

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Exit Offer Letter (“Offer Letter” or “Exit Offer”) is being sent to you as a Shareholder of Manjushree Plantations Limited (“MPL”). In case you have recently sold your Shares in the Company, please hand over the “Offer Letter” and the accompanying documents to the Person to whom the Sale was affected.

EXIT OFFER

To the Shareholders of
Manjushree Plantations Limited

CIN: U01132WB2004PLC100598

Registered Office: 7E, Neelamber Building, 28B, Shakespeare Sarani, Kolkata - 700017

Phone: 91-033 22835660/61/62; Fax 91-33-22818323/22821568

Email: info@groupmanjushree.com; Website: www.manjushreeplantations.com

From:

Smt. Manjushree Khaitan along with other promoters Basant Kumar Birla, Birla Education Trust, Birla Educational Institution, Birla Institute of Technology and Science and Manav Investment and Trading Company Limited

Inviting you to tender your fully paid-up Equity Shares of Rs. 10/- each of the Company at a price of Rs. 2/- (Rupees Two only) per Equity Share.

If you wish to tender your Equity Shares to the Offerer, you should:

- Read this Offer Letter and the instructions herein;
- Complete and sign the accompanying “Form of Acceptance” in accordance with the instructions therein and in this “Offer Letter”;
- Submit your “Form of Acceptance” along with duly executed Transfer deed(s) in form SH-4 accompanied with relevant original Share certificate(s) by hand delivery as set out in this “Offer Letter” or you may submit by registered post, speed post or courier only (at your own cost and risk), clearly marking the envelope “Manjushree Plantations Limited – EXIT OFFER” to Niche Technologies Private Limited, D-511 Bagree Market, 5th floor, 71, B.R.B Basu Road, Kolkata - 700001. The aforesaid Form of Acceptance should be received on or before the Closing Date i.e. Friday, February 10, 2017 by 5.30 P.M. or on the extended date, as the case may be.

Exit Offer Price	Rs.2.00 per share
Exit Period Opens	Monday, February 06, 2017
Exit Period Closes	Friday, February 10, 2017
Cut-Off Date for the eligible shareholders	Saturday, December 31, 2016

INDEPENDENT VALUER:



Gretex Corporate Services Private Limited

SEBI Registration No: INM000012177

(Contact Person: Mr. Goutam Seal)

90, Phears Lane, 5th Floor, Kolkata - 700012

Tel No.: +91-33-4006-9278

Email: info@gretexgroup.com,

Website: www.gretexcorporate.com

REGISTRAR TO THE OFFER:



Niche Technologies Private Limited

SEBI Registration No.: INR000003290

(Contact Person: Mr. S. Abbas)

D-511 Bagree Market, 5th floor,

71, B.R.B Basu Road, Kolkata - 700001

Tel.: +91-33-2235-7270/ 7271/ 2234-3576

Email: nichetechpl@nichetechpl.com

Website: www.nichetechpl.com

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ACTIVITY SCHEDULE:

Sl. No.	Actionable	Date
1	Submit Letter of Intent & Plan of Action	Monday January 02, 2017
	Submit the Undertaking to DSE as per Annexure - B	
	Submit details of the Promoters / Directors / KMPs and details of Public Shareholders as per Annexure - C	
	Submit Latest Annual returns filed with ROC	
2	Inform NSE about the appointment of Independent Valuer	Monday, January 02, 2017
3	Receipt of valuation report on fair value from the Independent valuer being the exit price to be paid to the public shareholders	Friday, January 13, 2017
4	Public Announcement in at least one national daily with wide circulation, one regional language newspaper of the region where the exited stock exchange was located	Friday, January 20, 2017
5	Execution of Bank Guarantee	Tuesday, January 24, 2017
6	Send letter to the public shareholders informing them about the exit offer and the last date for submitting the acceptance of exit offer by Registered Post/Speed Post	Tuesday, January 24, 2017
7	Provide Exit Offer window (minimum 5 working days)	Monday, February 06, 2017 to Friday, February 10, 2017
8	Payment of Public shareholders who have tendered shares in the exit window	Monday, February 20, 2017
9	Company to send certificate to NSE that appropriate procedure has been followed for providing exit to the shareholders of the Company as per Annexure -D	Friday, February 24, 2017
10	Payment of Public shareholders who have tendered shares after the exit window closure (if any)	within 1 year from the date of closure of exit window

The Exit Offer Publication has been published in the following newspaper

Name of the Newspaper	Edition	Day & Date
The Financial Express (English National Daily)	All Editions	Friday; January 20, 2017
Makkal Kural (Regional Language Daily at the place where the exited stock exchange was located)	Chennai Edition	Friday; January 20, 2017
Arthik Lipi (Regional Language Daily at the place where the Registered Office of the Company is located)	Kolkata Edition	Friday; January 20, 2017

A copy of the Public Announcement dated January 19, 2017 for the Exit Offer is also available on the website of designated stock exchange at www.nseindia.com

Dear Shareholder(s),

Invitation to tender Shares held by you in the Company

“Manjushree Plantations Limited” (hereinafter referred to as “MPL” and / or “the Company”) on behalf of Manjushree Khaitan, Basant Kumar Birla, Birla Education Trust, Birla Educational Institution, Birla Institute of Technology and Science and Manav Investment and Trading Company Limited (hereinafter referred as “Promoters” or Offerer) intends to provide an exit opportunity to the Public Shareholders of “MPL” (defined to mean all the Shareholders other than the Promoters hereinafter referred to as “Public Shareholders”) pursuant to the circular issued by the SEBI bearing No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 and upon exit of Madras Stock Exchange Limited (MSE) vide SEBI Order No. WTM/RKA /MRD/47/2015 dated May 14, 2015.

On the basis of aforesaid order of MSE i.e., the only stock exchange where the equity shares of the Company was listed, the script of the Company has been moved to dissemination board of National Stock Exchange of India Ltd (‘NSE’) and is being classified as an Unlisted Company in adherence with aforesaid SEBI Circular.

I. BACKGROUND OF THE COMPANY:

Manjushree was originally incorporated as The Ouchterlony Valley Estates (1938) Limited on September 5, 1938 under the Indian Companies Act, 1913. Subsequently, the name of the company was changed to Manjushree Plantations Limited on June 23, 1971. The CIN of the Company is U01132WB2004PLC100598. The Registered Office of the Company is presently situated at 7E, Neelamber Building, 28B, Shakespeare Sarani, Kolkata – 700017. Manjushree Plantations Limited (“MPL”) produces tea, coffee and spices at its Estate in Tamil Nadu. However, it does not presently manufacture black tea. In addition, MPL markets a range of packet teas, including high end teas as well as coffee produce at its estate. MPL’s spice range includes Cardamom, Clove and Pepper.

The ISIN of the Company is INE357F01015.

a. The present Board of Directors of the Company is as under:

Sl. No.	Name	Designation
1.	Manjushree Khaitan	Director
2.	Kalyan Sen	Director
3.	Prodosh Kumar Sen	Director
4.	Gourab Mitra	Director
5.	Amit Kumar Choudhury	Director
6.	Mallangada Annaiah Appanna	Whole-time Director

b. Present Share Capital Structure of the Company is as under:

Particulars	No. of Equity Shares (Face Value of Rs.10/- each)	No. of 5 % Cumulative Redeemable Preference Shares (Face Value of Rs.100/- each)	Total Amount (in Rs.)
Authorized Capital	50,00,000	45,00,000	50,00,00,000
Issued, Subscribed and Paid-up Capital	22,83,307	42,13,700*	44,42,03,070

*Preference shares will be due for redemption on 27th March, 2021.

c. The Shareholding Pattern of Equity Shares of the Company as on December 31, 2016 is given below:

Category	No. of Equity Share Holders	Number of Equity Shares held	of total Equity % Share Capital
Promoters and Promoter Group	6	9,37,727	41.07
Public	2239	13,45,580	58.93
Total	2245	22,83,307	100.00

d. Justification on Offer Price:

As the Value per equity shares of MPL of Rs.10.00 each as on January 1, 2017 is negative and for the purpose of giving exit opportunity to the shareholders of the company, Rs.2.00 per share has been considered as the value of equity shares of MPL of Rs.10.00 each as on January 1, 2017.

e. The details of the Compliance Officer of the Company:

Ms. Sneha Kajaria
Address: Industry House, 10 Camac Street
1st Floor, Kolkata- 700017
Phone: 91-033 22835660/61/62
Email: companysecretary@groupmanjushree.com

II. BACKGROUND OF THE PROMOTER / OFFERER:

Smt Manjushree Khaitan, aged 61 years. She holds a degree in Master of Arts in English Literature and has experience of over 3 decades in the field of plantation and various manufacturing units.

Shri Basant Kumar Birla, aged 96 years. He has been an Industrialist and has experience of over seven decades.

Birla Education Trust was registered in 1920 as a Charitable Trust by Shri G.D. Birla, the foundation thus being laid for the establishment and onward growth of educational institutes in Pilani. The Trust is situated at Vidya Vihar, Pilani, Rajasthan – 333031.

Birla Educational Institution was registered on February 23, 1981 under West Bengal Societies Registration Act, 1961. The Institution support schools, colleges and other educational institutions.

Birla Institute of Technology and Science (BITS) was incepted in 1964 as an Institute with Shri G.D. Birla as Founder Chairman. BITS, Pilani is an Institute for higher education and a deemed university under Section 3 of the UGC Act 1956. BITS have centres at Pilani, Goa, Hyderabad and Dubai.

Manav Investment and Trading Company Limited was incorporated on February 29, 1988. The Company is engage in the activities auxiliary to financial intermediation, except insurance and pension funding. The registered office of the Company is at 9/1, R. N. Mukherjee Road, Kolkata - 700001

The “Offerer” belongs to the “Promoter Category” of the Company which holds 9,37,727 Equity Shares of the Company representing 41.07% of the Paid-up Equity Capital of the Company.

As on the date of this “Offer Letter”, the “Offerer” has not been prohibited by SEBI from dealing in Securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, or any other regulations made there under.

III. NECESSITY AND OBJECT OF THE “EXIT OFFER”:

- a. The Equity Shares of the Company was listed at Madras Stock Exchange Limited only. SEBI vide Order No. WTM/RKA/MRD/47/2015 dated May 14, 2015 directed for the exit and de-recognition of the Madras Stock Exchange Limited. Consequently, the Company has been shifted to dissemination board of the NSE and the thus as per SEBI Circular no. CIR/MRD/DSA/18/2014 dated May 22, 2014 status of the Company has been changed to that of an Unlisted Company.
- b. Accordingly, pursuant to SEBI Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 and upon exit of Madras Stock Exchange Limited (MSE), the Promoter is making the present Exit Offer to the Public Shareholders of “MPL”. The Public Shareholders currently hold 13,45,580 Equity Shares of the face value of Rs.10.00 each representing 58.93% of the Paid- up Equity share capital of the Company.
- c. The Company had appointed “Gretex Corporate Services Private Limited” a SEBI registered category I Merchant Banker to determine the fair valuation of Equity Shares of the Company. The Exit price determined on the basis of Fair valuation of the Equity Shares of the Company works out to Rs.2.00 per share as mentioned Valuation Report dated January 13, 2017 issued by the Independent Valuer.
- d. The Promoter now seeks to acquire 13,45,580 Equity Shares having face value Rs.10.00 each at the exit price Rs.2.00 per Equity Share of the Company from the Public Shareholders of “MPL”.

IV. TERMS AND CONDITIONS RELATING TO OFFER:

- a. Accordingly, pursuant to SEBI Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 and upon exit of Madras Stock Exchange Limited (MSE), the Promoters are providing a fair exit opportunity to all the public shareholders of MPL at a price of Rs.2.00 per share (hereinafter termed as the 'Exit Price' or 'Offer Price') which may be availed by sending duly completed Form of Acceptance along with copy of duly executed DP Instruction slip or duly signed Transfer Form and original Share Certificate(s) to the Company clearly marking the envelope "**Manjushree Plantations Limited – EXIT OFFER**" and sent to Niche Technologies Private Limited, D-511 Bagree Market, 5th floor, 71, B.R.B Basu Road, Kolkata - 700001, so as to reach before the closure of the offer i.e. **February 10, 2017**. The Form of Acceptance along with Share Transfer Form to be filled and returned by Public Shareholders is enclosed herewith.

V. PROCEDURE FOR SETTLEMENT/ ACCEPTANCE:

a. **Procedure for Shareholders holding Equity Shares in Dematerialized Form:**

The Shareholders holding Equity Shares in dematerialized form, who are desirous of tendering their Equity Shares in the Exit Offer, must transfer their equity shares from their respective depository accounts to the following Depository Account of the Promoter in **off-market mode**:

DEPOSITORY ACCOUNT NAME	MANJUSHREE KHAITAN
DEPOSITORY PARTICIPANT	DALMIA SECURITIES PVT LTD
DEPOSITORY IDENTIFICATION NO. (DP ID NO.)	IN300222
CLIENT IDENTIFICATION NO. (CLIENT ID)	10038635
DEPOSITORY	NATIONAL SECURITIES DEPOSITORY LIMITED
ISIN OF MPL	INE357F01015

Shareholders who hold their equity shares through Central Depository Services (India) Limited will have to execute inter-depository delivery instructions for the purpose of crediting their equity shares in favour of the aforesaid Depository Account.

On transferring the shares, Shareholders are advised to send a copy of the delivery instruction slip duly acknowledged by the concerned depository together with duly completed and signed Acceptance Form by hand delivery or by registered post or speed post or courier (at their own risk) marking the envelope "**Manjushree Plantations Limited – EXIT OFFER**" to Niche Technologies Private Limited, D-511 Bagree Market, 5th floor, 71, B.R.B Basu Road, Kolkata - 700001.

b. **Procedure for Shareholders holding Equity Shares in Physical Form:**

The Shareholders holding Equity Shares in physical form, who are desirous of tendering their Equity Shares in the Exit Offer must submit the original Share Certificate(s) along with the duly completed and signed Acceptance Form, PAN Card and duly executed transfer deed(s), by hand delivery or by registered post or speed post or courier (at their own risk) with the envelope marked "**Manjushree Plantations Limited – EXIT OFFER**" to Niche Technologies Private Limited, D-511 Bagree Market, 5th floor, 71, B.R.B Basu Road, Kolkata - 700001.

- c. Non-resident Remaining Shareholders should refer to the Acceptance Form for documents to be submitted with the Acceptance Form in addition to the documents referred to in clause (a) & (b) above.
- d. In case the Acceptance Form is not complete in all respects, the same may be liable for rejection.

VI. SETTLEMENT:

- a) Upon fulfillment of the terms and conditions mentioned herein and receipt of the requisite regulatory approvals (if any), the consideration for shares will be paid by the Promoters by way of cheque or demand draft or electronic transfer/ NEFT/ RTGS. The cheque or demand drafts will be dispatched to the Shareholders, at their own risk, by way of speed post / registered post. The Promoters intend to dispatch the payment to Shareholders who have validly tendered their Offer Shares in this Exit Offer following the receipt of duly filled in Form of Acceptance.
- b) The Public Shareholders who have tendered their Shares which are found to be in order the consideration for such Shares will be settled on completion of the Exit period and the payment will be dispatched within 15 working days from the end of the Exit Period.
- c) In case of joint holders, the cheque / pay order / demand draft will be drawn in the name of the first named holders.

- d) Share certificate for any invalid bid, will be dispatched to the Shareholders by speed post / registered post at the shareholders own risk.

In the event of any Shareholder not receiving, or misplacing, their Exit Offer Letter, they may obtain a copy by writing to the Registrar of the Company, clearly marking the envelope “**Manjushree Plantations Limited – EXIT OFFER**” and send to Niche Technologies Private Limited, D-511 Bagree Market, 5th floor, 71, B.R.B Basu Road, Kolkata - 700001.

VII. GENERAL DISCLAIMER

Every person who desires to avail of the ‘Exit Offer’ may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Promoters, or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of Equity Shares through this offer whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Thanking You,

On behalf of the Promoters of

M/s. Manjushree Plantations Ltd

Sd/-

Manjushree Khaitan

Promoter

Place: Kolkata

Date: January 20, 2017

Encl:

1. **Form of Acceptance**
2. **SH-4 (Securities Transfer Form)**

FORM OF ACCEPTANCE

Date:

To,
The Promoters,
Manjushree Plantations Limited
7E, Neelamber Building,
28B, Shakespeare Sarani,
Kolkata – 700017

Dear Sir / Madam

Subject: Exit offer from Promoters for acquisition of Equity Shares of Manjushree Plantations Limited from Public shareholders

- i. I/We having read and understood the terms and conditions set out below, in the Exit Offer Letter and all other related announcements/information, hereby tender my/our shares at such price, which had been fixed as the Exit Price for providing Exit Opportunity to the public shareholders.
- ii. I/We hereby undertake the responsibility for the Exit Form and the Equity Shares tendered under the Exit Offer and we hereby confirm that the Promoter shall not be liable for any delay / loss in transit resulting into delayed receipt or non-receipt of the Exit Form along with the requisite documents or delay/failure in credit of Equity Shares to the Depository Account within due time, due to inaccurate/ incomplete particulars/ instructions or any reason whatsoever.
- iii. I/We also understand that the payment of consideration will be paid after due verification of documents and signatures.
- iv. I/We hereby confirm that I have never sold or part/dealt with in any manner with the shares tendered under this offer and these shares are free from any lien, equitable interest, charges and encumbrances, whatsoever.
- v. 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 this offer.
- vi. I/We understand that the payment of consideration shall be dispatched at the address registered in the records of the Company or mentioned hereunder by way of cheque, demand draft, pay order or similar instrument through speed/registered post or any other service or by way of electronic credit as the case may be.
- vii. I/We undertake to return the amount immediately, received inadvertently.
- viii. I/We agree that upon acceptance of the shares by the Promoter, tendered by me under this offer, I/We would cease to enjoy all right, title, claim, and interest whatsoever, in respect of such shares of the Company.
- ix. I/We further authorize the Promoter to return to us, the Equity Share certificate(s) in respect of which the Exit Application Form is not found valid/ not accepted, specifying the reasons thereof and in the case of dematerialized Equity Shares, to the extent not accepted will be released to my/our depository account at my/our sole risk.
- x. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection to this offer and agree to abide by the decisions taken in accordance with the applicable rules and regulations.
- xi. I/We acknowledge and confirm that all the particulars/statements given are true and correct.

Name of the Sole/First Holder	:	
Address	:	
Contact Details	:	
Joint Holder(s), if any	:	(1)
		(2)
Total No. of Shares held	:	
Folio No.	:	
Certificate No(s):	:	
Distinctive No(s)	:	
FOR SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM		
Details of demat account and delivery instruction executed in favour of Depository Account		
Name of Depository Participant		
Depository Participant's ID No.		

Client ID No.		
Beneficiary Name (as appearing in DP's records)		
Date of execution/acknowledgement of delivery instruction (copy enclosed)		
Number of Equity Shares (In Figures)		
Number of Equity Shares (In Words)		
Other enclosures, as applicable (Please tick as appropriate)	Power of Attorney	Corporate Authorization
	Death Certificate	Others (Please specify) _____

Details of Bank Account

In order to avoid any fraudulent encashment in transit, of the cheque, pay order or demand draft issued by the Promoter 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 so provided.

Shareholders holding Equity Shares in demat form: The bank details will be obtained from the Depositories for payments. The Shareholders are advised to ensure that bank account details are updated in their respective depository participant account as these bank account details would be used for payment of consideration, if any. Please note that failure to do so could result in delays in credit of consideration to the Shareholders at their sole risk and none of the Promoters, the Company, shall be responsible for any such delay. Shareholders should also fill up their bank account details below:

Shareholders holding shares in physical form: In order to avoid any fraudulent encashment in transit of the cheque, pay order or demand draft issued by the Promoter or by ECS/RTGS/NEFT/direct credit towards the consideration payable for the Equity Shares tendered under this Exit Application Form, please fill the following details of the sole Shareholder's bank account (or, in the case of joint holders, the first-named Shareholder's bank account) and any consideration payable will be paid by issuing an instrument or by electronic transfer carrying the details of the bank account so provided

Name of the Bank	
Branch Address	
City & Pin Code of the Branch	
Account No.	
Savings / Current / Others (Please Specify)	
IFSC Code	
(In case you wish to receive funds electronically)	

(Please note that for fund transfer in electronic mode, the transfer would be done at your risk based on the data provided above by you)

Signatures			
	Sole / First Holder	Second Holder	Third Holder

CHECKLIST

(Please tick)

DEMAT SHAREHOLDERS			PHYSICAL SHAREHOLDERS		
1	Exit Form		1	Exit Form	
2	Copy of Acknowledged Demat Slip		2	Original Share Certificates of the Company	
3	Inter Depository Delivery Instruction in case of shares held through CDSL		3	Share Transfer Deed in form Sh-4	
4	Self-Attested copy of PAN card		4	Self-Attested Copy of PAN Card	
5	Others, as applicable		5	Others, as applicable	

Notes:

1. All documents / remittances sent by or to the Shareholders will be at their risk and Shareholders are advised to adequately safeguard their interests in this regard.
2. Please read these notes along with the entire contents of the Exit Offer Letter.
3. In 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, shall also be provided otherwise the same shall be liable for rejection.
4. In case of signature mismatch, the form shall be liable for rejection. It is hereby requested to please put the signatures as recorded with the Company; else a copy of any signature proof may be attached to avoid any inconvenience.
5. The number of shares tendered under this offer should match with the number of shares specified in the share certificate(s) enclosed or shares credited in the MPL DP Account under the respective Client ID number.
6. The consideration shall be paid in the name of sole/first holder.
7. In case, the bids are not complete in all respects, the same may be liable for rejection.
8. In the event that 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 and will/ probate/ succession certificate and other relevant papers, as applicable.
9. Please enclose the PHOTOCOPY OF THE DELIVERY INSTRUCTION OR COUNTERFOIL OF THE DELIVERY INSTRUCTION SLIP (DULY ACKNOWLEDGED BY SUCH DEPOSITORY PARTICIPANT) OR ORIGINAL SHARE CERTIFICATE(S), DULY FILLED AND EXECUTED SHARE TRANSFER DEED.
10. **FOR EQUITY SHARES HELD IN DEMATERIALIZED FORM:**
 - a. Before submitting this Bid Form to the Promoter, please issue necessary instructions to your depository participant (with whom you hold the depository account in which the Equity Shares of Manjushree Plantations Limited are presently held) to credit your Equity Shares into the DP Account (whose details are below).
 - b. The Remaining Shareholders holding Equity Shares in dematerialized form, who are desirous of tendering their Equity Shares in the Exit Offer, must transfer their equity shares from their respective depository accounts to the following Depository Account of the Promoter in off-market mode:

DEPOSITORY ACCOUNT NAME	MANJUSHREE KHAITAN
DEPOSITORY PARTICIPANT	DALMIA SECURITIES PRIVATE LIMITED
DEPOSITORY IDENTIFICATION NO. (DP ID NO.)	IN300222
CLIENT IDENTIFICATION NO. (CLIENT ID)	10038635
DEPOSITORY	NATIONAL SECURITIES DEPOSITORY LIMITED
ISIN OF MPL	INE357F01015

- c. Shareholders having their beneficiary account in the Central Depository Services (India) Limited will have to use inter depository delivery instructions for the purpose of crediting their Equity Shares in favour of the aforesaid Depository Account with the National Securities Depository Limited.
11. **FOR EQUITY SHARES HELD IN PHYSICAL FORM :** Before submitting this Bid Form to the Promoter, you must execute valid share transfer deed(s) in respect of the Equity Shares intended to be tendered under this Exit Offer and attach thereto all the relevant physical share certificates. The share transfer deed(s) shall be signed by the shareholder (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 and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience.
12. **FOR UNREGISTERED SHAREHOLDERS:** 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 proposed transferee(s) along with blank transfer form duly signed as transferor(s) by the said proposed transferee(s) and witnessed at the appropriate place. The transfer deed should be in favour of “MANJUSHREE KHAITAN”. All other requirements for valid transfer will be precondition for acceptance.

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.

ACKNOWLEDGEMENT SLIP

Received from Mr./Mrs./Ms./M/s _____
_____ Contact Nos. _____ a Post Delisting Acceptance Form for _____ equity shares of
Manjushree Plantations Limited at an Exit Price of Rs. 2.00 per equity share to the Promoter together with:

DEMAT SHAREHOLDERS		PHYSICAL SHAREHOLDERS	
DP ID		Folio no.	
Client ID		No. of certificates	
No. of Offer Shares		No. of Offer Shares	
<i>Received but not verified share certificate(s) and share transfer deed</i>			
Signature of Official		Date of receipt	

