

MODERN INDIA LTD.



**MODERN<sup>®</sup> INDIA**  
E N T E R P R I S E

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**Date:** June 9, 2021

**BSE Limited**

Listing Department

Phiroze Jeejeebhoy Towers, Dalal Street

Mumbai - 400 001

Sir/Madam,

**Ref.: Modern India Limited (the "Company") (SCRIP Code No. 503015)**

**Subject: Post Delisting Exit Offer Letter along with Exit Application Form & SH-4**

Please find attached herewith the Post Delisting Exit Offer Letter along with the Exit Application and SH 4 for your record and reference.

Thanking you & assuring you of our best co-operation at all times.

Yours sincerely,

For **Modern India Limited**

\_\_\_\_\_  
Parind Badshah

Vice-President and Company Secretary

FCS:5414

Address: 1, Mittal Chambers, 228, Nariman Point, Mumbai-400021

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

This post delisting exit offer letter (“**Post Delisting Exit Offer Letter**”) is being sent to you as a Residual Public Shareholder (as defined below) of Modern India Limited (the “**Company**”) in respect of the delisting of Equity Shares (as defined below) from BSE Limited (“**BSE**”) in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended for the time being in force (“**Delisting Regulations**”). In case you have recently sold your Equity Shares, please hand over this Post Delisting Exit Offer Letter and the accompanying documents to the member of the stock exchange through whom the sale was effected or the person to whom you sold your equity shares, as the case may be.

**POST DELISTING EXIT OFFER LETTER**

To the Residual Public Shareholders of



**MODERN INDIA LIMITED**

**Corporate Identification Number (CIN) - L17120MH1933PLC002031**

**Registered Office:** 1, Mittal Chambers, 228, Nariman Point, Mumbai 400 021

**Tel.:**+91 (22) 6744 4200; **Fax:**+91 (22) 6744 4300

**Email:** info@modernindia.co.in; **Website:** www.modernindia.co.in;

**FROM**

Shree Rani Sati Investment & Finance Private Limited, Sarat Leasing & Finance Private Limited and F. Pudumjee Investment Company Private Limited

(collectively to be referred as “**Promoters/ Acquirers**”)

inviting you to tender your fully paid-up equity shares of ₹ 2/- each held by you in Modern India Limited (“**Equity Shares**”) in accordance with Regulation 21 the Delisting Regulations at the Exit Price (as mentioned below).

**Exit Price: ₹ 46.50 per Equity Share of face value of ₹ 2/- each.**

**NOTE: THE EQUITY SHARES OF THE COMPANY WILL BE DELISTED FROM BSE LIMITED (“BSE”) WITH EFFECT FROM JUNE 14, 2021.**

**If you wish to tender your Equity Shares to the Promoters/ Acquirers, you should:**

- read this Post Delisting Exit Offer Letter and the instructions herein.
- complete and sign the accompanying exit application form (“**Exit Application Form**”) in accordance with the instructions contained therein and in this Post Delisting Exit Offer Letter.
- ensure that you have credited your Equity Shares to the specified special depository account, the details of which are set out in paragraph (1)(b) of this Post Delisting Exit Offer Letter.

**THE ENCLOSED EXIT APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE OFFER ONLY BY HAND DELIVERY OR REGISTERED POST/SPEED POST OR COURIER (AT YOUR OWN RISK AND COST) ALONG WITH ALL APPLICABLE DOCUMENTS IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET OUT IN THIS POST DELISTING EXIT OFFER LETTER.**

**UNDER NO CIRCUMSTANCES THE EXIT APPLICATION FORM SHOULD BE DISPATCHED TO THE PROMOTERS/ ACQUIRERS OR THE COMPANY OR THE MANAGER TO THE OFFER.**

**MANAGER TO THE OFFER**

**KEYNOTE**

**KEYNOTE FINANCIAL SERVICES LIMITED**

(formerly Keynote Corporate Services Limited)

The Ruby, 9th Floor, Senapati Bapat Marg

Dadar (W), Mumbai – 400 028

**Tel.:** +91-22-6826 6000-3, **Fax:** +91-22-6826 6088

**E-mail:** [mbd@keynoteindia.net](mailto:mbd@keynoteindia.net)

**Website:** [www.keynoteindia.net](http://www.keynoteindia.net)

**SEBI Registration No.:** INM000003606

**Contact Person:** Mr. Shashank Pisat

**REGISTRAR TO THE OFFER**



**Satellite Corporate Services Private Limited**

A/106-107, Dattani Plaza, East West Indl. Compound,  
Andheri Kurla Road, Safed Pool, Sakinaka, Mumbai-400072

**Tel.:** 022-28520461/462

**E-mail:** [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

**Website:** [www.satellitecorporate.com](http://www.satellitecorporate.com)

**SEBI Registration No.:** INR000003639

**Contact Person:** Mr. Michael Monteiro

**EXIT PRICE**

**₹ 46.50 per Equity Share**

**POST DELISTING EXIT PERIOD OPENING DATE**

**Monday, June 14, 2021**

**POST DELISTING EXIT PERIOD CLOSING DATE**

**Monday, June 13, 2022**

Dear Shareholder(s),

**This is an invitation to tender your Equity Shares to the Promoters/ Acquirers at the Exit Price of ₹ 46.50 per equity share, subject to details and the terms and conditions provided below (“Exit Offer”).**

The Promoters/ Acquirers vide a public announcement dated April 12, 2021 published on April 13, 2021 (“**Public Announcement**”) and Offer Letter dated April 12, 2021 (“**Offer Letter**”), made an offer seeking to acquire up to 93,85,688 Equity Shares representing 25.00% of the fully paid-up equity share capital of the Company (“**Offer Shares**”) from the public shareholders of the Company (“**Public Shareholders**”) (“**Delisting Offer**”) and consequently seeking to delist the Equity Shares from the BSE, being the only stock exchange where the Equity Shares were listed, in accordance with the Delisting Regulations.

The Public Shareholders were invited to submit bids pursuant to a Reverse Book Building (“**RBB**”) process made available through the Acquisition Window Facility of BSE from April 26, 2021 to April 30, 2021 (“**Bid Period**”), in accordance with the Delisting Regulations.

The Promoters/ Acquirers vide Post Offer Public Announcement published on Tuesday, May 04, 2021 (“**Post Offer Public Announcement**”) announced that the Delisting Offer was successful in terms of Regulation 17 of the Delisting Regulations and announced the Exit Price of ₹ 46.50 per Offer Share. All the Public Shareholders who tendered their Offer Shares at the Exit Price through valid bids were paid the consideration at the Exit Price.

Following the closure of the Delisting Offer and in accordance with Regulation 8(5) of the Delisting Regulations, the Company had applied to BSE on **May 11, 2021** seeking final delisting approval of its Equity Shares. The BSE vide its notice number 20210531-52 dated May 31, 2021, had communicated that **trading in the Equity Shares of the Company (Scrip Code: 503015) will be discontinued with effect from Monday, June 07, 2021 and will be delisted from Exchange records with effect from Monday, June 14, 2021.**

Thus, the date of delisting of the Equity Shares from the BSE is **Monday, June 14, 2021 (“Date of Delisting”)**. Delisting means that the Equity Shares cannot and will not be traded on the stock exchange and a liquid market for trading of the Equity Shares will no longer be available.

After acquisition of the validly tendered Offer Shares by the Public Shareholders pursuant to the aforesaid Delisting Offer, the equity shareholding of the Promoters/ Acquirers, as on date of this Post Delisting Exit Offer Letter is 90.63% of the fully paid up equity share capital of the Company. On Wednesday, June 02, 2021, 2021, the Promoters/ Acquirers published a post delisting public announcement (“**Post Delisting Public Announcement**”), stating the successful delisting of Equity Shares from BSE and also informing the Residual Public Shareholders (hereinafter defined) of the terms and conditions of this Exit Offer.

In accordance with Regulation 21 of the Delisting Regulations, the Promoters/ Acquirers are hereby providing an exit opportunity to the remaining public shareholders of the Company who did not or were not able to participate in the RBB process, or who tendered their Equity Shares in the RBB process above the Exit Price and are currently holding Equity Shares in the Company (“**Residual Public Shareholders**”), to tender their Equity Shares for a period of one year from the Date of Delisting. Residual Public Shareholders can tender their Equity Shares to the Promoters/ Acquirers at the Exit Price of ₹ 46.50 per Equity Share at any time from Monday, June 14, 2021 till Monday, June 13, 2022 (the “**Exit Offer Period**”), on the terms and subject to the conditions set out in this Post Delisting Exit Offer Letter. This Post Delisting Exit Offer Letter shall be dispatched to all the Residual Public Shareholders of the Company, whose names appear in the records of register of the Company and to the owners of Equity Shares whose names appear as beneficiaries on the records of the respective depositories (as the case may be) as on Friday, May 28, 2021.

**PROCEDURE FOR TENDERING YOUR EQUITY SHARES UNDER THE EXIT OFFER**

Please contact **Satellite Corporate Services Private Limited** (“**Registrar to the Offer**”) at the contact details given on the front page of this Post Delisting Exit Offer Letter, if you require any clarification regarding the procedure for tendering your Equity Shares.

**1) Procedure for Residual Public Shareholders holding Equity Shares in DEMAT FORM:**

(a) The Residual Public Shareholders holding Equity Shares in dematerialized form, who are desirous of tendering their Equity Shares in the Exit Offer must submit (i) the enclosed Exit Application Form duly filled and signed, and (ii) a counterfoil / photocopy of their depository participant instruction/ inter depository instruction evidencing transfer of dematerialized Equity Shares to the Special Depository Account, as detailed in paragraph (1) (b) below, by hand delivery or by registered post/ speed post or courier (at their own risk and cost) with the envelope marked “MODERN INDIA LIMITED – EXIT OFFER” so as to reach the Registrar to the Offer on or before Monday, June 13, 2022. (i.e. the last day of the Exit Offer Period).

(b) The Residual Public Shareholders desirous of tendering their equity shares in the Exit Offer must transfer their dematerialized Equity Shares from their respective depository account, **in off-market mode**, to the Special Depository Account with the Central Depository Services of India Limited (“**CDSL**”) opened with Keynote Capitals Limited, details of which are as follows:

|                                                            |                                                                                                      |
|------------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| <b>Depository</b>                                          | CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED                                                          |
| <b>Special Depository Account Name</b>                     | MODERN INDIA LIMITED-DELISTING OFFER ESCROW ACCOUNT-OPERATED BY SATELLITE CORPORATE SERVICES PVT LTD |
| <b>Name of the Depository Participant</b>                  | KEYNOTE CAPITALS LIMITED                                                                             |
| <b>Depository Participant (“DP”) Identification Number</b> | 12024300                                                                                             |
| <b>Client Identification Number</b>                        | 00083619                                                                                             |

(c) Residual public Shareholders having their beneficiary account in National Securities Depository Limited shall use the Inter-Depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with CDSL.

(d) **All transfers should be in off-market mode.** A photocopy of the delivery instructions or counterfoil of the delivery instructions submitted to the depository participant of the Residual Public Shareholder’s depository account and duly acknowledged by such depository participant crediting the Residual Public Shareholder’s Equity Shares to the Special Depository Account, should be attached to the Exit Application Form.

(e) In case your depository participant offers the facility of online transfer of shares, then instead of the photocopy of the acknowledged delivery instruction slip you may attach a printout of the computer-generated confirmation of transfer of shares.

(f) **It is the sole responsibility of the Residual Public Shareholders to ensure that their Equity Shares are credited to the Special Depository Account in the manner as mentioned above and their application is delivered or reach the Registrar to the Offer on or before the expiry of the Exit Offer Period.**

(g) The Equity Shares will be held in the Special Depository Account until the consideration payable has been dispatched to the Residual Public Shareholders or the unaccepted shares are credited back to the Residual Public Shareholder’s depository account.

(h) The ISIN for the Equity Shares of the Company is **INE251D01023**.

(i) In case of non-receipt of relevant documents, but receipt of the Equity Shares held by any Residual Public Shareholders resident in India in the Special Depository Account, the Promoters/ Acquirers may deem the Exit Offer to have been accepted by such Residual Public Shareholders resident in India.

- (j) In case that you are not a resident of India, please submit along with your Exit Application Form all documents as specified in paragraph 6 (**INFORMATION TO NON-RESIDENT RESIDUAL PUBLIC SHAREHOLDERS**) of this Post Delisting Exit Offer Letter.

**2) Procedure for Residual Public Shareholders holding Equity Shares in Physical Form:**

SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 clarified that, shareholders holding securities in physical form are allowed to tender shares in open offers, buy-backs through tender offer route and exit offers in case of voluntary or compulsory delisting. However, such tendering shall be as per the provisions of respective regulations.

- i. The Residual Public Shareholders holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Exit Offer must submit the documents as specified in para 6 and 9(b) as applicable of this Exit Letter of Offer, by hand delivery or registered post or speed post or courier (at their own risk and cost) with the envelope marked "MODERN INDIA LIMITED – EXIT OFFER" so as to reach the Registrar to the Exit Offer on or before Monday, June 13, 2022 (i.e., the last day of the Exit Offer Period).
  - ii. If the Registrar to the Exit Offer does not receive the documents referred to above but receives the original share certificate(s), bank account details for transferring funds, valid share transfer form(s), copy of PAN card and valid address proof then, in case of resident Residual Public Shareholder the Acquirers may deem the Exit Offer to have been accepted by such resident Residual Public Shareholders.
  - iii. The Registrar to the Exit Offer will hold in trust the share certificate(s) and the share transfer form(s) until the consideration payable has been paid to the respective Residual Public Shareholder or the unaccepted share certificate(s) has/have been dispatched to the Residual Public Shareholder.
- 3) It shall be the responsibility of the Residual Public Shareholders tendering their Equity Shares in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering such shares in the Exit Offer, and the Promoters/Acquirers or the Company or the Registrar to the Exit Offer or the Manager to the Exit Offer shall take no responsibility for the same. The Residual Public Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable. The Residual Public Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares failing which the Exit Application Forms may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to such Residual Public Shareholders. On receipt of the Equity Shares in the Special Depository Account or physical share certificate(s) along with share transfer form(s), copy of PAN and valid address proof, the Promoters/Acquirers shall assume that the Residual Public Shareholders have submitted their Exit Application Forms only after obtaining applicable approvals, if any. The Promoters/Acquirers reserves the right to reject those Exit Application Forms which are submitted without attaching a copy of such required approvals.
- 4) The Equity Shares to be acquired under this Exit Offer are to be acquired free from all liens, lock-ins, charges and encumbrances and together with all rights attached thereto. Equity Shares that are subject to any charge, lock-ins, lien or encumbrance are liable to be rejected.
- 5) The Residual Public Shareholders may tender their Equity Shares to the Registrar to the Offer at any time during the Exit Offer Period. Residual Public Shareholders should ensure that their Exit Application Form together with necessary enclosures is received by the Registrar to the Offer on or before the last day of the Exit Offer Period. **Further note that the hand delivery shall be accepted from Monday to Friday, 10AM to 5PM, except on public holidays.**
- 6) In case of registered Residual Public Shareholders resident in India, even in the event of non-receipt of the duly completed Exit Application Form, but receipt of original share certificate(s) and duly signed valid Transfer Deed, the Exit Offer would be deemed to have been accepted by such Residual Public Shareholders
- 7) In the event some Residual Public Shareholders do not receive or misplace their Post Delisting Exit Offer Letter, they may obtain a copy of same by writing to the Registrar to the Offer clearly marking the envelope '**MODERN INDIA LIMITED - EXIT OFFER**'. Alternatively, Residual Public Shareholders may obtain a soft copy of this Post Delisting Exit Offer Letter from the website of the Company, Manager to the Exit Offer and Registrar to the Exit Offer at [www.modernindia.co.in](http://www.modernindia.co.in), [www.keynoteindia.net](http://www.keynoteindia.net) and [www.satellitecorporate.com](http://www.satellitecorporate.com) respectively.

**8) RESIDENT RESIDUAL PUBLIC SHAREHOLDERS ARE REQUESTED TO SUBMIT THE BELOW MENTIONED DOCUMENTS, AS APPLICABLE, ALONG WITH THE EXIT APPLICATION FORM:**

| Category                            | Procedure/ Documents to be submitted                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                             |
|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                     | Physical                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Demat                                                                                                                                                                                       |
| Individual / HUF                    | 1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholder(s) whose names appear on the share certificate(s).                                                                                                                                                                                                                                                                                                                                          | 1. Exit Application Form duly filled and signed by the registered shareholder(s).                                                                                                           |
|                                     | 2. Original Share Certificate(s)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 2. The duly executed/acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares). |
|                                     | 3. Valid share transfer form(s) duly signed as transferor(s) by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Registrar to the Exit Offer and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof. Note: In order to avoid rejection (thumb impression, signature difference, etc.), it is recommended to get it attested, by a magistrate/ notary public/ bank manager under their official seal. | -                                                                                                                                                                                           |
| Corporate                           | 1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by an authorized signatory who is duly authorized by the board resolution                                                                                                                                                                                                                                                                                                                                      | 1. Exit Application Form duly filled and signed by an authorized signatory who is duly authorized by the board resolution along with a certified copy thereof.                              |
|                                     | 2. Original share certificate(s).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 2. The duly executed/acknowledged copy of the delivery instruction slip/ a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares).  |
|                                     | 3. Valid share transfer form(s) duly signed as Transferor (s) by an authorized signatory under their official seal and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof.                                                                                                                                                                                                                                                                                                       | -                                                                                                                                                                                           |
|                                     | 4. True copy of the board resolution certified by a director or a company secretary of the company providing the authority to the signatory to deal with sale of equity share(s).                                                                                                                                                                                                                                                                                                                                            | -                                                                                                                                                                                           |
| Power of Attorney ("POA") holder(s) | 1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by the POA holder(s).                                                                                                                                                                                                                                                                                                                                                                                          | 1. Exit Application Form duly filled and signed by the POA holder(s) along with a copy of the POA.                                                                                          |
|                                     | 2. Original share certificate(s).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 2. The duly executed/acknowledged copy of the delivery instruction slip/ a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares).  |
|                                     | 3. Valid share transfer form(s) duly signed as transferor(s) by the POA holder(s) in the same order and duly witnessed at the appropriate                                                                                                                                                                                                                                                                                                                                                                                    | 3. Shareholder should ensure that the POA is duly registered with their depository participant                                                                                              |

| Category  | Procedure/ Documents to be submitted                                                                                                                                                                   |                                                                                                                                                                                            |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|           | Physical                                                                                                                                                                                               | Demat                                                                                                                                                                                      |
|           | place(s) along with copy of PAN card and valid address proof.                                                                                                                                          |                                                                                                                                                                                            |
|           | 4. Attested copy of POA only if not registered with the Company or its registrar/transfer agent.<br>Note: It is recommended to attach a photocopy of the same.                                         | -                                                                                                                                                                                          |
| Custodian | 1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the Share certificate /POA holders.            | 1. Exit Application Form duly filled and signed by authorised signatory.                                                                                                                   |
|           | 2. Original share certificate(s).                                                                                                                                                                      | 2. The duly executed/acknowledged copy of the delivery instruction slip/ a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares). |
|           | 3. Valid share transfer form(s) duly signed as Transferor (s) by all POA holders in the same order and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof. | 3. Corporate Authorization / Board Resolution.                                                                                                                                             |
|           | 4. Attested copy of POA only if not registered with the Company or its registrar/transfer agent.<br>Note: It is recommended to attach a photocopy of the same.                                         | -                                                                                                                                                                                          |

**Note:** For Equity Shares held in physical mode by Equity Shareholders which are being tendered in this Exit Offer, copy of PAN of shareholder (including all joint shareholders) is mandatory for transfer of the said Equity Shares. In case of non-receipt of PAN from an Equity Shareholder intending to tender Equity Shares in physical mode in the Exit Offer prior to the expiry of the Exit Window, such Equity Shares would be liable for rejection.

## 9) INFORMATION TO NON-RESIDENT RESIDUAL PUBLIC SHAREHOLDERS

- (a) It shall be the responsibility of the Residual Public Shareholders who are non-resident Indians, persons resident outside India, OCBs, FPIs, etc. (“**Non-Resident Residual Public Shareholders**”) tendering their Equity Shares in the Exit Offer, to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Equity Shares held by them in the Exit Offer, and the Promoters/Acquirers shall take no responsibility for the same. Non-Resident Residual Public Shareholders may also choose to apply to the Reserve Bank of India (“**RBI**”) for requisite approval as may be required to tender their respective Equity Shares. The Non-Resident Residual Public Shareholder should attach a copy of such approval to the Exit Application Form, wherever applicable.
- (b) Non-Resident Residual Public Shareholders are requested to submit the below mentioned documents, as applicable, along with the Exit Application Form:

| Category                             | Procedure/ Documents to be submitted                                                                                                                                                                 |                                                                                                         |
|--------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
|                                      | Physical                                                                                                                                                                                             | Demat                                                                                                   |
| Non Resident Indian (“ <b>NRI</b> ”) | 1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholder(s) whose names appear on the share certificate(s) or POA holder(s). | 1. Exit Application Form duly filled and signed by the registered shareholder(s) or the POA holders(s). |

| Category                                                                                                                                                                                                                                                                         | Procedure/ Documents to be submitted                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                                  | Physical                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Demat                                                                                                                                                                                                                                                                                       |
|                                                                                                                                                                                                                                                                                  | 2. Original share certificate(s) along with Valid share transfer form(s) duly signed as transferor(s) by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Registrar to the Exit Offer and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof. Note: In order to avoid rejection (thumb impressions, signature difference, etc.), it is recommended to get it attested, by a magistrate/ notary public/bank manager under their official seal. | 2. The duly executed/acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares).                                                                                                 |
|                                                                                                                                                                                                                                                                                  | 3. Should enclose no objection certificate (“NOC”) and Tax Clearance Certificate (“TCC”) under Section 195(3) or Section 197 of the Income Tax Act, 1961 from the Income Tax Authority or alternatively a certificate from chartered accountant certifying if the Equity Shares are held on a long term or short term basis and cost of acquisition of Equity Shares for the purpose of determining capital gains tax.                                                                                                                                                |                                                                                                                                                                                                                                                                                             |
|                                                                                                                                                                                                                                                                                  | 4. Should enclose a copy of the permission received from the RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of the RBI, the Non- resident Shareholder 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.                                                                                                                                                              |                                                                                                                                                                                                                                                                                             |
|                                                                                                                                                                                                                                                                                  | 5. Tax Residence Certificate (“TRC”) provided by the Income Tax Authority of foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable.                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                             |
|                                                                                                                                                                                                                                                                                  | 6. The NRI shareholder may also provide a bank certificate certifying inward remittance to avail concessional rate of tax deducted at source for long term capital gains under section 115E of Income Tax Act, 1961.                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                             |
|                                                                                                                                                                                                                                                                                  | 7. Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card OR in case PAN number is not then the details and documents as required by Rule 37BC of the Income- tax Rules, 1962.                                                                                                                                                                                                                                                                                                                                                                        | 7. Copy of relevant pages of demat account if the Equity Shares have been held for more than twenty four months prior to the date of acceptance of Equity Shares under the Exit Offer along with broker invoice/contract note evidencing the date on which the Equity Shares were acquired. |
|                                                                                                                                                                                                                                                                                  | 8. Copy of POA, required only if not registered with the Company or Registrar/Transfer Agent.                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | -                                                                                                                                                                                                                                                                                           |
|                                                                                                                                                                                                                                                                                  | Non Resident Company/ Foreign Portfolio Investor (“FPI”) /Foreign Institutional Investors(FII) Overseas Corporate                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 1. The Exit Application Form duly completed and signed in accordance with the instructions contained therein, by an authorized signatory who is duly authorized by the board resolution                                                                                                     |
| 2. Original share certificate(s) along with Valid share transfer form(s) duly signed as Transferor(s) by an Authorized signatory under their official seal and duly witnessed at the appropriate place(s) along with self-attested copy of the PAN card and valid address proof. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 2. The duly executed/acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of shares (in case of online transfer of shares).                                                                                                 |
| 3. Certificate from a chartered accountant (along with broker invoice / contract note evidencing the date on which the shares were acquired) certifying that the shares have                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 3. Certificate from a chartered accountant (along with proof such as demat account statement) certifying that the shares have been held for more than twenty four months along with                                                                                                         |



| Category     | Procedure/ Documents to be submitted                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                 |
|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
|              | Physical                                                                                                                                                                                                                                                                                                                                                                                           | Demat                                                                                                                           |
| Body (“OCB”) | been held for more than twenty four months along with acquisition cost, if applicable.                                                                                                                                                                                                                                                                                                             | acquisition cost, if applicable along with broker invoice /contract note evidencing the date on which the shares were acquired. |
|              | 4. Copy of POA only if not registered with the Company or Registrar/ Transfer Agent                                                                                                                                                                                                                                                                                                                | -                                                                                                                               |
|              | 5. True copy of the board resolution certified by a director or a company secretary of the company providing the authority to the signatory to deal with sale of equity share (s).                                                                                                                                                                                                                 |                                                                                                                                 |
|              | 6. Self-attested SEBI Registration Certificate and copy of notification issued under section 115AD of the Income Tax Act showing name of FPI.                                                                                                                                                                                                                                                      |                                                                                                                                 |
|              | 7. Should enclose a copy of the permission received from the RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of RBI, the nonresident shareholder 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. |                                                                                                                                 |
|              | 8. Should enclose a NOC under Section 195(3) or Section 197 of the Income Tax Act from the Income Tax Authority or alternatively a certificate from chartered accountant certifying if the shares are held on a long term or short term basis and cost of acquisition of shares for the purpose of determining capital gains tax.                                                                  |                                                                                                                                 |
|              | 9. Tax Resident Certificate provided by the Income Tax Authority of foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable.                                                                                                                                                                                                                       |                                                                                                                                 |

**Note:** For Equity Shares held in physical mode by Equity Shareholders which are being tendered in this Exit Offer, copy of PAN of shareholder (including all joint shareholders) is mandatory for transfer of the said Equity Shares. In case of non-receipt of PAN from an Equity Shareholder intending to tender Equity Shares in physical mode in the Exit Offer prior to the expiry of the Exit Window, such Equity Shares would be liable for rejection.

- (c) The Promoters/Acquirers will rely on the information provided by the Residual Public Shareholder as to whether the capital asset being equity shares of the Company constitute short-term or long-term capital asset for the Residual Public Shareholder, for the purpose of deduction of tax at source. Where the information provided by the Residual Public Shareholder is ambiguous, incomplete or conflicting or the information is not available with the Company regarding the same, the capital gain shall be assumed to be short-term in nature.
- (d) If any of the documents referred to in the paragraphs above are not enclosed along with the Non Resident Residual Public Shareholder’s Exit Application Form, such Non Resident Residual Public Shareholder’s tender of Equity Shares under the Exit Offer may be treated as invalid.

#### **SETTLEMENT-PAYMENT OF CONSIDERATION**

- (a) Following fulfillment of the conditions mentioned herein, and receipt of the requisite regulatory approvals (if any), the applicable consideration (after deducting applicable withholding tax) will be paid by the Promoters/Acquirers by way of demand draft or electronic credit. The demand drafts will be dispatched to the relevant Residual Public Shareholders, at their own risk, by way of speed post / registered post/ courier. The Promoters/Acquirers will dispatch/credit the payment to Residual Public Shareholders who have validly tendered their Equity Shares in this Exit Offer following the receipt and verification of duly filled valid Exit Applications Form(s) (together with necessary enclosures, if any) and receipt of the Equity Share(s) in the Special Depository Account/ receipt of physical share certificate(s) (along with duly filled in transfer deed(s), as applicable) by the Registrar to the Exit Offer.
- (b) The Manager to the Exit Offer, Keynote Financial Services Limited, shall instruct ICICI Bank Limited, Mumbai (the “Escrow Bank”) to make electronic fund transfers or issue demand drafts to the Residual Public Shareholders (as the case may be) who have validly tendered their Equity Shares in the Exit Offer. Subject to any regulatory approvals as may be required, the Promoters/Acquirers intends to make payments on monthly basis, within 15 working days of the end of the calendar month (“**Monthly Payment Cycle**”). For Example, for the equity shares tendered by Residual Public

Shareholders till June 30, 2021, the payment will be made on or before July 15, 2021. Please note that the Promoters/Acquirers reserves the right to make payments earlier.

- (c) **Residual Public Shareholders holding shares in demat form:** The consideration shall be transferred to the bank account, the details of which are received electronically from the Residual Public Shareholder's Depository Participant. Thus, the Residual Public Shareholders are advised to ensure that bank account details are updated in their respective Depository Participant accounts as these bank account details would be used for payment of consideration. In case the electronic transfers are unsuccessful due to wrong bank accounts details or unavailability of bank account details or availability of incomplete bank account details of the Residual Public Shareholders, the payment of consideration to the Residual Public Shareholder will be done in the form of a demand draft in favor of the first/sole Residual Public Shareholder and dispatched by registered post/speed post/courier at the Residual Public Shareholder's sole risk, at the address obtained from the first/sole Shareholders' Depository Participant (however, there will be no obligation on the Promoters/Acquirers or Manager to the Exit Offer or Registrar to the Exit Offer to do the same). None of the Promoters/Acquirers, the Company, Manager to the Exit Offer or the Registrar to the Exit Offer shall be responsible for delay in receipt of consideration by the Residual Public Shareholder.
- (d) **Residual Public Shareholders holding shares in physical form:** In order to avoid any fraudulent encashment in transit of demand draft issued by the Promoters/Acquirers or by electronic credit towards the consideration payable for the Equity Shares tendered under this Exit Application Form, please fill in the details of the sole Residual Public Shareholder's bank account (or, in the case of joint holders, the first-named Residual Public Shareholder's bank account) in the Exit Application Form along with copy of cancelled cheque and any consideration payable will be paid by issuing an instrument or by electronic transfer carrying the details of the bank account so provided in the Exit Application Form. In case the electronic transfers are unsuccessful due to wrong or incomplete bank account details provided by the Residual Public Shareholder in the application form, the payment of consideration to the Residual Public Shareholder will be done in the form of a demand draft in favor of the first/sole Residual Public Shareholder and dispatched by registered post/speed post/ courier at the Residual Public Shareholder's sole risk at the address registered with the Registrar to the Exit Offer of the first/sole shareholders, however, there will be no obligation on the Promoters/Acquirers or Manager to the Exit Offer or Registrar to the Exit Offer to do the same. The Promoters/Acquirers, the Company, Manager to the Exit Offer or the Registrar to the Exit Offer shall not be responsible for delay in receipt of consideration by the Residual Public Shareholder.
- (e) The Equity Shares received from any invalid application will:
- i. in the case of dematerialized Equity Shares deposited in the Special Depository Account, be credited back to the respective depository account with the respective depository participants as per the details furnished by the relevant Residual Public Shareholder in the Exit Application Form; and
  - ii. in the case of physical Equity Shares, be dispatched together with the share certificate(s) and share transfer form(s) to the relevant Residual Public Shareholders by registered post/speed post, at the Residual Public Shareholder's sole risk, at the address registered with the Registrar to the Exit Offer.

### **EXIT OFFER PERIOD**

**The Residual Public Shareholders may tender their Exit Application Forms to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Offer Period. The Residual Public Shareholders are required to ensure that their Exit Application Form, together with the necessary enclosures, is received by the Registrar to the Exit Offer on or before Monday, June 13, 2022.**

### **STATUTORY AND OTHER APPROVALS**

- (a) To the best of the Promoters/Acquirers knowledge, as of the date of this Post Delisting Exit Offer Letter, no statutory or regulatory approval is required to acquire the Equity Shares of the Company by the Promoters/Acquirers. If any other statutory or regulatory approval becomes applicable, the acquisition of the Equity Shares by the Promoters/Acquirers pursuant to this Exit Offer will be subject to such statutory or regulatory approvals.

- (b) It shall be the responsibility of the Residual Public Shareholders tendering their Equity Shares in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Equity Shares held by them in the Exit Offer, and the Promoters/ Acquirers shall take no responsibility for the same. The Residual Public Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable.
- (c) The Promoters/Acquirers reserves 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 Promoters/Acquirers considers in its sole discretion to be onerous are imposed in respect of such approval(s).

### **NOTE ON TAXATION**

The Promoters/Acquirers will be acquiring the Equity Shares for up to a period of 1 year from the date of delisting. Since such transaction of the Equity Shares is proposed to be done in off-market mode, such transaction is not chargeable to securities transaction tax and hence provisions of section 112A of the Income Tax Act, 1961 will not apply to the Residual Public Shareholders.

The above tax rates are subject to applicable rate of surcharge, education cess and secondary and higher education cess. The tax rate and other provisions may undergo changes.

ALL THE RESIDUAL PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE EXIT OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE PROMOTERS/ACQUIRERS NEITHER ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS EXIT OFFER.

### **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Parind Badshah

**Vice-President & Company Secretary**

Office Address: 1, Mittal Chambers, 228, Nariman point, Mumbai-400 021

Tel.: +91 (22) 6744 4200

Email: parind.b@modernindia.co.in

### **GENERAL DISCLAIMER**

The Residual Public Shareholder who desires to avail the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claims against the Promoters/Acquirers or the Company or the Registrar to the Exit Offer or the Manager to the Exit Offer, whatsoever by reason of any loss which may be suffered by such Residual Public Shareholder consequent to or in connection with the Exit Offer.

### ***On behalf of the Promoters/ Acquirers***

For Shree Rani Sati Investment & Finance Private Limited/ Sarat Leasing & Finance Private Limited /F. Pudumjee Investment Company Private Limited

**Sd/-**

Authorized signatory

**Place:** Mumbai

**Date:** June 02, 2021

**Enclosure:** Exit Application Form

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

Please read this document along with the enclosed Post Delisting Exit Offer Letter dated June 02, 2021 (“**Post Delisting Exit Offer Letter**”) issued by Shree Rani Sati Investment & Finance Private Limited, Sarat Leasing & Finance Private Limited and F. Pudumjee Investment Company Private Limited (“**Promoters/ Acquirers**”), since the terms and conditions of the Post Delisting Exit Offer Letter are deemed to have been incorporated in and form part of this document. Unless the context otherwise requires, capitalized expression used in this Exit Application Form have the same meaning as defined in the Post Delisting Exit Offer Letter.

| EXIT OFFER PERIOD          |                                                 |
|----------------------------|-------------------------------------------------|
| Exit Offer Opening Date    | Monday, June 14, 2021                           |
| Exit Offer Closing Date    | Monday, June 13, 2022                           |
| Exit Offer Price per share | ₹ 46.50 (Rupees Forty Six and Fifty paise only) |

**EXIT APPLICATION FORM**

for tendering of Equity Shares of face value of ₹ 2/- each of Modern India Limited (the “**Company**”) pursuant to the Exit Offer by the Promoters/Acquirers

**Residual Public Shareholders should ensure that their Exit Application Form together with necessary enclosures is delivered by hand or sent by registered post / speed post / courier (at the Residual Public Shareholders’ sole cost and risk) to the Registrar to Exit Offer on or before the last day of the Exit Offer Period, at the address of the Registrar to Exit Offer given below:**

| Address                                                                                                                                                            | Contact Person/Details                                                                                                                                                                                                                      | Mode of Delivery                                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| <b>SATELLITE CORPORATE SERVICES PRIVATE LIMITED</b><br>A/106-107, Dattani Plaza, East West Indl. Compound, Andheri Kurla Road, Safed Pool, Sakinaka, Mumbai-400072 | <b>Mr. Michael Monteiro</b><br>Tel.: +022-28520461/462<br>E-mail: <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a><br>Website: <a href="http://www.satellitecorporate.com">www.satellitecorporate.com</a> | Hand delivery or registered post/speed post or courier |

Dear Sir(s),

**Re: Exit Offer for fully paid up Equity Shares from the Residual Public Shareholders of the Company by the Promoters/ Acquirers in accordance with the provisions of the Delisting Regulations. The Exit Price for the Exit Offer has been determined as ₹ 46.50 per Equity Share.**

By signing this Exit Application Form, you deemed to have made each of the following acknowledgements and authorizations:

- 1) I/We having read and understood the terms and conditions set out below, in the Exit Letter of Offer and hereby tender my/our Equity Shares in response to the Exit Offer at the Exit Price.
- 2) I/We hereby undertake the responsibility for the Exit Application Form and the Equity Shares tendered under the Exit Offer and I/We hereby confirm that the Promoters/ Acquirers / Registrar to the Exit Offer shall not be held liable for any delay / loss in transit resulting into delayed receipt or non-receipt of the Exit Application Form along with the all the requisite documents, or delay/failure in credit of Equity Shares to the Special Depository Account within due time, due to inaccurate/ incomplete particulars/ instructions or any reason whatsoever.

- 3) I/We understand that the Equity Shares tendered under the Exit Offer shall be held in Special Depository Account until the time of the dispatch of payment of consideration calculated at Exit Price and/or the unaccepted Equity Shares are returned.
- 4) I/We also understand that should I/we fail to furnish all relevant documents as set out in this Exit Application Form or the Post Delisting Exit Letter of Offer, this Exit Application Form may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us.
- 5) I/We also understand that the payment of consideration will be done to the first name of the Residual Public Shareholder after due verification of Exit Application Forms, documents and signatures.
- 6) I/We hereby confirm that I/We have full power and authority to tender, sell and transfer the Equity Shares. I/We are tendering (together with all rights attaching thereto) and there are no restraints/injunctions, or other orders of any nature which limit/restrict my/our rights to tender the Equity Shares and that I/we have never sold or parted/dealt with in any manner with the Equity Shares tendered under the Exit Offer and these Equity Shares are free from any lien, equitable interest, charges & encumbrances, whatsoever.
- 7) I/We hereby declare that I/We am/are the absolute and only owner of these Equity Shares and legally entitled to tender the Equity Shares under the Exit Offer.
- 8) I/We authorize the Promoters/ Acquirers and Registrar to the Offer to send the payment of consideration by way of RTGS/ NEFT/ Direct Transfer/ Demand Drafts as the case may be.
- 9) I/We undertake to return any amount received by me/us inadvertently, immediately.
- 10) I/We authorize the Promoters/ Acquirers to accept the Equity Shares so offered.
- 11) I/We agree that upon acceptance of the Equity Shares by the Promoters/ Acquirers, 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 Equity Shares of the Company; and
- 12) I/We further authorize the Promoters/ Acquirers to return/release the Equity shares to my depository account at my/our sole risk, in case this Exit Application Form along with the submitted documents is not found valid / complete / not accepted.
- 13) I/We understand that in respect of the Equity Shares tendered in physical form, original Share certificate(s) and signed transfer deed(s) will be held in trust for us by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to us or if our application is not valid or not accepted for any reason, until such time as the Equity Shares are returned back.
- 14) My/Our signature on our depository participant instruction has been duly verified and attested by our depository participant as evidenced by our depository participant's stamp of acknowledgement;
- 15) If I/we are a Non-resident Residual Public Shareholder, I/we have also enclosed with this Exit Application Form the relevant documents referred to in the Exit Letter of Offer, and that if such documents are not enclosed with this Exit Application Form, the Promoters/ Acquirers reserve the right to treat the Exit Application Form as invalid;
- 16) I/We hereby confirm that I/we have full power and authority to tender, sell and transfer the Equity Shares which I/we are tendering (together with all rights attaching thereto) and there are no restraints/ injunctions, or other orders of any nature which limit/restrict my/our rights to tender the Equity Shares and that I/we have never sold or parted/dealt with in any manner with the Equity Shares tendered under the Exit Offer and these Equity Shares are free from any lien, equitable interest, charges & encumbrances, whatsoever.
- 17) I/We agree that upon acceptance of the equity shares by the Promoters/ Acquirers, tendered by me under this exit offer, I/We would cease to enjoy all right, title, claim, and interest whatsoever, in respect of such equity shares of the Company.
- 18) I/We further authorise the Promoters/ Acquirers to return to us, dematerialized Equity Shares, to the extent not accepted to my/our depository account at my/our sole risk.
- 19) I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection to this Exit 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.

**1. Details of the Residual Public Shareholder:**

| Sr. No.                                                                                        | Name (in BLOCK LETTERS)                                                                                      | Holder                   | Name                    | PAN No.                  |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------|--------------------------|
| 1.                                                                                             | (Please write the names of the joint holders in the same order as per the Share Certificates/ Demat account) | Sole / First Holder      |                         |                          |
|                                                                                                |                                                                                                              | Second Holder            |                         |                          |
|                                                                                                |                                                                                                              | Third Holder             |                         |                          |
| 2.                                                                                             | <b>Contact Details of the Sole Holder/ First Holder:</b>                                                     | Tel No.:                 |                         |                          |
|                                                                                                |                                                                                                              | Mobile No.:              |                         |                          |
|                                                                                                |                                                                                                              | Email Id:                |                         |                          |
| 3.                                                                                             | <b>Full Address of the Sole holder/ First Holder</b> (with pin code)                                         |                          |                         |                          |
|                                                                                                |                                                                                                              |                          |                         |                          |
|                                                                                                |                                                                                                              |                          |                         |                          |
|                                                                                                |                                                                                                              |                          |                         |                          |
| <b>Tax Residency Status</b> (Please tick (✓) the box to the right of the appropriate category) |                                                                                                              |                          |                         |                          |
| Individual(s)                                                                                  |                                                                                                              | <input type="checkbox"/> | NRI - Repatriable       | <input type="checkbox"/> |
| HUF                                                                                            |                                                                                                              | <input type="checkbox"/> | NRI – Non Repatriable   | <input type="checkbox"/> |
| Domestic Company/Bodies Corporate                                                              |                                                                                                              | <input type="checkbox"/> | FPI                     | <input type="checkbox"/> |
| Mutual Fund                                                                                    |                                                                                                              | <input type="checkbox"/> | Insurance Company       | <input type="checkbox"/> |
| Banks & Financial Institutions                                                                 |                                                                                                              | <input type="checkbox"/> | Others (Please specify) | <input type="checkbox"/> |

**2. Details of Residual Public Shareholder's Holding shares in Demat Form**

Details of Residual Public Shareholder's demat account and delivery instruction executed in favour of special depository account.

Please ensure that your Equity Shares are credited into the Depository Account in OFFMARKET MODE

***(to be filled in by the tendering Residual Public Shareholder)***

|                                                                                   |  |
|-----------------------------------------------------------------------------------|--|
| <b>Name of Depository Participant of the Residual Public Shareholder</b>          |  |
| <b>Depository Participant's ID No. of the Residual Public Shareholder</b>         |  |
| <b>Client ID No. of the Residual Public Shareholder</b>                           |  |
| <b>Beneficiary's Name (as appearing in DP's records)</b>                          |  |
| <b>Date of Execution/ Acknowledgement of Delivery Instruction (Copy enclosed)</b> |  |
| <b>Number of Equity Shares (In Figures)</b>                                       |  |
| <b>Number of Equity Shares (in Words)</b>                                         |  |

Other enclosures, as applicable

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

|                              |  |                                                             |  |
|------------------------------|--|-------------------------------------------------------------|--|
| <b>Power of Attorney</b>     |  | <b>Duly Executed Photocopy of Delivery Instruction Slip</b> |  |
| <b>Death Certificate</b>     |  | <b>Corporate Authorization</b>                              |  |
| <b>Exit Application Form</b> |  | <b>Others (Please specify)</b>                              |  |

**3. Details of Residual Public Shareholder's Holding shares in Physical Form**

| Certificate Numbers                                                                                                           | Registered Folio No. | Distinctive Numbers |    | No. of shares offered |
|-------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------|----|-----------------------|
|                                                                                                                               |                      | From                | To |                       |
|                                                                                                                               |                      |                     |    |                       |
| <b>Total No. of Equity Shares</b><br><i>(If the space provided is inadequate please attach a separate continuation sheet)</i> |                      |                     |    |                       |

**4. Details of Bank Account**

The bank account details as available electronically from the Residual Public Shareholder's Depository Participant shall be used for making payment of the consideration. In order to avoid any fraudulent encashment in transit, of the cheque or demand draft issued by the Promoters/ Acquirers, if any, 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 as available electronically. Neither the Promoters/ Acquirers nor the Registrar to Exit Offer nor the Manager to the Exit Offer nor the Company shall be responsible for delay in receipt of consideration by the Residual Public Shareholder.

|                                                |  |
|------------------------------------------------|--|
| <b>Name of the Account Holder</b>              |  |
| <b>Name of the Bank</b>                        |  |
| <b>Branch</b>                                  |  |
| <b>IFSC Code</b>                               |  |
| <b>Account Number</b>                          |  |
| <b>Savings/Current/Others (please specify)</b> |  |

**5. Signatures**

**I/We hereby tender to the Promoters/ Acquirers, the number of Equity Shares set out or deemed to be set out in this Exit Application Form in accordance with and subject to the terms and conditions herein, and in the Post Delisting Exit Offer Letter:**

|                     |                     |               |              |
|---------------------|---------------------|---------------|--------------|
| <b>Signature(s)</b> |                     |               |              |
|                     | Sole / First Holder | Second Holder | Third Holder |

*Note: In case of joint holdings, all holders must sign. In case of bodies corporate this Exit Application Form is to be signed by the authorized signatory under the stamp of the company and necessary board resolution authorizing the submission of this Application Form should be attached.*

| <b>Tax Certification (Non Resident Indians ("NRIs") / Overseas Corporate Bodies ("OCBs") / Foreign Portfolio Investors ("FPIs") / Other Non Resident Eligible Public Shareholders ONLY)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |                        |  |                                                          |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------|--|----------------------------------------------------------|--|
| Please refer to the Post Delisting Exit Offer Letter for details regarding tax to be deducted at source. Residual 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 Equity Shares are held: Please tick ( ✓ )                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                        |  |                                                          |  |
| <b>On Investment / Capital Account</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                        |  | <b>On Trade Account /to be taxed as Business Profits</b> |  |
| I/We certify that the tax deduction on the Equity Shares is to be deducted on account of                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                        |  |                                                          |  |
| <b>Short Term Gains</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | <b>Long Term Gains</b> |  | <b>Business Profits</b>                                  |  |
| <p><b>Note:</b> Where the shares tendered comprise both long term capital assets and short term capital asset please furnish a statement showing computation of the break up into short term capital gains and long term capital gains. In the case of NRIs only, where the Equity Shares have been acquired/ purchased with or subscribed to in convertible foreign exchange and the shareholder wants to certify himself as having opted/not opted out of Chapter XII-A of the Income Tax Act, 1961 then please tick ( ✓ ) in the appropriate box below</p> <p>I certify that:</p> <ul style="list-style-type: none"> <li>• I have not opted out of Chapter XII-A of the Income Tax Act, 1961</li> <li>• I have opted out of Chapter XII-A of the Income Tax Act, 1961</li> </ul> |  |                        |  |                                                          |  |
| <b>PERMANENT ACCOUNT NUMBER(PAN):</b><br>(For tax deduction at source purposes)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                        |  |                                                          |  |
| <b>FOR FOREIGN PORTFOLIO INVESTOR(FPI) Shareholders</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |                        |  |                                                          |  |
| I/We have enclosed the following documents that are applicable to me/us <b>(Please tick (✓))</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |                        |  |                                                          |  |
| Total Cash Consideration (TCC) from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                        |  |                                                          |  |
| Form 10F with respect to claiming the benefit of DTAA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |                        |  |                                                          |  |
| Previous RBI approvals for holding the Equity Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |                        |  |                                                          |  |
| Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                        |  |                                                          |  |
| Self-Attested Copy of SEBI registration certificate (including sub - account of FPI) along with a copy of notification issued under section 115AD of the IT Act showing name of FPI                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                        |  |                                                          |  |
| Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the FPI is a tax resident, wherever applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |                        |  |                                                          |  |
| <b>For Non-Resident Shareholders (Other than FPIs)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                        |  |                                                          |  |
| I/We have enclosed the following documents that are applicable to me/us <b>(Please tick (✓))</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |                        |  |                                                          |  |
| TCC from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                        |  |                                                          |  |
| Form 10F with respect to claiming the benefit of DTAA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |                        |  |                                                          |  |
| Previous RBI approvals for holding the Equity Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |                        |  |                                                          |  |
| Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                        |  |                                                          |  |
| Copy of relevant pages of demat account if the shares have been held for more than twelve months prior to the date of acceptance of Equity Shares under the Offer along with broker invoice/contract note evidencing the date on which the shares were acquired.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |                        |  |                                                          |  |
| Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the shareholder is a tax resident, wherever applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                        |  |                                                          |  |
| Copies of relevant pages of demat account in case of a shareholder claiming benefit mentioned in paragraph in relation with Taxation of the Post Delisting Exit Offer Letter.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                        |  |                                                          |  |



**Notes:**

- (a) In case the Equity Shares are held on trade account, kindly enclose a certificate stating that you are a tax resident of your country of residence/Incorporation and that you do not have a “permanent establishment” in India in terms of the Double Taxation Avoidance Agreement (“DTAA”) entered into between India and your country of residence.
- (b) In order to avail the benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a tax residency certificate stating that you are a tax resident of your country of incorporation in terms of the DTAA entered into between India and your country of residence.
- (c) Non Resident Residual Public Shareholders should enclose 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 Non Resident Residual Shareholder 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.
- (d) Non Resident Residual Public Shareholders (including NRIs, OCBs and FPIs) should enclose no objection certificate / tax clearance certificate from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961, indicating the tax to be deducted, if any, by the Promoters/ Acquirers before remittance of consideration at a rate lower than the applicable rate. Otherwise, tax will be deducted at maximum marginal rate as may be applicable to the category and status of the Residual Shareholder, on the full consideration payable by the Promoters/ Acquirers.
- (e) If for any reasons, the income-tax department raises a vicarious liability on the Company and seeks to recover the tax on the transaction (which is actually tax liability of the Residual Shareholder) from the Company, the Residual Shareholder agrees to indemnify the Company for the same.
- (f) NRIs, OCBs, FPIs and Non Resident Residual Shareholders are required to furnish bankers’ certificates certifying inward remittance of funds for their original acquisition of Equity Shares of the Company.
- (g) NRIs holding shares on non-repatriable basis and OCBs shall also enclose a copy of the permission received from the RBI, if any, for tendering their Equity Shares in the Offer.
- (h) FPIs are requested to enclose the SEBI Registration Letter;
- (i) Non Resident Residual Shareholders (including NRIs, OCBs and FPIs) should also enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. “Modern India Limited” and the price at which the Equity Shares are being transferred, duly signed by the Eligible Public Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
- (j) OCBs are requested to enclose Form OAC of the current year.

**CHECKLIST (Please tick (v))**

| DEMAT SHAREHOLDERS |                                 |  | PHYSICAL SHAREHOLDERS |                                                     |  |
|--------------------|---------------------------------|--|-----------------------|-----------------------------------------------------|--|
| 1.                 | Exit Application Form           |  | 1.                    | Exit Application Form                               |  |
| 2.                 | Copy of Acknowledged Demat Slip |  | 2.                    | Original Share Certificate of Modern India Limited. |  |
| 3.                 | Other Documents, as applicable  |  | 3.                    | Share Transfer Form (SH-4)                          |  |
|                    |                                 |  | 4.                    | Signature Verification Form                         |  |
|                    |                                 |  | 5.                    | Other Documents, as applicable                      |  |

**Notes:**

- (1) All documents/remittances sent by / to the Residual Public Shareholders will be at their risk and Residual Public Shareholders are advised to adequately safeguard their interests in this regard.
- (2) Please read these notes along with the entire contents of the Post Delisting Exit Offer Letter and the Exit Application Form.**
- (3) This form shall be completed and signed by the shareholder. In case of joint holders, the form should be signed by all the shareholders in the order of their holding. The signature should match with the specimen signature registered with the Registrar to the Offer. The form shall be rejected if the signature on the form does not match with the specimen signature registered with the Registrar to the Offer. The form incomplete in any manner whatsoever shall be liable to be rejected.
- (4) Where the form has been signed by an authorized representative of a Body Corporate, a certified copy of Board Resolution authorizing the signatory to execute and sign the form should be attached.
- (5) A member may sign the form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the form.

**(6) FOR EQUITY SHARES HELD IN DEMATERIALIZED FORM**

- a) The shareholders opting to tender the shares under this offer should ensure that they have credited their Equity Shares to the specified Special Depository Account, details of which are as given below:

|                                           |                                                                                                      |
|-------------------------------------------|------------------------------------------------------------------------------------------------------|
| <b>Depository</b>                         | CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED                                                          |
| <b>Special Depository Account Name</b>    | MODERN INDIA LIMITED-DELISTING OFFER ESCROW ACCOUNT-OPERATED BY SATELLITE CORPORATE SERVICES PVT LTD |
| <b>Name of the Depository Participant</b> | KEYNOTE CAPITALS LIMITED                                                                             |
| <b>DP Identification Number</b>           | 12024300                                                                                             |
| <b>Client Identification Number</b>       | 00083619                                                                                             |

Residual Public Shareholders having their beneficiary account with NSDL have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Depository Account opened with CDSL.

- b) a photocopy/counterfoil of my/our delivery instructions to my/our depository participant (duly acknowledged by such depository participant), crediting my/our Equity Shares to the Depository Account.
- c) It is the sole responsibility of Residual Public Shareholders to ensure that their Equity Shares are credited to the Depository Account before the Exit Window closes.

**(7) FOR EQUITY SHARES HELD IN PHYSICAL FORM**

- (a) Before submitting this Exit Application Form to the Registrar to the Exit Offer, you must execute valid share transfer form(s) in respect of the Equity Shares intended to be tendered under the Exit Offer and attach thereto all the relevant original physical share certificate(s). The share transfer form(s) shall be signed by the respective Residual Public Shareholders (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/Registrar to the Exit Offer and shall also be duly witnessed. A copy of signature verification form should be attached to avoid any inconvenience. 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.
  - (b) 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 transferee(s) along with blank transfer form duly signed as transferor(s) and witnessed at the appropriate place. The Transfer Deed should be in favour of the Acquirers. All other requirements for valid transfer will be preconditions for acceptance.
  - (c) By agreeing to participate in the Exit Offer the NR and NRI shareholders give the Company/Acquirers, as the case may be, the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company/ Acquirers for such regulatory reporting, if required by the Company/Acquirers.
- (8) The consideration shall be paid in the name of sole/first holder.
- (9) In case, this Exit Application Form is not complete in all respects, the same may be liable for rejection.

**THE EXIT APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY (AT THE BELOW MENTIONED ADDRESS) BY HAND DELIVERY OR BY REGISTERED POST/SPEED POST OR COURIER ALONG WITH ALL APPLICABLE DOCUMENTS.**



**SATELLITE CORPORATE SERVICES PRIVATE LIMITED**

A/106-107, Dattani Plaza, East West Indl. Compound,  
Andheri Kurla Road, Safed Pool, Sakinaka, Mumbai-400072

**Tel.:** 022-28520461/462

**E-mail:** service@satellitecorporate.com

**Website:** www.satellitecorporate.com

**SEBI Registration No.:** INR000003639

**Contact Person:** Mr. Michael Monteiro

### ACKNOWLEDGEMENT SLIP

Received from Mr./Ms./M/s. \_\_\_\_\_ an Exit Application Form for \_\_\_\_\_ Equity Shares of Modern India Limited at the Exit Price of ₹46.50 per equity share.

| DEMAT SHAREHOLDER |  | PHYSICAL SHAREHOLDER  |  |
|-------------------|--|-----------------------|--|
| DP ID NO.         |  | FOLIO NO.             |  |
| CLIENT ID NO.     |  | SHARE CERTIFICATE NO. |  |
| NUMBER OF SHARES  |  | NUMBER OF SHARES      |  |

Note for Physical Shareholders: Received but not verified share certificate(s) and share transfer form(s).

| ACKNOWLEDGEMENT       |  |
|-----------------------|--|
| DATE OF RECEIPT       |  |
| SIGNATURE OF OFFICIAL |  |

THIS SPACE IS INTENTIONALLY LEFT BLANK

**Form No. SH-4**  
**SECURITIES TRANSFER FORM**  
[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the  
Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

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

CIN : L17120MH1933PLC002031

Name of the Company (in full) : MODERN INDIA LIMITED

Name of the Stock Exchange where the company is listed, if any : UNLISTED

**DESCRIPTION OF SECURITIES:**

| Kind/Class of Securities<br>(1) | Nominal Value of each unit of security<br>(2) | Amount called up per unit of security<br>(3) | Amount Paid up per unit of security<br>(4) |
|---------------------------------|-----------------------------------------------|----------------------------------------------|--------------------------------------------|
| Equity shares                   | ₹ 2/-                                         | ₹ 2/-                                        | ₹ 2/-                                      |

| No. securities being transferred |          | Consideration received (Rs.) |            |  |  |
|----------------------------------|----------|------------------------------|------------|--|--|
| In figures                       | In words | In words                     | In figures |  |  |
|                                  |          |                              |            |  |  |
| Distinctive number               | From     |                              |            |  |  |
|                                  | To       |                              |            |  |  |
| Corresponding Certificate Nos.   |          |                              |            |  |  |

|      |                  | Transferor' Particulars  |               |
|------|------------------|--------------------------|---------------|
|      |                  | Registered Folio Number: |               |
| S No | Name (s) in full | PAN                      | Signature (s) |
| 1.   |                  |                          |               |
| 2.   |                  |                          |               |
| 3.   |                  |                          |               |

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

Signature of Witness\_\_\_\_\_

Name & Address\_\_\_\_\_

\_\_\_\_\_

P.T.O

**Transferee's Particulars**

| <b>Name in full</b> | <b>Father's/<br/>mother's /<br/>Spouse Name</b> | <b>Address &amp; E-mail id</b> | <b>Occupation</b> | <b>Existing folio<br/>No., if any.</b> | <b>Signature</b> |
|---------------------|-------------------------------------------------|--------------------------------|-------------------|----------------------------------------|------------------|
| <b>(1)</b>          | <b>(2)</b>                                      | <b>(3)</b>                     | <b>(4)</b>        | <b>(5)</b>                             | <b>(6)</b>       |
|                     |                                                 |                                |                   |                                        |                  |
|                     |                                                 |                                |                   |                                        |                  |
|                     |                                                 |                                |                   |                                        |                  |

**Folio No. Transferee**

**Specimen Signature of Transferee**

\_\_\_\_\_

\_\_\_\_\_

**Value of stamp affixed: Rs.** \_\_\_\_\_

**Enclosures:**

- (1) **Certificate of shares or debentures or other securities**
- (2) **If no certificate is issued, letter of allotment.**
- (3) **Copy of PAN Card of all the transferees (for all listed companies)**
- (4) **Others, specify** \_\_\_\_\_

**Stamps**

**For office use only**

**Checked by** \_\_\_\_\_

**Signature tallied by** \_\_\_\_\_

**Entered in the Register of Transfer on** \_\_\_\_\_ **vide Transfer No** \_\_\_\_\_

**Approval Date** \_\_\_\_\_

**Power of attorney/Probate /Death Certificate/ Letter of Administration**

**Registered on** \_\_\_\_\_ **at No.** \_\_\_\_\_

**On the reverse page of the certificate**

**Name of the Transferor**

**Name of the Transferee**

**No. of shares**

**Date of Transfer**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Signature of the authorized signatory**