

SANTOSH

INDUSTRIES LIMITED

Date: 15.11.2019

To,
The Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Fort,
Mumbai- 400001

To,
The Secretary,
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata- 700001

Dear Sir,

Subject: Exit Offer Public Announcement issued by Mr. Surendra Kumar Dugar, Mrs. Madhu Dugar, Mrs. Pratibha Dugar, Mr. Sanyam Dugar, Mr. Rishabh Dugar, Mr. Shreyans Dugar, Mrs. Vinita Dugar, Mr. Anant Dugar, Surendra Kumar Dugar HUF and Kamal Kumar Dugar HUF, all forming part of the Promoters/Promoter Group (collectively referred to as "Acquirers") for the Delisting Offer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations").

The Acquirers had issued a Exit Offer Public Announcement dated 14.11.2019 in accordance with regulation 21 of the Delisting Regulations on 15.11.2019 announcing the delisting of the equity shares of the Company from all the stock exchanges where it equity shares were listed and further made an Exit Offer to the remaining public shareholders of the Company to offer their equity shares to the Acquirers at the price of Rs. 310/- per equity share for a period of one year from the date of delisting in accordance with the Delisting Regulations.

In compliance with the Delisting Regulations, we would further like to inform you that the aforesaid Exit Offer Public Announcement was published on 15.11.2019 in the following newspapers:

Newspaper	Language	Edition
The Financial Express	English	All India Editions
Jansatta	Hindi	All India Editions
Mumbai Lakshadweep	Marathi	Mumbai Daily Edition
Sukhabar	Bengali	Kolkata Daily Edition

Please find enclosed the copy of the said Exit Offer Public Announcement for your reference and record.

Thanking you,

Yours faithfully,

For Santosh Industries Limited
For SANTOSH INDUSTRIES LIMITED

Jyoti Bhartiya
Company Secretary
M.No.A46327

Encl: As stated above

Regd Office : Suite No. 3A, 3rd Floor, 3A, Auckland Place, Kolkata 700 017

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CIN No. L51909WB1960PLC024531

**POST OFFER PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF
SANTOSH INDUSTRIES LIMITED**

CIN: L51909WB1960PLC024531,

Registered Office: 3A, Auckland Place, 3rd Floor, Suite No. 3A, Kolkata- 700017

Tel. No. : (033) 2290 2277/ 3377; Fax No. : (033) 2290 4477,

Email: sil@bmd.net.in, Website: www.santoshindustrieslimited.in

This Exit Offer Public Announcement ("Exit Offer PA") is being issued in accordance with Regulation 21 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended (the "Delisting Regulations") by Mr. Surendra Kumar Dugar, Mrs. Madhu Dugar, Mrs. Pratibha Dugar, Mr. Sanyam Dugar, Mr. Rishabh Dugar, Mr. Shreyans Dugar, Mrs. Vinita Dugar, Mr. Anant Dugar, Surendra Kumar Dugar HUF and Kamal Kumar Dugar HUF, all forming part of the Promoters/ Promoter Group (hereinafter collectively referred to as the "Acquirers") of M/s. Santosh Industries Limited (hereinafter referred to as the "Company"/ "SIL"), to provide the remaining public shareholders ("Residual/ Remaining Public Shareholders") of SIL an exit opportunity. The Acquirers intend to acquire 32,388 (Thirty Two Thousand Three Hundred Eighty Eight) equity shares representing 0.67% of fully paid up equity share capital of the Company held by the Residual Public Shareholders. This Exit Offer PA is in continuation of, and should be read in conjunction with the Public Announcement dated 19.08.2019, published on 20.08.2019 ("Public Announcement"/ "PA"), the Letter of Offer ("LOF") dated 19.08.2019 and the Corrigendum to the Public Announcement dated 04.09.2019, published on 05.09.2019 ("Corrigendum to the PA") and the Post Offer Public Announcement dated 11.09.2019, published on 12.09.2019 ("Post Offer PA") in accordance with Regulation 18 of the Delisting Regulations.

Capitalized terms used but not defined in this Exit Offer PA shall have the same meaning assigned to them as in the Original PA, Letter of Offer, Corrigendum to the PA, Post Offer PA and Exit Offer Letter (As defined below).

1. INTIMATION OF DATE OF DELISTING :

- 1.1 Following the closure of the Delisting Offer and in accordance with the Delisting Regulations, the Company applied for the final delisting of its Equity Shares on 19.09.2019 & 18.09.2019 from BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE") respectively (hereinafter collectively referred to as the "Stock Exchanges") i.e. both the Stock Exchanges where the equity shares of the Company were listed.
- 1.2 CSE, vide its letter no. CSE/LD/14856/2019 dated 30.10.2019 has communicated that the equity shares of the Company will be delisted from official list of CSE with effect from 31.10.2019.
- 1.3 BSE, vide its letter no. LO/DL/VM/287/2019-20 dated 13.11.2019 has communicated that the equity shares of the Company will be delisted from official records of BSE with effect from 27.11.2019.

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

2. OUTSTANDING EQUITY SHARES AFTER DELISTING :


- 2.1 In accordance with regulation 21(1) of the Delisting Regulations, and as announced earlier in the Post Offer PA, the remaining Public Shareholders of the Company who did not or were not able to participate in the reverse book building process ("RBB Process") or who unsuccessfully tendered their equity shares in RBB process will be able to offer their equity shares to the Acquirers at the price of Rs. 310/- (Rupees Three Hundred and Ten Only) ("Exit Price") for a period of one year starting from the Date of Delisting i.e., from 28.11.2019 to 27.11.2020 ("Exit Period").
- 2.2 The Offer Letter ("Exit Offer Letter") in this regard shall be dispatched to the remaining Public Shareholders whose names appear in the register of members of the Company as on 08.11.2019. In the event of any shareholder not receiving, or misplacing their Exit Offer Letter, they may obtain a copy by writing to the Registrar to the Offer i.e., Maheshwari Datamatics Private Limited, clearly marking the envelope "SIL- EXIT OFFER" at 23, R.N. Mukherjee Road, 5th Floor, Kolkata- 700 001. Alternatively, the soft copy of the exit offer letter may be downloaded from the website of the Company at www.santoshindustrieslimited.in and Manager to the Exit Offer at www.vccorporate.com.

3. PAYMENT OF CONSIDERATION TO RESIDUAL SHAREHOLDERS :

Subject to any regulatory approvals as may be required, the Acquirers intend to make payments on monthly basis, within 15 days of the end of the relevant calendar month ("Monthly Payment Cycle"). The first Monthly Payment Cycle shall commence within 15 days from December 01, 2019 for Equity Shares tendered upto November 30, 2019. Payments will be made only to those shareholders who have validly tendered their equity shares, by following the instructions laid out in the Exit Offer Letter. Please note that the Acquirers reserve the right to make payments earlier.

If the Public Shareholders have any query, they may contact the Manager to the Offer or the Registrar to the Offer (details appearing below).

	<p>MANAGER TO THE DELISTING OFFER:</p> <p>VC Corporate Advisers Private Limited CIN: U67120WB2005PTC106051 SEBI REGN No.: INM00011096 Validity of Registration: Permanent (Contact Person: Ms. Urvi Belani) 31 Ganesh Chandra Avenue, 2nd Floor, Suite No -2C, Kolkata-700 013. Phone No : (033) 2225-3940 Fax : (033) 2225-3941 Email: mail@vccorporate.com Website: www.vccorporate.com</p>
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	<p>REGISTRAR TO THE DELISTING OFFER:</p> <p>Maheshwari Datamatics Private Limited, CIN: U20221WB1982PTC034886 SEBI REGN No.: INR000000353 Validity of Registration: Permanent (Contact Person: Mr. S. Rajagopal) 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700 001 Tel No.: (033) 2248-2248 Fax No.: (033) 2248 4787 Email: mdpldc@yahoo.com Website: www.mdpl.in</p>
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Signed by the Acquirers:

Sd/- Surendra Kumar Dugar Promoter Director	Sd/- Sanyam Dugar Promoter	Sd/- Rishabh Dugar Promoter	Sd/- Anant Dugar Promoter	Sd/- Madhu Dugar Promoter Director	Sd/- Pratibha Dugar Promoter
Sd/- Shreyans Dugar Promoter	Sd/- Vinita Dugar Promoter	For Kamal Kumar Dugar HUF Sd/- Kamal Kumar Dugar Karta	For Surendra Kumar Dugar HUF Sd/- Surendra Kumar Dugar Karta		

Date: 14.11.2019

Place: Kolkata

