

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

This Exit Offer Letter (“Offer Letter”) is being sent to you as a Public Shareholder of 20th Century Engineering Limited (“20th Century”). In case you have recently sold your Shares in the Company, please handover the Offer Letter and the accompanying documents to the person to whom the sale was effected.

**EXIT OFFER TO THE PUBLIC SHAREHOLDERS OF  
M/s 20TH CENTURY ENGINEERING LIMITED**

CIN: L31900DL1984PLC018942

Registered Office: F-27/2, Okhla Industrial Area, Phase-II, New Delhi-110020

Tel. No.: 011-26387091; Email: rocgn@gmail.com

By

**M/s. SPML India Limited having its registered office at 113, Park Street, Poddar Point, South Block, 3<sup>rd</sup> Floor, Kolkata, West Bengal- 700016 (“Offering Promoter”)**

Inviting you to tender your fully paid-up equity shares of face value of Rs. 10/- each of 20th Century Engineering Limited (“20th Century” or the “Company” or the “ELC”), at an offer price of Rs. 22.00 (Rupees Twenty Two only) per Equity Share, in cash, pursuant to the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 (“Exit Circular”).

If you wish to tender your Equity Shares to the Offering Promoter, 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) accompanied with relevant Share certificate(s)/ photocopy of the Delivery Instruction Slip in “Off market” mode, duly acknowledged by the Depository Participant (“DP”) clearly marking the Envelope “**20TH CENTURY ENGINEERING LIMITED - EXIT OFFER**” either by Registered Post/Speed Post/Courier, at your own risk or by hand delivery to our appointed Registrar to the Exit Offer (“RTA”) at **Niche Technologies Private Limited , (Unit: 20th Century Engineering Limited-Exit Offer) at D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001, Tel No: 033- 22357270/7271/ 033- 22343576, Fax No.: 033 -22156823, E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) on or before the closure of business hours on Monday, July 03, 2017.**

**Offer Price**

**Rs. 22.00 (Rupees Twenty Two only) per Equity Share**

**SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER**

Nature of Activity	Day and Date
Specified Date#	Friday, June 16, 2017
Opening of Exit Offer Period	Tuesday, June 27, 2017
Closing of Exit Offer Period	Monday, July 03, 2017
Last Date of Payment to the Public Shareholders who will validly tender their Equity Shares during the Exit Offer Period	Monday, July 17, 2017

*#Specified Date is only for the purpose of determining the names of the Public Shareholders to whom the Offer Letter will be sent. However, all Public Shareholders (registered or unregistered) of the Equity Shares are eligible to participate in the Exit Offer any time before and on the Offer Closing Date.*

**DEFINITIONS**

20th Century Engineering Limited/ Company/20th Century/ ELC	A public limited company incorporated on August 09, 1984 under the provisions of the Companies Act, 1956 and having its registered office at F-27/2, Okhla Industrial Area Phase-II, New Delhi-110020.
Exit Circular	SEBI Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 under which the Offer Letter is being sent to the Public Shareholders.
Exit Offer	Exit Offer means an offer by the Offering Promoter to the Public Shareholders of the ELC for acquisition of their 100% shareholding in the ELC in terms of the Exit Circular.

Exit Offer Period	Means a period of 5 working days commencing from the date of opening of Exit Offer Period on Tuesday, June 27, 2017 to closing of Exit Offer Period on Monday, July 03, 2017.
Exit Window Period	Means a period of 1 year between Tuesday, July 04, 2017 to Tuesday, July 03, 2018 during which Public Shareholders who could not tendered their Equity Shares during Exit Offer Period may tender their shares at same Offer Price.
Independent Valuer/ TCA	M/s Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker and empanelled as an Expert Valuer on the panel of the National Stock Exchange of India Limited and the BSE Limited.
Offer Price	Rs. 22.00 (Rupees Twenty Two only) per Equity Share (which is more than the fair value per Equity Share of Rs. 21.93 per Equity Share as determined by the Independent Valuer).
Offering Promoter	M/s. SPML India Limited having its registered office at 113 Park Street Poddar Point, South Block, 3rd Floor, Kolkata West Bengal- 700016.
Promoters/ Promoter Group	Means all Promoters of the ELC collectively holding 931,750 Equity Shares representing 93.59% of paid up Equity share capital of the ELC.
Public Shareholders	All Shareholders of the ELC other than its Promoters.
Registrar/ Registrar to the Offer/ RTA	Niche Technologies Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001.

Dear Public Shareholder(s),

## Invitation to tender Equity Shares held by you in the ELC

Offering Promoter, on behalf of Promoters of the ELC, is pleased to invite you to tender, subject to the terms and conditions set out below, Equity Shares held by you in the Company pursuant to the Exit Offer made in accordance with relevant provisions of the Exit Circular.

### 1. BACKGROUND OF THE EXIT OFFER

- 1.1. The ELC was listed on the Delhi Stock Exchange Limited ("DSE") and Uttar Pradesh Stock Exchange Limited ("UPSE"). Post the de-recognition/exit of DSE and UPSE by SEBI, the ELC was shifted to the Dissemination Board ("DB") of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").
- 1.2. In terms of Exit Circular, the ELC is under an obligation to secure listing on a Nationwide Stock Exchange(s); alternatively, the Promoters of such ELC have the option of providing exit to its public investors.
- 1.3. The Promoters of the ELC have decided to exercise the option of providing exit to the public shareholders of the ELC in terms of the Exit Circular and M/s. SPML India Limited, one of the Promoters of the ELC ("**Offering Promoter**") is giving the exit option on behalf of the Promoters. The Offering Promoter has opted NSE as the designated Stock Exchange for the purpose of providing the exit opportunity in terms of the Exit Circular.
- 1.4. In view of the above, Offering Promoter has decided to offer exit to the Public Shareholders of the ELC at a price of Rs. 22.00 (Rupees Twenty Two only) per Equity Share (which is more than the fair value per Equity Share of Rs. 21.93 per Equity Share as determined by the Independent Valuer) and Public Shareholders are being invited to tender their fully paid up Equity Shares of Rs.10 each.
- 1.5. In terms of the Exit Circular, the Exit Offer Public Announcement ("Exit Offer PA") was published on Tuesday, June 20, 2017 in the following newspapers:

Name of the Newspaper	Language	Edition
Business Standard (English)	English	All Editions
Business Standard (Hindi)	Hindi	All Editions

## 2. BACKGROUND OF THE ELC

- 2.1. The ELC is a public limited company incorporated on August 09, 1984 under the provisions of the Companies Act, 1956. The registered office of the ELC is situated at F-27/2, Okhla Industrial Area Phase-II, New Delhi-110020
- 2.2. The ELC is engaged in the business of Loan Financing, Execution of Contract and dealing in Stocks and Securities. The ELC is a Non-Banking Financial Company registered with the Reserve Bank of India.
- 2.3. As on the date of this Offer Letter, the Authorized Share Capital of the ELC is Rs. 10,000,000 (Rupees One Crore only) consisting of 1,000,000 (Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Issued, Subscribed and Paid-up Capital of the ELC is Rs. 9,955,700 (Rupees Ninety Nine Lakh Fifty Five Thousand Seven Hundred only) consisting of 995,570 (Nine Lakh Ninety Five Thousand Five Hundred Seventy) Equity Shares of Rs. 10 each.
- 2.4. As on the date of this Offer Letter, the Board of Directors of the ELC comprises of 4 (Four) Directors. The Details of Board of Directors are as below:

Sr. No	Name	DIN	Designation	Residential Address
1.	Siddharth Jain	05209715	Director	A/403, Rajpur Road, Doon Trafalgar, Dharon Khas, Near IT Park, Dehradun -248001
2.	Aanchal Sethi	03588023	Director	M-231, Greater Kailash, Part II, Delhi- 110048
3.	Subhash Jain	01865081	Director	E -44, Top Floor, Greater Kailash, New Delhi - 110048
4.	Basant Patni	02357797	Director	A-358, Sarita Vihar, New Delhi- 110044

- 2.5. As on June 16, 2017 (Specified Date), the Shareholding pattern of the ELC is as under:

S. No.	Category	No. of Shareholders	No. of Shares held	% holding
A	Promoters' Holding	9	931,750	93.59%
B.	Non- Promoters' Holding (Shareholdings of Public Shareholders)	19	63,820	6.41%
	<b>Total (A+B)</b>	<b>28</b>	<b>995,570</b>	<b>100.00%</b>

- 2.6. The statement of select financial information based on standalone audited financial statements of the ELC for the financial years ended March 31, 2016, March 31, 2015 and March 31, 2014, is set out below.

*(Rs. In Lakhs except where specifically stated)*

Particulars	31-Mar-16	31-Mar-15	31-Mar-14
Revenue from Operations	-	9.84	-
Other Income	1.48	1.33	0.86
<b>Total Income</b>	<b>1.48</b>	<b>11.17</b>	<b>0.86</b>
Profit/(Loss) After Tax (PAT)	0.62	1.86	(9.37)
Earning per Share (Basic & Diluted) (in Rs.)	0.06	0.19	(0.94)
Paid Up Capital	99.56	99.56	99.56
Reserve & Surplus	57.33	56.70	54.84
<b>Net Worth</b>	<b>156.88</b>	<b>156.26</b>	<b>154.40</b>

### 3. BACKGROUND OF THE OFFERING PROMOTER

- 3.1 M/s SPML India Limited, is a public limited company incorporated under the provisions of the Companies Act, 1956 on August 09, 1988. The present registered office of Offering Promoter is situated at 113, Park Street, Poddar Point, South Block, 3rd Floor, Kolkata, West Bengal- 700016.
- 3.2 The Equity Shares of the Offering Promoter was listed on Guwahati Stock Exchange (GSE) and Jaipur Stock Exchange (“JSE”). However, GSE and JSE were de-recognized by the SEBI. Post the de-recognition of GSE and JSE by SEBI, the ELC was shifted to the Dissemination Board (“DB”) of BSE Limited (“**BSE**”).
- 3.3 Offering Promoter holds 650,750 Equity Shares representing 65.36% of paid up equity share capital of the ELC.
- 3.4 Collective shareholdings of the Promoters of the ELC is 931,750 Equity Shares representing 93.59% of the Paid up Equity Share Capital.

### 4. OFFER PRICE

- 4.1 In case of Exit Offer to the Public Shareholders, Exit Circular prescribes that, the Promoters of the ELC, in consultation with the Designated Stock Exchange (in the present case NSE), shall appoint an Independent Valuer from the panel of expert valuers of the designated stock exchange.
- 4.2 In view of the above, Offering Promoter has engaged M/s Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker and empanelled as an Expert Valuer on the panel of NSE and BSE to determine the fair value of Equity Shares of the ELC.
- 4.3 The Independent Valuer, after taking into account the applicable valuation methodologies, has issued its valuation report dated April 11, 2017 and determined the fair value of One Equity Share of 20th Century as Rs. 21.93 (Rupees Twenty One and Paisa Ninety Three only).
- 4.4 In view of the above, the Offering Promoter has decided to offer exit to the Public Shareholders of the ELC at a price of Rs. 22.00 per Equity Share (Rupees Twenty Two only) (which is more than the fair value per Equity Share as determined by the Independent Valuer) [**Offer Price**].
- 4.5 Offering Promoter now seeks to acquire 63,820 Equity Shares of Rs.10/-each representing 100% of Public Shareholdings of the ELC at the Offer Price Rs. 22.00/- (Rupees Twenty Two only) per Equity Share from the Public Shareholders of the ELC.

### 5. REGISTRAR TO THE OFFER

- 5.1 Offering Promoter has appointed **Niche Technologies Private Limited** having its registered office at **D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001** Tel No: **033 2235-7270 / 7271 / 2234-3576**, Fax No.: **033 - 22156823**, E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com), Contact Person- **Mr. Ashok Sen**, as the Registrar to the Exit Offer.

### 6. FINANCIAL ARRANGEMENTS:

- 6.1 In accordance with the Exit Circular, Offering Promoter and the Independent Valuer have entered into an Escrow Agreement dated April 27, 2017 with Kotak Mahindra Bank Limited, having its registered office at 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 (“Escrow Bank”) in terms of which the Offering Promoter has opened an Escrow Account in the name and style of “**20TH CENTURY- EXIT OFFER- ESCROW ACCOUNT**” bearing number 1511976570 (“Escrow Account”). Further, Offering Promoter has deposited therein an amount of Rs. 14,05,000/- (Rupees Fourteen Lakh Five Thousand only), in cash, which is more than the 100% of the Total Consideration (Offer Price\* Number of Equity Shares held by Public Shareholders) payable under the Exit Offer.

## 7. PROCEDUERE FOR TENDERING THE EQUITY SHARES UNDER THE EXIT OFFER

- 7.1 **The Public Shareholders who hold Equity Shares of the ELC in physical form** and wish to tender their Equity Shares pursuant to the Exit Offer will be required to submit the duly completed Form of Acceptance cum acknowledgement, Original Share Certificate(s), Transfer Deed (s) duly signed and witnessed, self -attested copy of PAN and other documents as may be specified in the Offer Letter, to the RTA (**at address of the RTA mentioned under point no. 5**) either by Registered Post/Speed Post/Courier, at their own risk or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closing of the Exit Offer Period i.e. Monday, July 03, 2017. The envelope should be superscribed as **"20TH CENTURY ENGINEERING LIMITED EXIT OFFER"**.
- 7.2 **The Public Shareholders holding Equity Shares in dematerialized form** and wish to tender their Equity Shares pursuant to the Exit Offer will be required to send their Form of Acceptance cum Acknowledgement and other documents as may be specified in the Offer Letter to the Registrar to the Offer either by Registered Post/Courier or by hand delivery so as to reach on or before the date of closing of the business hours on the date of closing of the Exit Offer Period i.e. Monday, July 03, 2017, along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of Demat Account of the Offering Promoter ("**Promoter DP Account**") as per the instructions given below:

DP Name	<b>HDFC BANK LIMITED</b>
DP ID	<b>IN301549</b>
Client ID	<b>50565507</b>
Depository	<b>National Securities Depository Limited (NSDL)</b>

The envelope should be superscribed as **"20TH CENTURY ENGINEERING LIMITED - EXIT OFFER"**.

- 7.3 Unregistered owners or shareholders who have not received the Offer Letter may send their consent, to the RTA, on a plain paper stating the name, address, folio number, distinctive numbers, number of shares held, number of shares offered, along with the documents as mentioned above, so as to reach the RTA on or before the date of closing of Exit Offer Period. The copy of the Offer Letter (including Form of Acceptance cum acknowledgment and blank transfer deed) is expected to be available at the website of Independent Valuer at [www.tcagroup.in](http://www.tcagroup.in) during the period the Exit Offer is open and may also be downloaded from the said website. Public Shareholders can also obtain the Offer Letter from the RTA by giving an application in writing.
- 7.4 In case of public shareholders who have not received the Offer Letter and holding Equity Shares in the dematerialized form may send their consent to the Registrar to the Offer on plain paper, stating the name, addresses, number of Equity Shares held, Depository name, Depository I.D., Client name, Client I.D., number of Equity Shares offered along with a photocopy of the original delivery instructions in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the Depository Participant as specified in Para 7.2 above, so as to reach the Registrar to the Offer on or before the date of closing of the business hours on the date of closure of the Offer i.e. Monday, July 03, 2017. Such Equity Shareholders can also download the copy of Offer Letter from the website mentioned under Para 7.3 above.
- 7.5 Share Certificates for any invalid application will be dispatched to the Public Shareholders by Registered Post/Courier at their own risk. Equity Shares held in dematerialized form, to the extent not accepted (for invalid application), will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the shareholders to ensure that the unaccepted shares are accepted by their respective DPs when transferred by the Registrar to the Offer.

## 8. ACCEPTANCE OF OFFER & PAYMENT OF CONSIDERATION:

- 8.1 Upon receipt of the 'Form of Acceptance', duly executed Transfer deeds and original share certificate(s) by the RTA & after proper verification of Signature and other particulars, the Offering Promoter shall acquire all the equity shares validly tendered at the Offer Price of Rs.22.00 per Equity Share.
- 8.2 Post verification of 'Form of Acceptance' and other supporting documents, consideration shall be paid by the Offering Promoter to those Public Shareholders whose Equity Shares have been validly accepted under the Exit Offer by Monday, July 17, 2017.

8.3 The consideration to the Public Shareholders whose shares have been validly accepted will be paid by crossed account payee cheques/demand drafts/Electronic Clearance Service (ECS) wherever applicable. Payments through account payee cheques/demand drafts, will be made by registered post/courier at the registered shareholders'/unregistered owners' sole risk.

## **9. PROCEDURE FOR TENDERING THE EQUITY SHARES POST THE EXIT OFFER UPTO A PERIOD OF ONE YEAR**

9.1 The Public Shareholders may note that, those who could not tender their Equity Shares during Exit Offer Period may do so during the Exit Window Period between Tuesday, July 04, 2017 to Tuesday, July 03, 2018, being a period of one year from the closure of Exit Offer Period at the same price of Rs. 22.00 per Equity Share. The procedure for tendering the shares during Exit Window Period shall be same except the payment of consideration, which shall be released on a monthly basis i.e. within maximum 15 working days of the end of the relevant calendar month in which Shares have been validly tendered by the Public Shareholders ("**Monthly Payment Cycle**").

## **10. TAX DEDUCTED AT SOURCE**

Tax withholding requirement is based on tax residency of the public shareholders. In case of public shareholders who are tax resident in India, no tax will be deducted. In case of non-resident, requisite tax will be deducted in terms of the relevant provisions of Income Tax Act, 1961. Public Shareholders are requested to specify requisite details in the Form of Acceptance cum acknowledgement regarding their residential status.

## **11. GENERAL DISCLAIMER**

**Every Public Shareholder who desires to avail of the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Offering Promoter, the ELC, Promoters, Independent Valuer of whatsoever nature by reason of any loss which may be suffered by such person consequent to or in connection with such Exit Offer and tender of Equity Shares through this Exit Offer whether by reason of any thing stated or omitted to be stated here in or any other reasons whatsoever.**

**For SPML India Limited**

Sd/-

**(SIDDHARTH JAIN)**

Director

For and on behalf of Promoter Group of  
20th Century Engineering Limited

Date: June 20, 2017

Place: New Delhi

- 1) Form of Acceptance-cum-Acknowledgement
- 2) Blank Transfer Deed

## FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Offer Letter)

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

(Please send this Form of Acceptance with enclosures to the RTA, Niche Technologies Private Limited, at their address given in the Offer Letter as per the mode of delivery mentioned in the Offer Letter)

Opening of Exit Offer Period	:	Tuesday, June 27, 2017
Closing of Exit Offer Period	:	Monday, July 03, 2017
<b>Please read the instructions overleaf before filling-in this Form of Acceptance</b>		
<b>FOR OFFICE USE ONLY</b>		
Acceptance Number		
Number of equity shares Offered		
Number of equity shares accepted		
Purchase consideration (Rs.)		
Cheque/Demand Draft/Pay Order No./ECS No.		

Status: Please tick appropriate box			
	Resident Individual		Non Resident Indian
	Indian Body Corporate		Foreign National/Foreign Company
	HUF		Others (Specify)

**From:**

**Name:**

**Address:**

Tel. No.:

Fax No.:

Email:

To,

NICHE TECHNOLOGIES PRIVATE LIMITED

(Unit: 20th Century Engineering Limited Exit Offer)

D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001

Dear Sir,

**Subject: Exit Offer to the public shareholders of M/s 20th Century Engineering Limited ("ELC") and consequent removal of name of ELC from the Dissemination Board of BSE Limited, in terms of SEBI Circular No.: SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016**

I / we, refer to the Offer Letter dated June 20, 2017 for acquiring the Equity Shares held by me / us in 20th Century Engineering Limited. I / we, the undersigned have read the Offer Letter and understood its contents including the terms and conditions as mentioned therein. I / We, unconditionally Offer to sell to the Offering Promoter the following equity shares in the ELC held by me/ us at a price of Rs. 22.00/- (Rupees Twenty Two only) per fully paid-up equity share.

### FOR EQUITY SHARES HELD IN PHYSICAL FORM

I/We enclose the original share certificate(s), duly signed valid Transfer Deed(s) and self -attested copy of PAN in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

Ledger Folio No.....		Number of share certificates attached.....		Representing .....		Equity Shares	
Number of Equity Shares held in the ELC				Number of Equity Shares Offered			
In figures		In words		In figures		In words	
Sr. No.	Share Certificate No.	Distinctive Nos.		No. of Equity Shares			
		From	To				
1							
2							
3							
<b>Total No. of Equity Shares</b>							

(In case the space provided is inadequate, please attach a separate sheet with above details and authenticate the same. Public Shareholders holding shares in physical mode should ensure that necessary documents as mentioned in the Offer Letter for accepting Shares in physical mode shall be provided along with this Form of Acceptance. Public Shareholders of the ELC holding physical shares should note that Physical Shares will not be accepted unless the complete sets of documents are submitted.)

### FOR EQUITY SHARES HELD IN DEMAT FORM

I / We, holding equity shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction Slip in "Off market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Equity Shares

I/We have executed an off-market transaction for crediting the shares in favour of Demat Account of the Offering Promoter ("Promoter DP

Account") as per the instructions given below:

DP Name	HDFC BANK LIMITED
DP ID	IN301549
Client ID	50565507
Depository	National Securities Depository Limited (NSDL)

In case of non receipt of the aforesaid documents, but receipt of the Shares in the Promoter DP Account, the Offer shall be deemed to be accepted. The Form of Acceptance for which corresponding Shares have not been credited to the Promoter DP Account as on the date of closure of the Offer will be rejected.

**GENERAL:**

1. I/We confirm that the Equity Shares of the ELC which are being tendered by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever 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 all necessary consents, wherever applicable, to sell the equity shares on the foregoing basis.
2. I/We also note and understand that the obligation on the Offering Promoter to pay the offer price arises only after verification of the certificates, documents and signatures submitted along with this Form of Acceptance-cum- Acknowledgment.
3. I/We confirm that there are no taxes or other claims pending against me/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.
4. I/We note and understand that the shares/original share certificate(s) and transfer deed(s) will be held by the RTA in trust for me/us till the date the Offering Promoter makes payment of consideration as mentioned in the Offer Letter or the date by which original share certificate(s), transfer deed(s) and other documents are dispatched to me/us in the event my/our application is found as invalid.
5. I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, I/we will indemnify the Offering Promoter for such income tax demand (including interest, penalty, etc.) and provide the Offering Promoter with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.
6. So as to avoid fraudulent encashment in transit, and also to enable payment through ECS/RTGS etc, the applicants are requested to provide details of Bank account of the sole/first Shareholder.

<b>Name of the Bank</b>	
<b>Branch</b>	
<b>Account Number</b>	
<b>IFSC Code</b>	
<b>MICR Code</b>	
<b>Saving/Current/Others (Please specify)</b>	

7. In case of change in address, Public Shareholders are requested to provide the updated address in the following table along with self-attested copy of address proof like voter id/driving license/ Aadhaar Card etc. If Public Shareholders provide updated address along with proof, all further communication with the Public Shareholders will be through updated address including dispatch of consideration in case of same is being made through crossed account payee cheques/demand drafts (in case of details required for payment through ECS/RTGS etc. have not been provided in point no. 6 above).

<b>Current/ updated Residential Address</b>	
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**Yours faithfully, Signed & Delivered:**

	<b>Full Name</b>	<b>PAN</b>	<b>Signature</b>
<b>First/ Sole Holder</b>			
<b>Joint Holder 1</b>			
<b>Joint Holder 2</b>			
<b>Joint Holder 3</b>			

**Note:** In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

**Place:**  
**Date**



**ACKNOWLEDGEMENT SLIP**

Received from Mr./Ms----- residing at ----- Acceptance cum  
acknowledgement for ----- Equity Shares along with:

**Demat Shares:** Copy of depository instruction slip from DP ID ----- Client Id: -----

**Physical Shares :** Share Certificate(s) under folio number(s) ----- for accepting the Exit Offer made by the Offering Promoter.

Signature of Official along with Stamp		Date of Receipt	
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**Note:** All future correspondence/ queries with respect to Exit Offer to be addressed to the RTA at the following address quoting your reference Folio No

**Niche Technologies Private Limited ,  
(Unit: 20th Century Engineering Limited Exit Offer)**  
D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001,  
Tel No: 033 2235-7270 / 7271 / 2234-3576; Fax No.: 033 -22156823,  
**E-mail:** [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)  
**Contact person:** Mr. Ashok Sen

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

**Date of execution:**

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

CIN: L31900DL1984PLC018942

Name of the company (in full): **20th Century Engineering Limited**

Name of the Stock Exchange where the company is listed, if any: 20th Century Engineering Limited was listed on the Delhi Stock Exchange Limited ("DSE") and Uttar Pradesh Stock Exchange Limited ("UPSE"). However, post the de-recognition/exit of DSE and UPSE by Securities and Exchange Board of India ("SEBI"), 20th Century Engineering Limited was shifted to the Dissemination Board ("DB") of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**").

**DESCRIPTION OF SECURITIES:**

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)

No. of securities being transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures

Distinctive number	From				
	To				
Corresponding Certificates Nos.					

**Transferor's Particulars-**

Registered Folio Number:	Name (s) in full	Signature(s)
1.		
2.		
3.		

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

Signature of witness name and address

TEAR HERE

**Transferee's Particulars**

Name in full	Father's/Mother's/ Spouse name	Address & E-mail id	Occupation	Existing folio No., if any	Signature
(1)	(2)	(3)	(4)	(5)	(6)

Folio No. of Transferee Specimen Signature of Transferee

.....

Value of stamp affixed: ..... (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

**Stamps:**

<p><b>For office use only</b></p> <p>Checked by.....</p> <p>Signature tallied by.....</p> <p>Entered in the Register of Transfer on ..... vide Transfer No.....</p> <p>Approval Date.....</p> <p>Power of attorney/Probate/Death Certificate/Letter of Administration Registered on ..... at No.....</p>
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