

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Final Exit Offer Letter long with Exit Application Form (“**Final Exit Offer Letter**”) is being sent to you as a Residual Public Shareholder (as defined below) of REIL Electricals India Limited (“**Company**”/ “**REIL** ”) to provide an exit opportunity in respect of the voluntary delisting of Equity Shares (as defined below) from the BSE Limited (referred to as the “**BSE**”/ “**Stock Exchange**”) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time (“**Delisting Regulations**”). In case you have recently sold your entire Equity Shares of REIL Electricals India Limited, please hand over this Final Exit Offer Letter and the accompanying documents to the person to whom you have sold your Equity Shares or the Member of the Stock Exchange through whom the sale was affected. Capitalized terms used and not defined herein shall have the same meaning given to them in the Public Announcement and the Exit Offer Letter (each as defined below).

FINAL EXIT OFFER LETTER

To provide an exit opportunity in respect of the Voluntary Delisting of Equity Shares of the Company
To the Residual Public Shareholders of

REIL REIL ELECTRICALS INDIA LIMITED

(the “**Company**”/ “**REIL**”)

(CIN: [L31909TG1973PLC015448](#))

Registered Office: No.8-2-409, Road No.6, Banjara Hills, Hyderabad, Telangana - 500 034,
Tel No: +91 40-23354833,

Website: www.reilindia.com, **Email:** cs@reilindia.com,

Contact Person: Mrs. Girija Rampalli, Company Secretary and Compliance Officer.



From

Mr Bhupinder Singh Sahney, represented by Promoter & Promoter Group / Acquirers (on his behalf and on behalf of BS Real Estate Ventures Private Limited (Formerly known as Bhupinder Investment Company Private Limited), Ms Brijween Kaur Sahney, Ms Jasmine Sahney Pillai, Ms Anjana Sahney Thakker, Ms Ambita Sahney and Ms Deepika Sahney) (*hereinafter collectively referred to as “**Acquirers**” of **REIL Electricals India Limited***) in respect of voluntary delisting of the equity shares of Rs.10/- each of REIL Electricals India Limited (“**Company**”/“**REIL**”) from BSE Limited (“**BSE**”).

Final Exit Price of Rs. 45/- per Equity Share (“Exit Price”)

Note: The Equity Shares of the Company will be delisted from the BSE with effect from October 01, 2019

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

MANAGER TO THE OFFER:	REGISTRAR TO THE COMPANY:
KARVY INVESTOR SERVICES LIMITED 	 Aarthi Consultants Private. Limited
Registered Office: Plot No.31, 8th Floor, Karvy Millennium Nanakramguda, Financial District, Gachibowli, Hyderabad Telangana 500 032 Telephone : +91 40 23428774 / 23312454, Fax: +91 40 23374714, Email ID : cmg@karvy.com , Website: www.karvyinvestmentbanking.com	1-2-285, Domalguda, Hyderabad Telangana 500 029 Telephone: +91 40 27638111 27634445 Fax: +91 40 2763 2184 Email ID: info@aarthiconsultants.com Website: www.aarthiconsultants.com

EXIT PRICE	Rs.45/- per equity share
EXIT PERIOD OPENS	October 01, 2019
EXIT PERIOD CLOSES	September 30, 2021

Dear Shareholder,

Sub: Invitation to Offer your equity shares in REIL Electricals India Limited in favour of the Acquirers at an Exit Price of Rs.45/- per equity share subject to the terms and conditions mentioned hereinafter (“Exit Offer”).

- 1.1. The Acquirers have made an Offer to the Residual Public Shareholders of the Company for the acquisition of 68,450 fully paid-up equity shares of Rs.10/- each representing 1.81% of the total paid-up equity share capital of the Company vide a Public Announcement published on February 26, 2019 and the Exit Offer Letter dated May 17, 2019 in accordance with the Delisting Regulations.
- 1.2. The public shareholders holding equity shares of the Company were invited to tender their shares in compliance with SEBI (Delisting of Equity Shares) Regulations (hereinafter referred to as “Delisting Regulations”) and SEBI Order No.SEBI/WTM/GM/CFD/ 88 /2018-19 dated February 04, 2019 (hereinafter referred to as “Order”/“SEBI Order”).
- 1.3. In accordance with the Valuation Certificate dated February 16, 2019 issued by Mr. N. Prasada Rao, Chartered Accountant, Partner, N.P. Rao & Co., having their office at # 1-10-122/6, 2nd Floor, Sri Nilayam, Street No.10, Ashok Nagar, Hyderabad (Membership No. 200027, Firm Registration No. 013580S); Tel: +91 40 27665627; the Exit Offer Price determined was Rs.45/- per equity Share.
- 1.4. Pursuant to SEBI Order and in accordance with Delisting Regulations, vide a public announcement published on February 26, 2019, the Acquirers fixed the final exit price for accepting the shares successfully tendered in the Delisting Offer at Rs.45/- (“Exit Price”). All the Residual Public Shareholders of the Company who tendered their Shares at the Exit Price through valid Form of Acceptance were paid the consideration at the Exit Price. After the acquisition of the Shares pursuant to the Delisting Offer, the Promoter and Promoter Group holding in the Company increased to 98.52% of the total paid-up share capital of the Company.
- 1.5. The Company had thereafter applied for delisting of its equity shares from BSE Limited (“BSE”). Pursuant to the same, BSE vide its notice no.20190917-11 dated September 17, 2019 has communicated that trading in the equity shares of the Company will be discontinued with effect from September 24, 2019 and the equity shares of the Company will be delisted from BSE’s records with effect from October 01, 2019. Delisting of the equity shares of the Company implies that the equity shares of the Company cannot be and will no longer be traded on BSE from the date of its delisting.
- 1.6. As required under Regulation 21 of the Delisting Regulations, the Acquirers have undertaken to provide an exit opportunity at the Exit Price of Rs.45/- per equity share to all the remaining Residual Public Shareholders (“Residual Public Shareholders”) of the Company who did not or were not able to participate in the Delisting Offer or who unsuccessfully tendered their equity shares in the Delisting Offer or whose Shares were rejected in the Delisting Offer.
- 1.7. We wish to bring to your kind attention, that you may tender your shares in favour of the Acquirers at the Exit Price of Rs.45/- per equity share, at any time during the period of two years following the date of delisting of equity shares of the Company from BSE i.e., from October 01, 2019 till September 30, 2021 (the “Exit Period”), on the terms and conditions set out below.
- 1.8. It is the sole responsibility of the Residual Public Shareholders to ensure that their Equity Shares are credited to the Escrow Depository Account before the closure of the Exit Offer.

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

A. Procedure for Residual Public Shareholders holding Equity Shares in Dematerialised Form:

The Residual Public Shareholders holding Equity Shares in dematerialized form, who are desirous of tendering their Equity Shares in the Exit Offer, must submit the following documents by hand delivery or by registered post or speed post or courier (at their own risk and cost) with the envelope marked “**REIL ELECTRICALS INDIA LIMITED – EXIT OFFER**” so as to reach the Registrar to the Delisting Offer, Aarthi Consultants Private Limited, Address: 1-2-285, Domalguda, Hyderabad, Telangana 500 029, Tel No.: +91-40 27638111 on or before September 30, 2021 (i.e. the last date of the Final Exit Offer):

- a) The enclosed Exit Application Form duly filled and signed along with requisite documents, as applicable; and
- b) A counterfoil / photocopy of their depository participant instruction evidencing transfer of dematerialized Equity Shares to the Special Depository Account, as detailed hereunder:

- i. If the Registrar to the Delisting Offer does not receive the documents listed above but receives the Equity Shares in the Special Depository Account (as defined below), then the Acquirers may deem the Exit Offer to have been accepted by such Resident Residual Public Shareholders.
- ii. The Residual Public Shareholders must transfer their dematerialized Equity Shares from their respective Depository Account, in off-market mode, to the Special Depository Account to the Exit Offer with Karvy Stock Broking Limited. (“Special Depository Account”) details of which are as follows

Special Depository Account Name	REIL - DELISTING EXIT OFFER - ESCROW DEMAT ACCOUNT
Name of the Depository Participant	KARVY STOCK BROKING LIMITED
Name of the Depository	National Securities Depository Limited (NSDL)
Depository Participant Identification Number	IN300394
Client Identification Number	20014061
ISIN Number	INE814K01015

- iii. A photocopy of the delivery instructions or counterfoil of the delivery instructions/inter depository 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. Please note that all such transfers should be in off-market mode. Failure to credit your dematerialized Equity Shares into the Special Depository Account shall result in your tender being invalid.
- iv. In case your Depository Participant offers the facility of online transfer of Equity 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 Equity Shares. Note that the transfer should be made in off-market mode.
- v. It is the responsibility of the Residual Public Shareholders to ensure that their Equity Shares are credited in the Special Depository Account in the manner as mentioned above and their Exit Application Form reaches the Registrar to the Delisting Offer before the expiry of the Exit Period.
- vi. The Equity Shares will be held in the Special Depository Account until the consideration payable has been made/ paid to the respective Shareholders. In any case, if Equity Shares are not accepted, the unaccepted Equity Shares will be credited back to the Residual Public Shareholders’ depository account.
- vii. Residual Public Shareholders who are not residents of India should also submit along with their Exit Application Form, all documents as specified in clause 2(B) of this Final Exit Offer Letter.
- viii. Please contact the Registrar to the Delisting Offer or Manager to the Delisting Offer if you require any clarification regarding the procedure for tendering your Equity Shares.

B. Procedure for Residual Public Shareholders holding Equity Shares in Physical Form:

Residual Public Shareholders holding Equity Shares in physical form are advised to first dematerialize such Equity Shares which they intend to tender in the Final Exit offer, since as per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated September 10, 2018, inter-alia, every holder of securities of an Unlisted Public Company who intend to transfer such securities on or after October 02, 2018, shall get such securities dematerialized before the transfer. Acquirers therefore cannot accept Exit Application Form with Equity Shares if any, tendered in physical form.

- C. 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 in the Exit Offer, and the Acquirers or the Registrar to the Delisting Offer or the Manager to the Delisting 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, the Acquirers shall

assume that the eligible Residual Public Shareholders have submitted their Exit Application Forms only after obtaining applicable approvals, if any. The Acquirers reserves the right to reject those Exit Application Forms which are submitted without attaching a copy of such required approvals.

- D. The Equity Shares to be acquired under this Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected.
- E. Residual Public Shareholders should ensure that their Exit Application Form, together with the necessary enclosures is received by the Registrar to the Delisting Offer on or before the last day of the Exit Period i.e. September 30, 2021, at their office address at 1-2-285, Domalguda, Hyderabad, Telangana, 500029. Further note that hand delivery shall be accepted from Monday to Friday 10.00 AM to 5.00 PM, except on public holidays.
- F. In the event some Residual Public Shareholders do not receive, or misplace their Final Exit Offer Letter, they may obtain a copy by writing to the Registrar to the Delisting Offer at, Aarathi Consultants Private Limited at Aarathi Consultants Pvt. Ltd, 1-2-285, Domalguda, Hyderabad, Telangana, 500029, clearly marking the envelope **'REIL ELECTRICALS LIMITED – FINAL EXIT OFFER'**. Further, Residual Public Shareholders may also obtain a soft copy of the Final Exit Offer Letter from the website of the Registrar to the Delisting Offer i.e. www.aarathiconsultants.com or the website of the Manager to the Delisting Offer i.e. www.karvyinvestmentbanking.com.
- G. In the event that Equity Shares are being tendered on behalf of the Residual Public Shareholders by power of attorney holders ("**PoA Holders**"), the Exit Application Forms shall be signed by the PoA Holders. Further, a copy of the power of attorney executed in favor of the PoA Holders should also be provided in the event that such power of attorney is not duly registered with their Depository Participant.
- H. 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
Individual / HUF	<ol style="list-style-type: none"> Exit Application Form duly filled and signed by the registered shareholder(s). The duly executed /acknowledged copy of the delivery instruction slip/a print out of the computer generated confirmation of transfer of shares (<i>in case of online transfer of shares</i>).
Corporate	<ol style="list-style-type: none"> Exit Application Form duly filled and signed by an authorized signatory who is duly authorized by the board resolution. The duly executed /acknowledged copy of the delivery instruction slip/a print out of the computer generated confirmation of transfer of shares (in case of online transfer of shares). Corporate Authorization / Board Resolution.
Bids submitted through Power of Attorney ("POA")	<ol style="list-style-type: none"> Exit Application Form duly filled and signed by the POA holder(s). 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). If POA is not registered with the Depository Participant, then the copy of PoA duly executed in favor of PoA Holders.
Custodian	<ol style="list-style-type: none"> Exit Application Form duly filled and signed by an authorized signatory 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). Corporate Authorization / Board Resolutions.

2. NON-RESIDENT SHAREHOLDERS

- A. It shall be the responsibility of the Residual Public Shareholders who are Non-resident Indians, Persons Resident outside India, Overseas Corporate Bodies ("OCBs"), Foreign Institutional Investors ("FII")/ Foreign Portfolio Investors ("FPI"), 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 Acquirers shall take no responsibility for the same. The Non-Resident Residual Public Shareholder should attach a copy of any such approval to the Exit Application Form, wherever applicable. Further, Non-Resident Residual Public Shareholders will have to enclose the original certificate which can authorize the Acquirers not to deduct tax from the consideration payable to such shareholder(s) or as the case may be, to deduct the tax at lower than normal applicable tax rate, obtained from income-tax authorities under Section 195(3) or Section 197 as the case may be, of the Income Tax Act, 1961, and also attach necessary documentary evidence with respect to period of holding and the cost of acquisition of shares. Further, for tax related clarity Non-Resident Residual Public Shareholders may also refer to clause 6 of this Exit Letter of Offer.

- 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
Non Resident Indian (“NRI”)	<ol style="list-style-type: none"> 1. Exit Application Form duly filled and signed by the registered shareholder(s) or the POA holder(s). 2. The duly executed/acknowledged copy of the delivery instruction slip/a print out 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(“Income Tax Act”) from the Income 4. 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. 5. 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. 6. 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. 7. 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. 8. 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. 9. Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card OR in case PAN number is not available, then the details and documents as required by Rule 37BC of the Income-tax Rules, 1962.

Non Resident Company/ FII/ FPI/ OCB	<ol style="list-style-type: none"> 1. Self-attested SEBI Registration Certificate and copy of notification issued under the Income Tax Act showing name of FPI, as applicable. 2. The duly executed/acknowledged copy of the delivery instruction slip/a print out of the computer generated confirmation of transfer of shares (in case of online transfer of shares) 3. Certificate from a chartered accountant (along with proof such as demat account statement) certifying that the Equity Shares have been held for more than twenty four months along with acquisition cost, if applicable along with broker invoice / contract note evidencing the date on which the Equity Shares were acquired.) 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. 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. 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 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. 7. Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card OR in case PAN number is not available, then the details and documents as required by Rule 37BC of the Income-tax Rules, 1962
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- C. If any of the documents referred to in clause 2(A) and 2(B) 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.

3. 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 Acquirers by way of electronic credit/ demand draft/ pay order, wherever possible. The Residual Public Shareholders to whom funds have been transferred electronically shall be duly notified by way of a letter by the Registrar to the Delisting Offer. The Acquirers will 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.
- B. The Manager to the Delisting Offer, Karvy Investor Services Limited, shall instruct HDFC Bank Limited, Lakdikapul (the "**Escrow Bank**") to make electronic fund transfers or issue demand drafts/ pay orders 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 Acquirers intend to make payments on monthly basis, within 10 days of the end of the relevant calendar month ("**Monthly Payment Cycle**"). The first Monthly Payment Cycle shall commence within 10 working days from November 01, 2019 for Equity Shares tendered upto October 31, 2019. Please note that the Acquirers reserve the right to make payments earlier. The last Monthly Payment Cycle will be within 10 working days from September 30, 2021 for Equity Shares tendered upto September 30, 2021.
- C. The bank details received electronically from the Residual Public Shareholder's Depository Participant shall be used for making payment of the consideration. 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/pay order in favor of the first/ sole Residual Public Shareholder and dispatched by registered post/speed post, at the Residual Public Shareholder's sole risk, at the address of the first / sole Shareholders' Depository Participant (however, there

will be no obligation on the Acquirers or Manager to the Delisting Offer or Registrar to the Delisting Offer to do the same). None of the Acquirers, the Company, the Manager to the Delisting Offer or the Registrar to the Delisting Offer shall be responsible for delay in receipt of consideration by the Residual Public Shareholder.

- D. Unaccepted Equity Shares deposited in the Special Depository Account, will 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.
- E. The Equity Shares received from Residual Public Shareholder in physical form will be rejected and returned to such Residual Public Shareholder and dispatched by registered post/speed post, at the Residual Public Shareholder's sole risk, at the address of the first/sole shareholder.

4. EXIT OFFER PERIOD

The Residual Public Shareholders may submit their Exit Application Form along with the relevant documents to the Registrar to the Delisting Offer at the Exit Price at any time during the Exit 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 Delisting Offer on or before September 30, 2021.

- 5. Tax, wherever applicable, would be deducted at the prescribed rates as per the prevailing Laws.
- 6. The Residual Public Shareholders who wish to tender their Shares must submit the information all at once as given in the Exit Offer / Exit Offer Final Application Form, and those that may be additionally requested for by the Acquirers. The documents submitted by the Shareholders along with the Exit Offer Final Application Form will be considered as final. Any further/delayed submission of additional documents, unless specifically requested by the Acquirers may not be accepted.

7. Compliance Officer

Ms Girija Rampalli

Company Secretary & Compliance Officer

REIL Electricals India Limited,

Registered Office: No.8-2-409,

Road No.6, Banjara Hills, Hyderabad,

Telangana – 500 034,

Tel No: +91 40 23354833, Email Id: cs@reilindia.com

8. GENERAL

Every 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 Acquirers or the Company or the Manager to the Offer or the Registrar to the Offer, whatsoever by reason of any loss which may be suffered by such Residual Shareholder consequent to or in connection with the Exit Offer.

This Exit Offer Final Letter is issued on behalf of the Acquirers by
For and on behalf of Acquirers

Sd/-

Bhupinder Singh Sahney

Place: Hyderabad

Date: September 21, 2019

Enclosures : Final Exit Offer Letter and Application Form

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Please read this document along with the Exit Offer letter dated May 17, 2019 (“Exit Offer Letter”) issued by **Mr Bhupinder Singh Sahney**, represented by Promoter & Promoter Group / Acquirers (on his behalf and on behalf of (Formerly BS Real Estate Ventures Private Limited (Formerly Bhupinder Investment Company Private Limited), Ms Brijween Kaur Sahney, Ms Jasmine Sahney Pillai, Ms Anjana Sahney Thakker, Ms Ambita Sahney and Ms Deepika Sahney) (*hereinafter collectively referred to as “Acquirers” of REIL Electricals India Limited*) in respect of voluntary delisting of the equity shares of Rs.10/- each of REIL Electricals India Limited (“Company”/“REIL”) from BSE Limited (“BSE”). This Exit Offer Application Form is in continuation to and should be read in conjunction with the public announcement published on February 26th, 2019 (“PA”), Exit Offer Letter dated May 17th, 2019 (“Exit Offer Letter”) and Final Exit Offer Letter dated September 21, 2019 (“Final Exit Offer Letter”) since the terms and conditions of the Final Exit Offer Letter are deemed to have been incorporated in and form part of this document (“Exit Offer Application Form”). If there is any conflict between the provisions of this Exit Offer Application Form and the Final Exit Offer Letter, the provisions of the Final Exit Offer Letter shall prevail.

EXIT OFFER APPLICATION FORM FOR TENDER OF EQUITY SHARES OF RS.10/- EACH OF REIL ELECTRICALS INDIA LIMITED

(the “Company”/ “REIL”)
(CIN: L31909TG1973PLC015448)

Registered Office: No.8-2-409, Road No.6, Banjara Hills, Hyderabad, Telangana - 500 034,
Tel No: +91 40-23354833, 73306 24499

Website: www.reilindia.com, **Email:** cs@reilindia.com,

Contact Person: Mrs. Girija Rampalli, Company Secretary.

Pursuant to the exit offer by the Acquirers in compliance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended (“Delisting Regulations”) and SEBI Order No.SEBI/WTM/GM/CFD/ 88 /2018-19 dated February 04, 2019 (hereinafter referred to as “Order”/“SEBI Order”).

Exit Price of Rs.45/- per equity share

Exit Period Opens	October 01, 2019
Exit Period Closes	September 30, 2021
Exit Price per share	Rs.45/- per equity share

To
The Acquirers,

Re: Exit Offer for Residual Public Shareholders of the Company. The Exit Price for the Exit Offer has been determined as Rs.45/- per Equity Share

Acknowledgements and Authorisation

● I/We having read and understood the terms and conditions set out below, in the Final Exit Offer Letter, hereby tender my/our shares in response to the Final Exit Offer Letter ; ● I/We hereby undertake the responsibility for the Exit Offer Final Application Form and the Shares tendered under the Exit Offer and hereby confirm that the Acquirers/Manager to the Offer/Registrar to the Offer shall not be liable for any delay/loss in transit resulting into delayed receipt or non-receipt of the Exit Offer Final Application Form along with all requisite documents, by the Registrar to the Offer or delay/failure in credit of Shares to the Special Depository Account within due time, due to inaccurate/incomplete particulars/ instructions or any reason whatsoever; ● For Shares held in Dematerialised Form - I / We acknowledge and accept that my/ our Shares will remain credited in the Special Depository Account until the acquisition of my/our Shares by the Acquirers in accordance with the terms of the Final Exit Offer Letter or until the return of my/our Shares in case the Shares have not been validly tendered; ● I/We understand that the consideration payable to me / us will be paid by the Acquirers only if my / our Shares are validly tendered in accordance with the Exit Offer Final Letter and the Delisting Regulations; ● I/We have full power and authority to tender, sell and transfer the Shares. I/We are tendering (together with all rights attached thereto) and the Shares acquired by the Acquirers from me / us will be free from all liens, charges, encumbrances, equitable interests,

rights of preemption or other third party rights of any nature, and together with all rights attaching thereto, on or after the date of acquisition; • I/We hereby declare that there are no restraints/injunctions, or other order of any nature which limits/restricts my/our rights to tender Shares and I/we are the absolute and only owner of these Shares and legally entitled to tender the Shares under the Exit Offer; • My/our signature on my/our Depository Participant Instruction has been duly verified and attested by my/our Depository Participant as evidenced by my/our Depository Participant's stamp of acknowledgement; • If I/We are a Non-Resident Shareholder(s), I/we have enclosed a copy of the original permission which I/we received from the RBI and the additional consents and confirmations as referred to in the Final Exit Offer Letter . In case no permission being required from any regulatory authority for the acquisition of the Shares, I/we would give a declaration by way of a letter to that effect along with the Exit Offer Application Form with reasons for no permission, and that if neither of such documents/permission is enclosed with this Exit Offer Final Application Form, my/our Shares may be treated as invalid; • If I/We am/are a Non-Resident Indian(s), Overseas Corporate Body(ies)/Non-domestic company(ies) or a Foreign Institutional Investor(s) or a non-resident shareholder(s), tax will be deducted at source in accordance with the prevalent applicable Law(s); • If I/We are a Shareholder(s) who is a resident in, or a citizen of, a jurisdiction outside India, I/we have fully observed all applicable legal requirements and that an invitation to tender my/our Shares may be made to and accepted by me/us under the laws of the relevant jurisdiction; • I/We authorize the Acquirers, and Registrar to the Offer to send the payment of consideration, in full and final settlement of the amount due to me/ us, at my/our risk, by way of electronic transfer. In case the address is not registered with the Company, it will be sent to the address details as provided in the Exit Offer Final Application Form; • In case any excess amount is paid to me inadvertently, I/we undertake to return the same immediately; • I/We agree that upon acceptance of the Shares by the 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 Shares of the Company; • I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection with the Exit Offer and agree to abide by the decisions taken in accordance with the applicable Rules and Regulations; • I/We agree that if for any reason the income tax authorities raise a tax claim on the Acquirers and seek to recover tax, interest or penalty from the Acquirers (where such tax claim actually pertains to, or is relatable to, my/ our tax liability), I/we agree to indemnify the Acquirers for the same; • I/We authorize the Acquirers to accept the Shares so offered, which it may decide to accept in consultation with the Manager to the Offer and in terms of the Final Exit Offer Letter ; • I/We are not a promoter(s) of the Company or a person acting in concert with any of the promoters of the Company; • I/We have participated in the Offer pursuant to independent enquiry, investigation and analysis; and • I/We have read carefully the Exit Offer Letter and that I/we agree with the terms and conditions stated therein, and that all the particulars/statements given are true and correct.

1.	Name (in Block Letters) of the Shareholder(s) (Please write the names of the joint holders in the same Sole / First order as appearing in the Share Certificate(s) / Demat Account)	Shareholder	Name	PAN	
		Sole/First			
		Second			
		Third			
2.	Contact Information	Tel No.			
		Mobile No.			
		Email Id:			
3.	Full Address of the First Holder (with Pin Code Number)				
4.	Type of Investor (Please tick)	Individual		NRI – Repatriable	
		HUF		NRI – Non- Repatriable	
		Domestic Company / Body Corporate		FII	
		Mutual Fund		Insurance Company	
		Banks / Financial Institutions		Others (Please Specify)	

FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM

Details of Demat Account and Delivery Instruction executed in favour of Special Depository Account

Name of Depository Participant	
Depository Participant's ID No.	
Client ID No.	
Beneficiary's Name (as appearing in DP's records)	
Date of Execution/Acknowledgement of Delivery Instruction (Copy enclosed)	
Number Of Shares	

6. Other enclosures, as applicable (Please tick)	Power of Attorney		Corporate Authorisation/ Board Resolution	
	Death Certificate		Others (Please specify)	

CHECKLIST (Please Tick)

DEMAT SHAREHOLDERS		
1	EXIT OFFER FINAL APPLICATION FORM	
2	COPY OF ACKNOWLEDGED DEMAT SLIP	
3	INTER DEPOSITORY DELIVERY INSTRUCTIONS, IN CASE OF SHARES HELD THROUGH CDSL.	
4	OTHERS, AS APPLICABLE	

The shareholders holding shares in dematerialized form are requested to tender the shares under this Exit offer by crediting the shares to the following Special Depository Account in OFF-MARKET MODE:

Special Depository Account Name	REIL - DELISTING EXIT OFFER - ESCROW DEMAT ACCOUNT
Name of the Depository Participant	KARVY STOCK BROKING LIMITED
Name of the Depository	National Securities Depository Limited (NSDL)
Depository Participant Identification Number	IN300394
Client Identification Number	20014061
ISIN Number	INE814K01015

Shareholders having their beneficiary account with CDSL have to use inter depository delivery instruction for the purpose of crediting their equity shares in favour of Special Depository Account with NSDL.

Notes:

1. All documents/remittances sent by / to the shareholders will be at their risk and shareholders are advised to adequately safeguard their interest in this regard.
2. In the case of person other than Individual, copy of Power of Attorney, board resolution, authorization etc as applicable and required in respect of support/verification of this form, should also be provided otherwise the same shall be liable for rejection.


3. The consideration shall be paid in the name of Sole/First Holder.
4. In case, the Exit Offer Application Form is not complete in all respects, the same is liable for rejection.
5. To tender your Shares pursuant to the Exit Offer, complete this Exit Offer Application Form by following the instructions herein. Please also read the Acknowledgements and Authorisation above carefully as they contain acknowledgements and authorizations that you will be deemed to have made by your signature of this Exit Offer Application Form.

6. FOR EQUITY SHARES HELD IN PHYSICAL FORM

Residual Public Shareholders holding Equity Shares in physical form are advised to first dematerialize such Equity Shares which they intend to tender in the Exit offer, since as per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated September 10, 2018, inter-alia, every holder of securities of an unlisted Public company who intend to transfer such securities on or after October 02, 2018, shall get such securities dematerialized before the transfer. Acquirers therefore cannot accept Exit application form with Equity Shares if any, tendered in physical form.

7. Please submit the aforesaid documents either by Hand Delivery or Registered Post or Speed Post or courier (at your own risk and cost) to the Registrar to the Offer, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad, Telangana - 500 029, on or before September 30, 2021.

For any queries, please contact:

MANAGER TO THE EXIT OFFER	REGISTRAR TO THE EXIT OFFER
 <p>KARVY INVESTOR SERVICES LIMITED Plot No.31, 8th Floor, Karvy Millennium Nanakramguda, Financial District, Gachibowli, Hyderabad Telangana 500 032 Telephone : +91 40 23428774 / 23312454 / 33216840-6844 Fax: +91 40 23374714 Email ID : cmg@karvy.com www.karvyinvestmentbanking.com Contact Persons: Mr M P Naidu</p>	 <p>Aarthi Consultants Private Limited 1-2-285, Domalguda, Hyderabad Telangana 500 029 Telephone: +91 40 27638111 27634445 Fax number: +91 40 2763 2184 Email ID: info@aarthiconsultants.com Website: www.aarthiconsultants.com</p>

ACKNOWLEDGEMENT SLIP

Received from Mr./Mrs./Ms./M/s _____

Contact Nos. _____

a Exit Offer Application Form for _____ equity shares of REIL Electricals India Limited at an Exit Price of Rs.45/- per equity share to the Acquirers together with:

Received a photocopy of the Depository Participate instruction for the transfer of such Equity Shares from the account bearing.

DP ID No.	
Client ID No.	
Number of Equity Shares	
Signature of Official	Date of receipt

By Book-Post / Courier

If undelivered please return to:

REIL REIL ELECTRICALS INDIA LIMITED

(the “Company”/ “REIL”)

(CIN: L31909TG1973PLC015448)

Registered Office: No.8-2-409, Road No.6, Banjara Hills, Hyderabad, Telangana - 500 034,
Tel No: +91 40-23354833,

Website: www.reilindia.com, **Email:** cs@reilindia.com.

Contact Person: Mrs. Girija Rampalli, Company Secretary and Compliance Officer.