Exit Offer and agree to abide by the decisions taken in accordance with the applicable Rules and Regulations.
12. I/We are not a promoter(s) of the Company or a person acting in concert with any of the promoters of the Company.
13. I/We have participated in this Exit Offer pursuant to independent enquiry, investigation and analysis.
14. I/We acknowledge and confirm that all the particulars/statements given are true and correct.

1A. Shareholders Details (Please use BLOCK LETTER)											
Please fill the details of holder(s) the same order as appearing in the share certificate(s)/demat account											
Holders	Full Name					PAN					
First/ Sole Holder											
Joint Holder 2											
Joint Holder 3											
Full address of First/ sole holder :											
PIN											
Telephone/Mobile					Email id						
1B. Type of Investors Please tick (✓) the box to the right of the appropriate category											
Individual(s)		HUF		FII							
Bodies Corporate		NRI		Bank & FI's							
Indian Mutual Fund		Insurance Companies		Others (please Specify)							
2A. FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM											
I/We, holding Shares in demat form hereby tender to the Acquirer in this Exit Offer at the Exit Price of ₹ 48 (Rupees Forty Eight), the number of Offer Shares, specified below:											
In Figures											
In word											
I/we enclose a photocopy of the delivery instructions / pledge instruction to the Special Depository Account duly acknowledged by my/ our Depository Participant in respect of my/our Shares as detailed below:											
Depository Participant											
Name of Beneficiary											
DP ID No.					Client ID No.						
No. of Equity Shares tendered											
Date of execution of DIS					Depository:(Please tick (✓))	CDSL			NSDL		
Details Of Special Depository Account											
Special Depository Account Name	Emkay EICL Delisting Escrow account										
Depository Participant	Emkay Global Financial Services Limited										
DP ID No	12023000	Client ID No.	01095651	Depository	CDSL						
Public Shareholders having their beneficiary account with NSDL have to execute inter depository delivery instructions for the purpose of crediting their Offer Shares in favour of Special Depository Account Before submitting the Exit Form, please ensure that your equity shares are credited into <b>Emkay EICL Delisting Escrow Account in off Market Mode</b>											
2B. FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM											
I/We, holding Shares in Physical form hereby tender to the Acquirer in this Exit offer at the Exit Price of ₹ 48 (Rupees Forty Eight), the number of Offer Shares, specified below:											
In Figures											
In word											
I/We enclose the original Share certificate(s) and duly signed transfer deed(s) in respect of my/our Shares held as detailed below:											
Folio No.	Share Certificate(s) No.	Distinctive Nos.				Number of Shares					
		From	To								
If the space provided is inadequate, please attach additional paper and authenticate the same							Total				
4. BANK ACCOUNT DETAILS											
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 Offer Shares tendered under this Exit Form, please fill the following details of the First /sole shareholder's bank account and any consideration payable will be paid by issuing an instrument or electronic transfer carrying the details of the bank account so provided. Any consideration payable to Shareholders holding shares in dematerialised form will be sent to the first/sole shareholder based on bank account details obtained from the Depositories' database, wherever possible.											
Name of the first/sole holder's bank											
Branch Address											
City & Pin Code of Branch											
Bank Account No											
Savings/ Current/ Others (Please specify)											
MICR Code											
IFSC											
If you do not fill in the Bank details, any consideration payable will be sent in favour of the sole/first holder at the address provided in clause 1A above. Please note that for fund transfer in electronic mode, the transfer would be done solely at your risk based on the data provided above by you.											

I/we hereby make an offer to tender the number of equity shares set out or deemed to be set out in Box 2A/2B at the Exit Price of ₹ 48 (Rupees Forty Eight only) in accordance with, and on and subject to the terms and condition herein, Exit Offer Letter, the LOF and the PA

Signature#			
	Sole / First Holder	Second Holder	Third Holder

# In case of joint holdings, all holders must sign. In case of bodies corporate a stamp of the Company should be affixed and necessary board resolution authorizing the submission of this Exit Form should be attached

**Tax certification for Non-Resident Shareholders only:** Please refer to the Exit Offer Letter for details regarding tax to be deducted at source. Public Shareholders are also advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take.

I/We certify that the Offer Shares are held: (Please tick (✓))

On investment/capital account		On trade account/to be taxed as business profits	
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I/We certify that the tax deduction on the Offer Shares is to be deducted on account of: (Please tick (✓))

Short Term Capital Gains		Long Term Capital Gains		Business Profits	
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I/We certify that: (Please tick (✓))

I/We have not opted out of Chapter XII-A of the IT Act.	
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I/We have opted out of Chapter XII-A of the IT Act	
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### CHECKLIST

(Please Tick (✓) the box to the right of the appropriate category)

Physical Shareholders			Dematerialized Shareholders		
1	Exit Form		1	Exit Form	
2	Original share certificate(s) of EICL Limited		2	Copy of acknowledged Delivery instruction slip	
3	Valid share transfer deed(s).		3	Inter depository delivery instruction, in case of Offer Shares being held through NSDL	
	Other Documents			Other Documents	

-----ACKNOWLEDGEMENT SLIP -----

### EXIT Offer by DBH International Private Limited for the Residual Shareholders EICL Limited

Reference number \_\_\_\_\_

Received but not verified from \_\_\_\_\_ a Exit Form offering \_\_\_\_\_ Equity

Shares of EICL Limited at Exit Price of ₹ 48 (Rupees Forty Eight) per Equity Shares to the Acquirer together with

Transfer Deed and share certificate(s) with no.		Copy of DIS for account	
		DP ID	Client ID

Received on \_\_\_\_\_

Signature of official \_\_\_\_\_

**Note:**

1. All documents/remittances sent by/to the Public Shareholders will be at its/their risk and the Public Shareholders are advised to adequately safeguard its/their interests in this regard.
2. The number of Offer Shares tendered under the Delisting Offer should match with the number of Offer Shares specified in the share certificate(s) enclosed or Offer Shares credited in the Special Depository Account under the respective client ID number.
3. The consideration shall be paid in the name of sole/first holder.
4. **Under no circumstances should the Exit Form be dispatched to the Acquirer or the Company, or to the Manager to the Delisting Offer.**
5. It is the sole responsibility of Residual Shareholders to ensure that their Offer Shares are credited to the Special Depository Account
6. In case, the sole/any joint holder died but the share certificates are still in the name of deceased person(s), please enclose the requisite documents i.e. copies of death certificate/will/probate /succession corticated and other papers as applicator.
7. For submitting the Exit Form by post/courier: you may submit your Exit Form by registered post/speed post/courier (at your own risk and cost) clearly marking the envelope "**EICL Limited Exit Offer**", so as to ensure that the Exit Form along with relevant documents is delivered to the Registrar at the following address: RCMC Share Registry Private Limited ;B 106, Sector 2, Noida - 201 301 ;Uttar Pradesh, India ;Tel. No.: +91 120 4015 880 ;Fax No.: +91 120 2444 346;Email ID: sectshares@rcmcdelhi.com ;Contact Person: Mr. Ravinder Dua so as to reach before Exit Period Closes.
8. For submitting the Exit Form by hand delivery: Please submit this Exit Form together with other necessary documents by hand delivery to the Registrar during Exit Period between 10.00 am to 1.00 pm and 2.00 pm to 4.30 pm Monday to Friday (except public holidays)

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All future correspondence should be addressed to the Registrar to the offer :

RCMC Share Registry Private Limited ;

B 106, Sector 2,

Noida - 201 301 ;

Uttar Pradesh, India ;

Tel. No.: +91 120 4015 880 ;

Fax No.: +91 120 2444 346;

Email ID: sectshares@rcmcdelhi.com ;

Contact Person: Mr. Ravinder Dua