

EXIT OFFER LETTER
To the Public Equity Shareholders of
BENGAL STEEL INDUSTRIES LTD
Registered Office: "Trinity Plaza", 3rd Floor, 84/1A, Topsia Road (South),
Kolkata -700046, West Bengal India
CIN: L70109WB1947PLC015087; Tel: 033-4055 6808; Email:
bengalsteel@bengalsteel.co.in

Date: 11th October, 2022

Dear Shareholder(s),

We are pleased to send you this “Exit Offer Letter” being the public equity shareholder of **BENGAL STEEL INDUSTRIES LTD** (“Company”) pursuant to applicable provisions of **SEBI (Delisting of Equity Shares) Regulations, 2021** (“SEBI Delisting Regulations”) as amended.

Exit Offer at a price of Rs.100.20/- per equity share (‘Exit Offer Price’)

We, M/s Hindusthan Udyog Limited, being member of the Promoter Group of the Company, (the “**Promoter Group**”) (hereby referred to as “**Acquirer**”) in terms of applicable provisions of SEBI Delisting Regulations, intend to voluntarily delist the Equity Shares of the Company by acquiring the Equity Shares held by the Company’s Public Shareholders by providing an exit opportunity and have appointed Finshore Management Services Limited as the manager to the offer as per the requirements of Regulation 9 read with Regulation 35 of Chapter VI (PART-A) (Special Provisions for Small Companies) of the SEBI Delisting Regulations.

As you may be aware, the equity shares of the Company are presently listed on BSE Limited (“**BSE**”). The Company vide its letter dated August 19, 2022 had applied to BSE seeking its In-principle approval for delisting of equity shares and BSE vide its letter bearing ref no. LO\Delisting\MJ\IP\197\2022-23 dated September 20, 2022 granted its in-principle approval on the same.

Presently, the Acquirer holds 18,62,901 equity shares of Rs.10/- each representing 38.02% and the public shareholders hold 12,25,002 equity shares of Rs.10/- each representing 25.00% of the total equity share capital of the Company.

JUSTIFICATION OF EXIT OFFER PRICE

The Acquirer has appointed M/S Omnifin Valuation Services (OPC) Pvt Ltd Registered Valuer (Regd no: IBBI/RV-E/01/2022/160) as an ‘Independent Valuer’ for the purpose of determining the exit price of the equity shares of the Company. As per its valuation report dated July 5, 2022, the fair value per equity share having face value of Rs. 10/- each of the Company is Rs.100.20/- per equity share. The Fair Value has been arrived at by considering the highest of the values arrived under three approaches used in valuation of Shares i.e. Cost Approach, Market Approach and Income Approach. The parameters of valuation are in compliance with SEBI Delisting Regulations. Based on the Valuation Report, the Acquirer is making an offer to acquire the equity shares from the public shareholders at an exit price of Rs.100.20/- per equity share.

RATIONALE FOR MAKING THE EXIT OFFER

- (a) The Company's Equity Shares are presently listed with BSE where there are no trading operations. Further, currently, there is no substantial revenue from operations in the Company. So, no purpose is served in continuing the listing of the Company's equity shares with BSE. The Company can also save the cost of compliance with various clauses of the Listing Regulations and save dedicated management time to comply with the requirements associated with the continued listing of equity shares.
- (b) The exit option offered is in the interest of the public shareholders as they will have an exit opportunity and get a fair value for their equity shares.

In view of above, the Acquirer proposes to acquire all the equity shares from the public shareholders representing 25.00% of total equity share capital of the Company by giving an exit opportunity at Rs. 100.20/- per equity share as determined in consultation with the Merchant Banker and Independent Valuer.

Public Shareholders who are willing to exit and not remain as shareholders of the company have to select 'Option 1' of the Application cum Consent Form (format enclosed).

Public Shareholders who are willing to remain as shareholders of the company and do not want an exit will have to select 'Option 2' of the Application cum Consent Form.

Please note that the consent to the aforesaid delisting proposal would include consent for dispensing with exit price discovery through reverse book building method.

Alternatively, public shareholders who do not consent to the aforesaid delisting have to select 'Option 3' of the Application cum Consent Form.

OFFER PROCESS

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

Tendering of Shares

- a) All Public Equity Shareholders, whether holding Equity Shares in dematerialized or physical form, are eligible to participate in this Exit Offer at any time during the tendering period of this offer.
- b) The Public Equity Shareholders who wish to tender their equity shares pursuant to this Offer will be required to send the Application cum Consent Form in the manner specified in the Exit Offer Letter to Link Intime India Private Limited (Registrar to the Offer), at its office address 502 & 503, 5th Floor, Vaishno Chambers, 6 Brabourne Road, Kolkata – 700001, West Bengal.

- c) The Public Equity Shareholders who wish to tender their shares in this Offer will have to deliver the relevant documents as mentioned below to the Registrar to the Offer either by hand delivery or by registered post or by speed post or by courier between 10.00 a.m. to 6.00 p.m. on any Working Day during the Tendering Period. The documents should not be sent to the Merchant Banker or the Acquirer.
- d) Persons who have not received the Exit Offer Letter, may also tender their equity shares by downloading the Exit Offer Letter from the Company's Website (www.bengalsteel.co.in)
- e) Public Equity Shareholders holding Equity Shares in dematerialized form and tendering shares shall deliver the following documents:
- i. Application cum Consent Form duly completed and signed in accordance with the instructions contained therein, as per the records of the depository.
 - ii. Photocopy or counterfoil of the filled delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Equity Shares in the designated depository account of the Acquirer, as per the details given below. The shares may be tendered to the Share Escrow Account as per details mentioned below:

Name of Share Escrow Account	FMSL_BENGAL STEEL DELISTING_ESCROW ACCOUNT
Depository	NSDL
Depository Participant Name	NIKUNJ STOCK BROKERS LIMITED
DP ID	IN302994
Client ID	10101889
ISIN of Company	INE523W01017

It is the sole responsibility of the Public Equity Shareholders to ensure credit of their respective Equity Shares in the depository account above, prior to the expiry of tendering period of the offer.

The Public Equity Shareholders who have sent their physical Equity Shares for dematerialization need to ensure that the dematerialization process is completed in sufficient time to ensure that the credit in the designated depository account is received on or before closure of the Offer.

- iii. In case of corporate shareholder, a copy of the PAN card, power of attorney, corporate authorization (including board resolution / specimen signature).
- f) In case the aforesaid documents have not been tendered but the Equity Shares have been transferred to the designated depository account, the Equity Shares shall be deemed to have been accepted for those Public Equity Shareholders.
- g) SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 has allowed Shareholders holding shares in physical form to tender shares in delisting subject to such tendering being as per the provisions of SEBI Delisting Regulations. Accordingly,

Public Equity Shareholders holding Equity Shares in physical form and tendering shares shall deliver the following documents:

Registered Shareholders:

- i. Application cum Consent Form duly completed and signed in accordance with the instructions contained therein, by all shareholder(s) whose names appear on the share certificate(s).
- ii. Original Share Certificate(s)
- iii. Valid Share Transfer Form(s), duly signed by the Public Shareholder (or in case of joint holdings by all the joint holders in the same order) as Transferor in accordance with the specimen signature(s) recorded with the Company/Registrar to the Offer and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience.
- iv. Self-attested Copy of PAN Card and Valid Address Proof.
- v. In case of corporate shareholder, a copy of power of attorney, corporate authorization (including board resolution / specimen signature)

Unregistered Shareholders:

- i. Application cum Consent Form duly completed and signed in accordance with the instructions contained therein.
- ii. Original Share Certificate(s)
- iii. Original Broker Contract Note/Seller Note
- iv. Valid Share Transfer form(s) as received from the market, duly stamped, and executed as the transferee(s) along with blank transfer form duly signed as transferor(s) and witnessed at the appropriate place.
- v. Self-attested Copy of PAN Card and Valid Address Proof
- vi. In case of corporate shareholder, a copy of power of attorney, corporate authorization (including board resolution / specimen signature)

All other requirements for valid transfer will be preconditions for acceptance.

It is the sole responsibility of Public Shareholders to ensure that their Shares held in physical form reaches the Registrar to the Offer.

SETTLEMENT

The payment for accepted equity shares will be made within fifteen (15) working days from the date of closure of this offer by way of Demand draft/Pay Orders/Cheque/Electronic Transfer etc. In case of joint holders, payments will be made in the name of the first holder.

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

For Public Equity Shareholders who do not opt for electronic mode of transfer or whose payment could not be credited by electronic mode due to technical error or incomplete/incorrect bank account details, payment consideration will be made by pay orders or cheques or demand drafts payable at par at places where the address of the Public Equity Shareholder is registered and will be dispatched to the shareholder(s) by registered post or speed post.

For the purposes of electronic transfer, in case of Public Equity Shareholders opting for electronic payment of consideration and for the purposes of printing on the demand draft / pay-order for the other cases, the bank account details will be taken directly from the Depositories' database, wherever possible. A Public Equity Shareholder tendering Equity Shares in the Offer is deemed to have given consent to obtain the bank account details from the Depositories for this purpose. Only if the required details cannot be obtained from the Depositories' database will the particulars provided by the Public Equity Shareholders be used.

LIABILITY OF THE ACQUIRER POST EXIT OFFER

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

EXIT OFFER PERIOD

You may tender your Application cum Consent Form with accompanying documents to Registrar to the Offer with a copy to the Company at the below mentioned address on all working days between 10.00 a.m. and 6.00 p.m. from 17th October, 2022 to 27th October, 2022 (both days inclusive).

Exit Offer Schedule

Date of Opening of Offer	Monday, October 17, 2022
Date of Closing of Offer	Thursday, October 27, 2022
Last Date for Payment of Consideration	Friday, November 18, 2022

If you seek any clarification/information in connection with this Exit Offer Letter you may please consult the Company at the under mentioned address.

Bengal Steel Industries Limited

"Trinity Plaza", 3rd Floor,

84/1A, Topsia Road (South),

Kolkata West Bengal 700046 India

Contact Person: Ms. Neha Mehra (Company Secretary & Compliance Officer)

Mob: 033-4055 6808 **Email:** bengalsteel@bengalsteel.co.in

This Exit Offer Letter along with Application cum Consent Form and other documents is being dispatched to only those Public Shareholders whose names appear on the Register of Members of the Company or Depositories on Friday, October 07, 2022.

Yours Sincerely,

For and on behalf **Hindusthan Udyog Limited**

Sd/-

Shikha Bajaj

Company Secretary & Compliance Officer

Place: Kolkata

Date: 11th October, 2022

ENCLO:

1. Application cum Consent Form

APPLICATION CUM CONSENT FORM

Date:

To,

Ms. Shikha Bajaj

[Acting on behalf of Hindusthan Udyog Limited (member of Promoter Group/Acquirer)]

C/o. **Bengal Steel Industries Limited** (Company)

CIN: L70109WB1947PLC015087

Regd Office: "Trinity Plaza", 3rd Floor, 84/1A, Topsia Road (South), Kolkata 700046

Dear Ma'am,

Sub: Delisting of Equity Shares

Ref: Your Exit Offer letter dated 11.10.2022

I/We _____ holding _____ Equity Shares of the company having folio No./DP Id Client Id _____ have read the exit offer letter of Member of Promoter Group /Acquirer and hereby exercise my/our consent to the Proposed Delisting of Equity shares of the Company from BSE Limited at an exit price of Rs.100.20 /- per Equity Share.

Please put your tick mark (✓)

Option No.-1		Option No.-2		Option No.-3	
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OPTION NO. 1

I/ We hereby give my consent for the delisting of equity shares under Regulation 7 read with Regulation 35 Of Chapter VI (Part-A) (Special Provisions For Small Companies) Of The Securities And Exchange Board Of India (Delisting Of Equity Shares) Regulations, 2021 as amended. Further, I/We, am/are interested in tendering the equity shares at the offered price of Rs. 100.20/- per equity share by Demat / Physical transfers per detail given below:

Name of the Holder :
Joint holder 1 :
Joint holder 2 :
No. of shares held/tendered :
Registered address :
Folio no. :
Dist. Nos. :
PAN :
Name of the Bank :
Branch Details :
Account No. :
IFSC Code :
MICR Code :

(Use separate sheet if required)

BENGAL STEEL INDUSTRIES LTD
Registered Office: "Trinity Plaza", 3rd Floor, 84/1A, Topsia Road (South),
Kolkata West Bengal 700046 India

CIN: L70109WB1947PLC015087 Tel: 033-4055 6808 Email: bengalsteel@bengalsteel.co.in

Please arrange to pay the consideration by way of Demand Draft/Cheque/Pay Order/Electronic Transfer etc.

I/ We also note and understand that the Acquirer will pay the consideration only after verification of the documents and signatures.

I/ We hereby consent to this offer made herein with regard to offer price and also consent for dispensing with exit price discovery through book building method.

OPTION NO. 2

I/We am/are not interested in tendering our shares at the offer price. I/we have no objection if the shares of the company are delisted. I/We am/are willing to continue as a shareholder of the company post delisting also. I/we confirm that this shall be treated as positive consent of mine/our as specified in the SEBI (Delisting of Equity Shares) Regulations, 2021 as amended.

OPTION NO. 3

I/ We do not consent to delisting of Equity Shares of the Company and this shall be treated as negative consent of mine/our for the proposed delisting offer as specified in the SEBI (Delisting of Equity Shares) Regulations, 2021 as amended.

In case no option is selected by the shareholders then the same shall be considered as consent given by the shareholder in favour of delisting (i.e. Option 2).

SIGNATURE

(_____) (_____) (_____)
First Shareholder Joint Holder-1 Joint Holder-2

Contact Email ID: _____

Contact Telephone No.: _____

To be sent to:

Link Intime India Private Limited
502 & 503, 5th Floor,
Vaishno Chambers,
6 Brabourne Road,
Kolkata - 700001

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:	L	7	0	1	0	9	W	B	1	9	4	7	P	L	C	0	1	5	0	8	7
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Name of the company (in full): **BENGAL STEEL INDUSTRIES LIMITED**

Name of the Stock Exchange where the company is listed, (if any): **BSE LIMITED**

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)
Equity Shares	INR 10/-	INR 10/-	INR 10/-

No. of Securities being Transferred		Consideration received (Rs)	
In figures	In words	In words	In figures

Distinctive Number	From		
	To		

Corresponding Certificate Nos.			

Transferor's Particulars

Registered Folio Number: _____

Name(s) in full	PAN No.	Signature(s)
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

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

Signature of the Witness: _____

Name of the Witness: _____

Address of the Witness: _____

Pincode: _____

Transferee's Particulars		
Name in full (1)	Father's/ Mother's / Spouse's Name (2)	Address (3)
HINDUSTHAN UDYOG LIMITED	NA	TRINITY PLAZA 3 RD FLOOR 84/1A TOPSIA ROAD (S), KOLKATA-700046
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		1. _____ 2. _____ 3. _____

Folio No. of Transferee	Specimen Signature of Transferee(s)
_____	1. _____
_____	2. _____
_____	3. _____

Value of Stamp affixed: _____

Enclosures:

Stamps

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

<p>For Office Use Only</p> <p>Checked by _____</p> <p>Signature Talled 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</p> <p>Registered on _____ at No. _____</p>

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