

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 Twenty First Century Medicare Limited (“TCML”). 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 effected.

**EXIT OFFER TO THE PUBLIC SHAREHOLDERS OF
M/s TWENTY FIRST CENTURY MEDICARE LIMITED**

CIN: U24239DL1985PLC022113

Registered Office: Plot No. 22, L.S.C, Madangir, New Delhi - 110062

Tel. No.: 011-64006018; Email: mpd.humanity@gmail.com

By

M/s MPD Realtors and Infrastructures Limited having its registered office at Plot No. 22, L.S.C, Madangir, New Delhi- 110062 (“Offering Promoter”)

Inviting you to tender your fully paid-up equity shares of face value of Rs. 10/- each of Twenty First Century Medicare Limited (“TCML” or “the Company” or “the ELC”), at an offer price of Rs. 3.20 (Rupees Three and Paise Twenty only) per Equity Share, in cash, pursuant to 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) clearly marking the Envelope “TWENTY FIRST CENTURY MEDICARE 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 **Skyline Financial Services Private Limited, (Unit: Twenty First Century Medicare Limited-Exit Offer) at D-153A, First Floor Okhla Industrial Area, Phase-I New Delhi - 110020, Tel No: +91-11- 64732681-88, E-mail: viren@skylinerta.com, Contact Person: Mr. Virender Kumar Rana, on or before the closure of business hours on Friday, February 16, 2018.**

Offer Price	Rs. 3.20 (Rupees Three and Paise Twenty only) per Equity Share
--------------------	---

SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

Nature of Activity	Day and Date
Specified Date#	Friday, January 26, 2018
Opening of Exit Offer Period	Friday, February 09, 2018
Closing of Exit Offer Period	Friday, February 16, 2018
Last Date of Payment to the Public Shareholders who will validly tender their Equity Shares during the Exit Offer Period	Tuesday, March 13, 2018

#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

Twenty First Century Medicare Limited/ the Company/ TCML/ the ELC	A public limited company incorporated on September 25, 1985 under the provisions of the Companies Act, 1956 and having its registered office at Plot No. 22 L.S.C, Madangir, New Delhi- 110062.
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 Friday, February 09, 2018 to closing of Exit Offer Period on Friday, February 16, 2018.
Exit Window Period	Means a period of 1 year between Saturday, February 17, 2018 to Saturday, February 16, 2019 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 BSE Limited.
Offer Price	Rs. 3.20 (Rupees Three and Paise Twenty only) per Equity Share (equivalent to the fair value per Equity Share as determined by the Independent Valuer).
Offering Promoter	M/s MPD Realtors and Infrastructures Limited having its registered office at Plot No. 22 L.S.C, Madangir, New Delhi- 110062.
Promoters/ Promoter Group	Means all promoters of the ELC collectively holding 14,75,980 Equity Shares representing 51.02% of paid up Equity share capital of the ELC.
Public Shareholders	All Shareholders of the ELC other than its Promoters.

Registrar/ Offer/ RTA	Registrar to the Skyline Financial Services Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at D-153A, First Floor Okhla Industrial Area, Phase-I New Delhi - 110020
-----------------------	---

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 Exit Circular.

1. BACKGROUND OF THE EXIT OFFER

- 1.1. The ELC was listed on the OTC Exchange of India ("OTCEI"). Post the de-recognition of OTCEI by SEBI, the ELC was shifted to the Dissemination Board ("DB") of BSE Limited ("BSE").
- 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 ELC in terms of the Exit Circular and M/s MPD Realtors and Infrastructures Limited, one of the Promoters of the ELC ("**Offering Promoter**") is giving the exit option on behalf of the Promoters.
- 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. 3.20 (Rupees Three and Paise Twenty only) per Equity Share (equivalent to the fair value 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 January 29, 2018 in the following newspapers:

Name of the Newspaper	Language	Edition
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Mumbai Lakshdweep	Marathi	Mumbai Edition

2. BACKGROUND OF THE ELC

- 2.1. The ELC is a public limited company and was originally incorporated on September 25, 1985 under the provisions of the Companies Act, 1956 under the name Twenty First Century Medical Leasing Limited. The name of the company was changed to Twenty First Century Medicare Limited on January 08, 1991. The present registered office of the ELC is situated at Plot No. 22, L.S.C, Madangir, New Delhi - 110062.
- 2.2. As per the main object of Memorandum of Association of the ELC, the ELC is inter-alia permitted to carry on the business of managing, administrating, owing, acquiring otherwise running hospitals, dispensaries, health centres, clinics etc.
- 2.3. As on the date of this Offer Letter, the Authorized Share Capital of the ELC is Rs. 4,00,00,000/- (Rupees Four Crore Only) consisting of 40,00,000 (Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each & the Issued, Subscribed and Paid-up Capital of the ELC is Rs. 2,89,31,000 (Rupees Two Crore Eighty Nine Lakh and Thirty One Thousand Only) consisting of 28,93,100 (Twenty Eight Lakh Ninety Three Thousand One Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.
- 2.4. As on the date of this Offer Letter, the Board of Directors of the ELC comprises of 3 (Three) Directors. The Details of Board of Directors are as below:

Sr. No	Name	DIN	Designation	Residential Address
1.	Rajni Sharma	00144238	Director	F-430 Sarita Vihar New Delhi - 110044
2.	Sailesh Dhir	00242928	Director	2, Osho Drive, Gadai Pur, Mehrauli, Delhi - 110030
3.	Nandita Chander	01226421	Director	K-1428 Palam Vihar, Gurgaon - 122002

- 2.5. The Shareholding pattern of the ELC as on the date of this Offer Letter is as under:

S. No.	Category	No. of Shareholders	No of Shares held	%holding
A	Promoters' Holding	8	14,75,980	51.02%
B.	Non- Promoters' Holding (Shareholdings of Public Shareholders)	2438	14,17,120	48.98%

	Total (A+B)	2446	28,93,100	100.00%
--	--------------------	-------------	------------------	----------------

- 2.6. The statement of select financial information based on standalone audited financial statements for the nine months period ended December 31, 2017 and standalone audited financial statements of the ELC for the financial years ended March 31, 2017, and March 31, 2016, is set out below.

(Rs. In Lakhs except where specifically stated)

Particulars	31-Dec-17	31-Mar-17	31-Mar-16
Revenue from Operations	2.22	2.57	2.62
Other Income	0.04	0.06	0.07
Total Income	2.26	2.63	2.68
Profit/(Loss) After Tax (PAT)	(16.90)	(175.61)	(0.75)
Earning per Share (Basic & Diluted) (in Rs.)	(0.58)	(6.07)	(0.03)
Paid Up Capital	289.31	289.31	289.31
Reserve & Surplus	(197.16)	(180.26)	(4.65)
Net Worth	92.15	109.05	284.66

3. BACKGROUND OF THE OFFERING PROMOTER

- 3.1 M/s MPD Realtors and Infrastructures Limited, a Company registered in India under the provisions of Companies Act, 1956 and having its registered office at Plot No 22 L.S.C, Madangir, New Delhi- 110062
- 3.2 Offering Promoter holds 4,58,200 Equity Shares representing 15.84% of paid up equity share capital of the ELC.
- 3.3 Collective shareholdings of the Promoters of the ELC is 14,75,980 Equity Shares representing 51.02% of paid up equity share capital of the ELC.

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 BSE), 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 BSE Limited 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 January 03, 2018 and determined the fair value of One Equity Share of TCML as Rs. 3.20 (Rupees Three and Paise Twenty 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. 3.20 per Equity Share (Rupees Three and Paise Twenty only) (equivalent to the fair value per Equity Share as determined by the Independent Valuer) [**Offer Price**].
- 4.5 Offering Promoter now seeks to acquire 14,17,120 Equity Shares of Rs. 10/- each representing 100% of Public Shareholdings of the ELC at the Offer Price Rs. 3.20 (Rupees Three and Paise Twenty only) per Equity Share from the Public Shareholders of the ELC.

5. REGISTRAR TO THE OFFER

- 5.1 Offering Promoter has appointed Skyline Financial Services Private Limited having its registered office at D-153A, First Floor Okhla Industrial Area, Phase-I New Delhi - 110020, Tel No: +91-11- 64732681-88, E- mail: virenr@skylinerta.com, Contact Person: Mr. Virender Kumar Rana, 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 January 04, 2018 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 "**TCML-EXIT OFFER-ESCROW ACCOUNT**" bearing number 5712279362 ("Escrow Account") with the Escrow Bank. Further, Offering Promoter has deposited therein an amount of Rs. 45,34,784/- (Rupees Forty Five Lakh Thirty Four Thousand Seven Hundred Eighty Four only), in cash, equivalent to the 100% of the Total Consideration (Offer Price* Number of Equity Shares held by Public Shareholders) payable under the Exit Offer.

7. PROCEDURE FOR TENDERING THE EQUITY SHARES UNDER THE EXIT OFFER

- 7.1 As per information made available by the ELC, it has not taken Demat connectivity from either Depositories and therefore, 100% of the Shareholdings of the ELC is in Physical mode.

7.2 The Public Shareholders who hold Equity Shares of the ELC in physical form and wish to tender their Equity Share 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. Friday, February 16, 2018. The envelope should be superscribed as **"TWENTY FIRST CENTURY MEDICARE 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 BSE at www.bseindia.com and on the website of Independent Valuer at www.tcagroup.in during the period the Exit Offer is open and may also be downloaded from the said websites. Public Shareholders can also obtain the Offer Letter from the RTA by giving an application in writing.

7.4 Share Certificates for any invalid application will be dispatched to the Public Shareholders by Registered Post/Courier at their own risk.

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 Promoter shall acquire all the equity shares validly tendered at the Offer Price of Rs. 3.20 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 within 15 working days of closing of the Exit Offer Period.

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. PROCEDUERE 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 Saturday, February 17, 2018 to Saturday, February 16, 2019, being a period of one year from the closure of Exit Offer Period at the same price of Rs. 3.20 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 anything stated or omitted to be stated herein or any other reasons whatsoever.

**Signed by Offering Promoter on behalf of Promoter Group of the ELC
For MPD Realtors and Infrastructures Limited**

Sd/-

(SAILESH DHIR)

Director

Date: January 29, 2018

Place: New Delhi

1) Form of Acceptance-cum-Acknowledgement

2) Blank Transfer Deed(s)

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, Skyline Financial Services 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	: Friday, February 09, 2018
Closing of Exit Offer Period	: Friday, February 16, 2018
Please read the Instructions overleaf before filling-in this Form of Acceptance	
FOR OFFICE USE ONLY	
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,

Skyline Financial Services Private Limited

(Unit: Twenty First Century Medicare Limited Exit Offer)

D-153A, First Floor Okhla Industrial Area, Phase-I,

New Delhi - 110020

Dear Sir,

Subject: Exit Offer to the public shareholders of M/s Twenty First Century Medicare 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 January 29, 2018 for acquiring the Equity Shares held by me / us in Twenty First Century Medicare 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. 3.20/- (Rupees Three and Paise Twenty 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							
Total No. of Equity Shares							

(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 Letter of Offer 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.)

----- Tear along with line -----

ACKNOWLEDGEMENT SLIP

Received from Mr./Ms----- residing at ----- Acceptance cum acknowledgement for ----- Equity Shares under Share Certificates No. ----- under folio no. ----- in terms of Offer Letter dated January 29, 2018

Signature of Official along with Stamp		Date of Receipt	
--	--	-----------------	--

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/apellate 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.

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

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).

Current/ updated Residential Address	

Yours faithfully, Signed & Delivered:

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

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

----- Tear along with line -----

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
Skyline Financial Services Private Limited,
(Unit: Twenty First Century Medicare Limited Exit Offer)
 D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi - 110020
Ph No: +91-11- 64732681-88; E-mail: viren@skylinerta.com
Contact person: Mr. Virender Kumar Rana

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:U24239DL1985PLC022113
 Name of the company (in full): **Twenty First Century Medicare Limited**

Name of the Stock Exchange where the company is listed, if any: Twenty First Century Medicare Limited was listed on the OTC Exchange of India ("OTCEI"), However, post the de-recognition of OTCEI by Securities and Exchange Board of India ("SEBI"), Twenty First Century Medicare Limited was shifted to the Dissemination Board ("DB") of BSE Limited ["**BSE**"]

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	F				
	r				
	o				
	m				
	T				
	o				
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>For office use only</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>
--

**ADDITIONAL INSTRUCTIONS FOR TENDERING THE EQUITY SHARES UNDER THE EXIT OFFER BY THE PUBLIC SHAREHOLDERS
HOLDING EQUITY SHARES IN DEMATERIALIZED FORM**

FOR OTHER INFORMATION RELATING TO EXIT OFFER (INCLUDING OFFER PRICE, EXIT WINDOW PERIOD PAYMENT OF CONSIDERATION ETC.), PLEASE REFER TO EXIT OFFER LETTER DATED JANUARY 29, 2018 ("OFFER LETTER") WHICH IS BEING SENT ALONG WITH THIS INSTRUCTION.

1. 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. Friday, February 16, 2018, 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:

Name	MPD REALTORS AND INFRASTRUCTURES LIMITED
DP Name	HDFC BANK
DP ID	IN301549
Client ID	33001472
Depository	National Securities Depository Limited (NSDL)

The envelope should be superscribed as "**TWENTY FIRST CENTURY MEDICARE LIMITED- EXIT OFFER**".

2. In case of public shareholders who have not received the Offer Letter and are 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 1 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. Friday, February 16, 2018. Such Equity Shareholders can also download the copy of Offer Letter from the Independent Valuer at www.tcagroup.in during the period the Exit Offer is open.
3. 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.

This page has been intentionally left blank

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT FOR EQUITY SHARES HELD IN DEMAT FORM

(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, Skyline Financial Services 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	:	Friday, February 09, 2018
Closing of Exit Offer Period	:	Friday, February 16, 2018
Please read the Instructions overleaf before filling-in this Form of Acceptance		
FOR OFFICE USE ONLY		
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			
<input type="checkbox"/>	Resident Individual	<input type="checkbox"/>	Non Resident Indian
<input type="checkbox"/>	Indian Body Corporate	<input type="checkbox"/>	Foreign National/Foreign Company
<input type="checkbox"/>	HUF	<input type="checkbox"/>	Others (Specify)

From:

Name:

Address:

Tel. No.:

Fax No.:

Email:

To,

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

(Unit: TWENTY FIRST CENTURY MEDICARE LIMITED- EXIT OFFER)

D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020

Dear Sir,

Subject: Exit Offer to the public shareholders of M/s Twenty First Century Medicare 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 January 29, 2018 for acquiring the Equity Shares held by me / us in Twenty First Century Medicare 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. 3.20/- (Rupees Three and Paise Twenty only) per fully paid-up equity share.

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:

Name	MPD REALTORS AND INFRASTRUCTURES LIMITED
DP Name	HDFC BANK
DP ID	IN301549
Client ID	33001472
Depository	National Securities Depository Limited (NSDL)

In case of non receipt of the documents as may be specified in the Offer Letter or in the additional instructions for tendering the equity shares under the exit offer by the public shareholders holding equity shares in dematerialized form, 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.

----- Tear along with line -----
ACKNOWLEDGEMENT SLIP

Received from Mr./Ms----- residing at ----- Acceptance cum acknowledgement for ----- Copy of depository instruction slip from DP ID ----- Client Id: ----- in terms of Offer Letter dated January 29, 2018

Signature of Official along with Stamp		Date of Receipt	
--	--	-----------------	--

TEAR HERE

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.

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

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).

Current/ updated Residential Address	
---	--

Yours faithfully, Signed & Delivered:

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

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

TEAR HERE

----- Tear along with line -----

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
Skyline Financial Services Private Limited,
(Unit: Twenty First Century Medicare Limited Exit Offer)
 D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi - 110020
 Ph No: +91-11- 64732681-88;E-mail: viren@skylinerta.com
 Contact person: Mr. Virender Kumar Rana