

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

EXIT OFFER LETTER
To the Public Equity Shareholders Of
KRISHNA CONTINENTAL LIMITED

CIN NO: L55101DL1981PLC012543

Registered Office.: 31-32 Community Centre Saket New Delhi South Delhi- 110017
Tel. No.: 011-40543333 Fax Nos.: 011-40543334 Email id.: am@silverfernsindia.com

Date: February 05, 2018

Dear Shareholder(s),

We are pleased to send you this “Exit Offer Letter” being public equity shareholder of KRISHNA CONTINENTAL LIMITED (KCL / the Company) pursuant to applicable provisions of SEBI Circular no. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 (‘SEBI Circular’) in respect of companies moved to the Dissemination Board of Stock Exchanges.

Exit Offer at a price of Rs. 49.41/- per equity share (‘Exit Offer Price’)

As you may be aware, the equity shares of the Company were listed on Delhi Stock Exchange (‘DSE’). Consequent to the derecognition of DSE vide SEBI Order no. WTM/PS/45/MRD/DSA/NOV/2014 dated November 19, 2014, the Company was moved to the Dissemination Board (‘DB’) of BSE Limited (‘BSE’).

I, GurinderJit Singh (‘**The Acquirer**’), being the promoter of the Company, in terms of applicable provisions of SEBI Circular no. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 intend to provide an exit opportunity to the Public Shareholders and have appointed Intensive Fiscal Services Private Limited, a category I Merchant Banker and empanelled Registered Valuer on BSE as the Independent Valuer to carry out valuation of equity shares of the Company.

The issued equity share capital of the Company comprises of 22,85,750 equity shares of Rs.10/- each aggregating to Rs. 2,28,57,500/-. The subscribed and paid up capital of the Company as on date comprises of 22,85,750 equity shares of Rs.10/- each aggregating to Rs. 2,28,57,500/-.

The brief audited financial of the Company for the last three (3) Financial Years is as under:

Particulars	For the year ended	For the year ended	For the year ended
	March 31, 2017	March 31, 2016	March 31, 2015
	Audited	Audited	Audited
Share Capital	2,28,57,500	2,28,57,500	2,28,57,500
Reserves & Surplus	9,01,44,536	(172,589,849)	(136,834,536)
Networth	11,30,02,036	(149,732,349)	(113,977,036)
Total Income	18,63,17,367	3,75,71,843	33,832,587
PAT	(4,98,66,563)	(3,57,55,313)	(3,45,47,134)
EPS	43	(14)	(13.78)

As on date, the promoter group holds 18,90,154 equity shares of Rs. 10/- each of KCL representing 82.69% of the paid-up equity share capital of KCL. The promoter now seeks to acquire the balance 3,95,596 equity shares of Rs.10/- each, representing 17.31% of the paid-up equity share capital of KCL from the Public Shareholders of KCL. Subsequent to the completion of the process, KCL shall make an application to BSE for removal of its name (KCL) from the DB of BSE and get the company delisted.

Justification of Exit Offer Price

The Acquirer has appointed Intensive Fiscal Services Private Limited as an 'Independent Valuer' for the purpose of determining the Exit Offer Price of the equity shares of the Company. As per the Valuation Report dated August 31, 2017 submitted by Intensive Fiscal Services Private Limited, the fair value per equity share of face value Rs. 10/- each of KCL works out to Rs. 49.41 (Rupees Forty Nine and Forty One Paise Only). The Fair Value has been arrived at based on the weighted average of Net Asset Value (NAV) method Price Earning Capitalization Method (PECV) and Market Value Method (MV) as per HUL method. Based on the valuation report the Acquirer is making an offer to acquire the equity shares from the public shareholders at an exit price of Rs. 49.41 (Rupees Forty Nine and Forty One Paise Only).

Rationale for making the Exit Offer

The exit option offered is in the interest of the public shareholders as they will have an exit opportunity and get a fair value for their equity shares. There has been no 'trading' in equity shares of KCL on DSE or on DB of BSE in the past many years. The present Offer gives an opportunity to public shareholders to get an exit at fair value of equity shares held by them.

In view of above, the acquirer proposes to acquire all the equity shares from the public shareholders representing 17.31% of total equity share capital by giving an exit opportunity at Rs. 49.41/- per equity share.

Acceptance and Settlement of the Shares

We hereby request you to kindly comply with the requirements as mentioned herein, to avail of the Exit Offer.

- a) All Public Equity Shareholders, whether holding Equity Shares in dematerialized form or physical form, are eligible to participate in this Exit Offer at any time during the tendering period of this Offer.
- b) The Public Equity Shareholders who wish to tender their equity shares pursuant to this Offer will be required to send their application form in the manner specified in the Exit Offer Letter to **Mas Services Limited** ("RTA"), in accordance with the instructions contained in the Exit Offer Letter and Application Form.
- c) The Public Equity Shareholders who wish to tender their shares in this Offer will have to deliver the relevant documents as mentioned below and such other documents as specified in the Exit Offer Letter at the RTA's office either by hand delivery or by registered post or by courier between 10.30a.m. and 4.30 p.m. on any Working Day during the Tendering Period. The documents should not be sent to the Company or the Promoter.

- d) Public Equity Shareholders who have not received the Exit Offer Letter, may also tender their equity shares by downloading the Exit Offer Letter from the Company's Website i.e. www.silverfensindia.com.
- e) Such application should be sent to the RTA together with the relevant share certificate(s) and duly stamped transfer forms (if the Equity Shares are held in physical form) and/or such other documents as specified in the Exit Offer Letter.
- f) **Public Equity Shareholders who are holding Equity Shares in the physical form and who wish to tender their respective Equity Shares in the offer are required to submit the following**
- i. Duly completed and signed Application Form addressed to the RTA,
 - ii. The Original Share Certificate(s),
 - iii. Valid transfer deed(s),
 - iv. Copy of PAN Card of Shareholder including joint holders, if any
 - v. Cancelled Cheque
 - vi. Such other documents as may be specified in the Application Form.

These documents shall be sent either by hand delivery on weekdays or by registered post or by courier to the RTA so as to reach on or before the closure of the tendering period i.e. not later than February 20, 2018 in accordance with the instruction specified in the Exit Offer Letter and the Application Form.

In case of non-receipt of the duly completed Application Form, but receipt of other documents including the original share certificates, valid share transfer deeds and PAN, prior to the Closure of the Tendering Period i.e. not later than February 20, 2018, the acquirer may, in his sole discretion, deem the Equity Shares to have been accepted under the Offer.

Settlement

The payment for accepted equity shares will be made within fifteen (15) working days from the date of closure of this Offer by way of pay order/demand draft/RTGS/NEFT or any other permitted electronic mode of transfer. In case of joint holders, payments will be made in the name of the first holder.

Public Equity Shareholders who opt to receive consideration through electronic means are requested to give the authorization for electronic mode of transfer of funds in the application form, provide the Magnetic Ink Character Recognition (MICR) / Indian Financial System Code (IFSC) of their bank branch and enclose a cancelled cheque or a photocopy of a cheque associated with the particular bank account, along with the application form.

For Public Equity Shareholders who do not opt for electronic mode of transfer, payment consideration will be made by pay orders or demand drafts payable at par at places where the address of the Public Equity Shareholder is registered and will be dispatched to the shareholder(s) by registered post.

Liability of the Acquirer Post Exit Offer:

The Acquirer is liable to acquire the equity shares of public shareholders who have not offered their shares under Exit Offer upto a period of one (1) year from the completion of the offer at the Exit Offer price.

Exit Offer Period

You may tender your application form with the accompanying documents to the RTA at the below mentioned address on all working days during normal working hours i.e. 10.30 am to 4.30 pm (excluding Sundays and public holiday) from February 12, 2018 to February 20, 2018 (both days inclusive).

Exit Offer Schedule

Date of Opening of Offer	February 12, 2018	Monday
Date of Closing of Offer	February 20, 2018	Tuesday
Last date of payment of consideration to the public shareholders	March 14, 2018	Wednesday

The Acquirer shall certify to the satisfaction of BSE that appropriate procedure has been followed for providing exit to public shareholders of the Company. Subsequently, BSE upon satisfaction shall remove the Company from the DB.

If you seek any clarification/information in connection with this Exit Offer Letter please contact the company on the contact details Tel. No.: 011-40543333, Fax Nos.: 011-40543334 Email id.: am@silverfernsindia.com. or RTA at the below mentioned details:-

Mas Services Limited

T-34, 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110020

Tel. No. 011-26387281/82/83

Fax No. 011-26387384

E-mail ID: info@masserv.com

Contact Person: Mr. N. C. Pal

Yours Sincerely,

Sd/-

Gurinder Jit Singh

Place: New Delhi

Date: February 05, 2018

FORM OF ACCEPTANCE – CUM – ACKNOWLEDGEMENT

OFFER OPENS ON: February 12, 2018
OFFER CLOSSES ON: February 20, 2018

Name:

Address:

Folio No.:

Sr. No:

No of Shares Held:

Tel No:

Fax No:

E-Mail:

To,

Mas Services Limited

T-34, 2nd Floor, Okhla Industrial Area,

Phase-II, New Delhi-110020

Sub : Exit Offer to the Public Shareholders of Krishna Continental Limited by Gurinder Jit Singh (“Acquirer”) to acquire equity shares at an Exit Price of Rs. 49.41/- per equity share.

Dear Sir,

I/We refer to the Exit Offer Letter dated **February 05, 2018** for acquiring the Equity Shares held by me/us in **Krishna Continental Limited (“KCL”)**.

I/We, the undersigned, have read the Exit Offer Letter and understood its contents including the terms and conditions as mentioned therein. I/We, hold shares, accept the offer and enclose the original Share certificate (s) and duly signed transfer deed (s) in respect of my/our Shares as detailed below:

DETAILS OF SHARES CERTIFICATE

Sr. No.	Certificate No.	Distinctive No(s)		No. of Shares
		From	To	
Total Number of Equity Shares				

(In case of insufficient space, please use additional sheet and authenticate the same)

SHARES HELD IN DEMATERIALIZED FORM

Sr. No.	DP Name	DP ID	Client ID	No. of Shares

(P.T.O.)

-----TEAR ALONG THIS LINE-----

Acknowledgement Slip Sr. No. _____

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

Address _____

Physical Shares: Folio No. _____ / Demat Shares: DP ID: _____ Client ID: _____

Form of Acceptance along with (Tick whichever is applicable):

Physical Shares: No. of Shares _____; No. of certificate enclosed _____

Demat Shares: Copy of delivery instruction for _____ No. of Shares _____

Signature of Official: _____ Date of Receipt _____ Stamp of Collection Centre _____

I / We confirm that the equity shares which are being tendered herewith by me / us under this Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter and that I / We have obtained any necessary consents to sell the equity shares on the foregoing basis.

I / We also note and understand that the obligation on the Acquirer to pay the purchase consideration arises only after verification of the certification, documents and signatures submitted along with this Form of Acceptance-cum-Acknowledgment.

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of equity shares under the Income Tax Act, 1961. I / We are not debarred from dealing in equity shares.

I / We authorize the Acquirer to accept the Shares so offered which they may decide to accept in terms of the Exit Offer Letter and I/We further authorize the Acquirer to return to me/us, Equity Share certificate(s) in respect of which the Offer is not found valid / not accepted, specifying the reasons thereof.

I / We authorize the Acquirer or the Registrars to the Offer to send by registered post/under certificate of posting, the Cheque, in settlement of the amount to the sole/first holder at the address mentioned below:

Yours faithfully,
Signed and Delivered:

	Full Name(s)	PAN No.	Signature(s)
First / Sole Shareholder			
Second Shareholder			
Third Shareholder			

Note: In case of joint holdings, all holders must sign. A corporation / Company must affix its common seal.

Address of First/Sole Shareholder: _____

Place: _____ Date: _____

So as to avoid fraudulent encashment in transit, Shareholder(s) may provide details of bank account of the first / sole Shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank _____	Branch _____
Account Number _____	Savings / Current / Other (Please Specify) _____
<input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
In case of NECS, 9- digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank)	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
In the case of RTGS/NEFT, 11 digit IFSC code	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

Please enclosed cancelled cheque and copy of pancard

-----TEAR ALONG THIS LINE-----

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No.:

Mas Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi-110020
Tel. No. 011-26387281/82/83
Fax No. 011-26387384
E-mail ID: info@masserv.com
Contact Person: Mr. N. C. Pal