THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This exit offer letter ("**Exit Offer Letter**") is being sent to you as a Public Shareholder of Genesis Exports Limited. In case you have recently sold your shares in the Company, please hand over this Exit Offer Letter and the accompanying documents to the person to whom you sold your equity shares.

EXIT OFFER LETTER

To the Public Shareholders of Genesis Exports Limited ("Company") CIN: L26919WB1981PLC033906

Registered Office: "Chitrakoot", 10th Floor, 230A, A.J.C. Bose Road, Kolkata- 700 020. Company Secretary and Compliance Officer: Ms. Nidhi Rathi Tel. No.: +91-7604088814/15/16/17 Email Id: genesis.exports@genesisexp.com; Website: www.genesisexp.com

From

Mr. Sushil Jhunjhunwala, residing at 17B/2, Alipore Road, White House Gardens, Kolkata - 700027, West Bengal ("Acquirer I"), Ms. Gyaneshwari Jhunjhunwala, residing at 17B/2, Alipore Road, White House Gardens, Kolkata - 700027, West Bengal ("Acquirer II"), Mr. Ajit Jhunjhunwala, residing at 17B/2, Alipore Road, White House Gardens, Kolkata - 700027, West Bengal ("Acquirer III"), Ms. Nidhi Jhunjhunwala, residing at 17B/2, Alipore Road, White House Gardens, Kolkata - 700027, West Bengal ("Acquirer III"), Ms. Nidhi Jhunjhunwala, residing at 17B/2, Alipore Road, White House Gardens, Kolkata - 700027, West Bengal ("Acquirer IV"), SKJ Investments Private Limited, having its registered office situated at "Chitrakoot", 10th Floor, 230A, A.J.C. Bose Road, Kolkata- 700 020 ("Acquirer V") (hereinafter, collectively referred to as "Acquirers")

Inviting you to tender your fully paid-up equity shares of Rs. 10/- each of the Company ("Equity Share"), in accordance with regulation 26(1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations").

EXIT PRICE: Rs. 965/- PER EQUITY SHARE

NOTE: THE EQUITY SHARES OF THE COMPANY HAS BEEN DELISTED FROM THE CALCUTTA STOCK EXCHANGE LIMITED ("CSE") WITH EFFECT FROM JANUARY 06, 2022

THE ENCLOSED EXIT APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY BY HAND DELIVERY OR REGISTERED POST OR SPEED POST OR COURIER ALONG WITH ALL REQUIRED DOCUMENTS AT SHAREHOLDERS RISK.

UNDER NO CIRCUMSTANCES SHOULD THE EXIT APPLICATION FORM BE DISPATCHED TO THE ACQUIRERS, MANAGER TO THE EXIT OFFER OR THE COMPANY.

EXIT PERIOD OPENING DATE: JANUARY 06, 2022 EXIT PERIOD CLOSING DATE: JANUARY 05, 2023

If you wish to tender your Equity Shares pursuant to this Exit Offer to the Acquirers, you should;

- Read this Exit Offer Ltter and the instructions herein carefully
 - Complete and sign the accompanying exit application form ("Exit Application Form") in accordance with the instructions contained therein and in this Exit Offer Letter
- Ensure that (a) you have credited your Equity Shares to the specified Demat Account (details of which are set out in paragraph 1.1.2 of this Exit Offer Letter or (b) in case of shares held in physical form, send the Exit Application Form together with the share certificates and duly executed transfer deed to the Registrar to the Exit Offer.
- Submit the required documents as mentioned in paragraph 1.1.3 and 1.2 of this Exit Offer Letter, as applicable, by hand delivery or registered post/speed post or courier to the Registrar to the Exit Offer in accordance with the terms and conditons set out in this Exit Offer Letter.

MANA	GER TO THE EXIT OFFER	REGISTRAR TO THE EXIT OFFER		
C	Chartered Capital and Investment Limited 418-C, "215 Atrium", Andheri Kurla Road, Andheri (East), Mumbai 400 093 Tel No.: 022- 6692 4111/6222 Contact Person: Mr. Amitkumar Gattani Email Id: mumbai@charteredcapital.net Website: www.charteredcapital.net SEBI Registration No: INM000004018 Validity: Permanent CIN: L45201GJ1986PLC008577		Maheshwari Datamatics Pvt. Ltd. 23, R.N. Mukherjee Road, 5 th Floor, Kolkata - 700001 Tel. No.: +91 33 2248 2248 Fax No.: +91 33 2248 4787 Email: mdpldc@yahoo.com Website: www.mdpl.in Contact Person: Mr. S K Chaubey SEBI Registration No: INR000000353 Validity: Permanent CIN: U20221WB1982PTC034886	

Dear Shareholder,

This is an invitation to tender your Equity Shares of Genesis Exports Limited to the Acquirers at the Exit Price (as hereinafter defined) of Rs. 965/- per Equity Share, subject to the terms and conditions mentioned below ("Exit Offer").

By initial public announcement dated August 20, 2021, detailed public announcement published on November 12, 2021 and Letter of Offer dated November 11, 2021, the Acquirers made an offer ("Delisting Offer"/"Offer"), to the public shareholders of the Company ("Public Shareholders") holding fully paid up Equity Shares of the Company, seeking to acquire 1,35,269 Equity Shares, representing 25.07% of fully paid-up equity share capital and voting capital of the Company, held by the Public Shareholders to delist the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE") in accordance with the Delisting Regulations. The Public Shareholders holding Equity Shares of the Company were invited to submit bids pursuant to a book-building process conducted through Offer to Buy (the "OTB") mechanism of the BSE Limited, being the designated Stock Exchange, during the Bid Period (November 24, 2021 to November 30, 2021). By post offer public announcement published on December 02, 2021 ("Post Offer Public Announcement") the Acquirers accepted the price of Rs. 965/- per Equity Share determined under the book building process conducted through OTB system as per the Delisting Regulations ("Exit Price").

Pursuant to the acquisition of the Equity Shares, validly tendered at the Exit Price, by the Public Shareholders in Delisting Offer, the shareholding of the Acquirers alongwith other members of Promoter/Promoter Group of the Company increased to 5,32,292 Equity Shares representing 98.64% of fully paid-up equity share capital and voting capital of the Company. Following the closure of the Delisting Offer and in accordance with regulation 25 of the Delisting Regulations, the Company, applied to CSE for final delisting approval. Pursuant to the said delisting application, CSE vide its letter no. CSE/LD/15400/2022 and notice no. CSE/LD/15399/2022 both dated January 05, 2022, have communicated that the equity shares of the company shall be delisted from the official list of the exchange with effect from January 06, 2022 ("Date of Delisting").

The Delisting of the Equity Shares means that they will no longer be traded on the CSE and a liquid market for trading of the Equity Shares will cease to exist.

In accordance with regulation 26 of the Delisting Regulations, the Acquirers hereby provide a final exit opportunity to the remaining Public Shareholders holding Equity Shares in the Company, to tender their Equity Shares for a period of one year from the date of Delisting of the Equity Shares.

Public Shareholders will be able to tender their Equity Shares to the Acquirers at the Exit Price of Rs. 965/- per Equity Share, at any time from January 06, 2022 to January 05, 2023 ("Exit Period"), on the terms and conditions set out in this offer letter ("Exit Offer Letter"). This Exit Offer Letter has been dispatched to all shareholders of the Company, who were Public Shareholders of the Company as on December 31, 2021 ("Residual Shareholders"). However, all shareholders (registered or unregistered) of the Company are eligible to participate in the Exit Period.

1. PROCEDURE FOR TENDERING YOUR EQUITY SHARES UNDER THE EXIT OFFER

1.1 Procedure for Residual Shareholders holding Equity Shares in DEMATERIALISED FORM

- 1.1.1 The Residual Shareholders holding Equity Shares in dematerialised form, who are desirous of tendering their Equity Shares in the Exit Offer must submit the following documents by hand delivery or by registered post or speed post or courier (at their own risk and cost, if by registered post or speed post or courier) with the envelope marked "GENESIS EXPORTS LIMITED DELISTING EXIT OFFER" so as to reach the Registrar to the Exit Offer at the address as mentioned on page 1 of this Exit Offer Letter on or before January 05, 2023 (i.e. the last date of the Exit Period).
 - a. the enclosed form ("Exit Application Form") duly filled and signed along with requisite documents, as applicable; and
 - b. a counterfoil/photocopy of their depository participant instruction evidencing transfer of dematerialized Equity Shares as detailed in paragraph 1.1.2 of this Exit Offer Letter.
- 1.1.2 The Residual Shareholders must transfer their dematerialised Equity Shares from their respective depository account **in off-market mode** to the Demat Account of the Acquirer, details of which are as follow;

DP Name: Stock Holding Corporation of India Ltd.	
DP ID: 16010100	
Client ID: 00450951	
Depository: Central Depository Services (India) Limited	
Account Name:	Ajit Jhunjhunwala

- 1.1.3 To ensure a valid submission of the Exit Application Form, Residual Shareholders who hold Equity Shares in dematerialised form, should transfer their Equity Shares from their respective depository accounts to the Demat Account as mentioned in paragraph 1.1.2 above. All transfers should be in off-market mode. A photocopy of the delivery instructions or counterfoil of the delivery instructions submitted to the depository participant of the Residual Shareholder's depository account and duly acknowledged by such depository participant crediting the Residual Shareholder's Equity Shares to the Demat Account as mentioned in paragraph 1.1.2 above, should be attached to the Residual Shareholder's Exit Application Form.
- 1.1.4 In case your depository participant offers the facility of online transfer of shares, then instead of the photocopy of the acknowledged delivery instruction slip you may attach a printout of the computer generated confirmation of transfer of shares. Note that the transfer should be made in off-market mode.
- 1.1.5 The Equity Shares will be held in the Demat Account as mentioned in paragraph 1.1.2 above, until the consideration payable has been dispatched to the respective Residual Shareholder or the unaccepted Equity Shares are credited back to the respective Residual Shareholders' depository account.
- 1.1.6 In the case that you are not a resident of India, please submit your Exit Application Form alongwith all documents as specified herein.
- 1.1.7 Please contact the Compliance Officer of the Company if you require any clarification regarding the procedure for tendering your Equity Shares.

1.2 Procedure for Residual Shareholders holding Equity Shares in PHYSICAL FORM

- 1.2.1 The Residual Shareholders holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Exit Offer must submit the following documents, by hand delivery or by registered post or speed post or courier (at their own risk and cost, if by registered post or speed post or courier) with the envelope marked "GENESIS EXPORTS LIMITED DELISTING EXIT OFFER" so as to reach the Registrar to the Exit Offer at the address as mentioned on page 1 of this Exit Offer Letter on or before January 05, 2023 (i.e. the last date of the Exit Period)
 - a. the enclosed form ("Exit Application Form") duly filled and signed by the Residual Shareholder or all Residual Shareholders (in the case of joint holdings) whose names appear on the share certificate(s), in the order in which such names appear on the share certificate(s);
 - a valid securities transfer form, (blank securities transfer form is enclosed with this Exit Offer Letter), duly signed by the Residual Shareholder or all Residual Shareholders (in the case of joint holdings) in the same order as transferor(s), in accordance with the specimen signatures registered with the Company/ Registrar to the Exit Offer and duly witnessed;
 - c. The original physical share certificate(s);
 - d. Cancelled Cheque;
 - e. In the case that the Residual Shareholder(s) is/are not resident(s) of India, please submit your Exit Application Form alongwith all documents as specified herein;
 - f. Self attested photocopy of the identity card like PAN card, Election ID card or copy of the Passport.
- 1.2.2 The Registrar to the Exit Offer will hold in trust the share certificate(s) and the securities transfer form until the dispatch of the consideration payable or the unaccepted share certificates has/have been dispatched to the Residual Shareholder concerned.
- 1.3 In case of Residual Shareholders resident in India, even in the event of non-receipt of the duly completed Exit Application Form but receipt of original share certificate(s) and duly signed valid securities transfer form, the Exit Offer would be deemed to have been accepted by the resident Residual Shareholders. Similarly in case of non-receipt of documents, but receipt of the Equity Shares in the Demat Account, Acquirers may deem the Exit Offer to have been accepted by the Residual Shareholder.
- 1.4 It shall be the responsibility of the Residual Shareholders tendering in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and Acquirers take no responsibility for the same. The Residual Shareholder should attach a copy of any such approval to the Exit Application Form, wherever applicable.
- 1.5 The Equity Shares to be acquired under this Exit Offer shall be free from all liens, charges and encumbrances and together with all rights attached thereto. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected.

- 1.6 Residual shareholders should ensure that their Exit Application Form together with necessary enclosures is received by the Registrar to the Exit Offer anytime on or before January 05, 2023 (i.e. the last date of the Exit Period), at the address as mentioned on page 1 of this Exit Offer Letter. Note: Hand Delivery - Monday to Friday 10:00 AM to 5:00 PM, except Public Holidays
- 1.7 In the event of any Residual Shareholder not receiving or misplacing their Exit Offer Letter, they may obtain a copy by writing to the Company/Registrar to the Exit Offer, clearly marking the envelope "GENESIS EXPORTS LIMITED DELISTING EXIT OFFER". A soft copy of the Exit Application Form can be downloaded even from the website of the Company at www.genesisexp.com or the website of the Registrar to the Exit Offer at www.mdpl.in.

2. NON-RESIDENT SHAREHOLDERS

- 2.1 Residual Shareholders who are non-resident Indians, persons resident outside India, overseas corporate bodies ("OCB"), Foreign Institutional Investors ("FII"), etc. ("Non-Resident Residual Shareholders") will have to enclose documents as mentioned in paragraph 1 above and will also need to enclose a copy of the original permission received by them from the Reserve Bank of India ("RBI") in relation to the acquisition of the Equity Shares. Further, Non-Resident Residual Shareholders will have to enclose the original certificate, authorising the Acquirers not to deduct tax or as the case may be, to deduct the tax at lower than normal applicable tax rate, obtained from income-tax authorities under Section 195(3) or Section 197 as the case may be, of the Income Tax Act, 1961, and also attach necessary documentary evidence with respect to period of holding and the cost of acquisition of shares. Further, Non-Resident Residual Shareholders will also have to enclose the documents referred to in paragraph 6 of this Exit Offer Letter.
- 2.2 It shall be the responsibility of the Non-Resident Residual Shareholders tendering the Equity Shares to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Acquirers take no responsibility for the same. The Non-Resident Residual Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable.
- 2.3 If any of the documents referred to in paragraph 2.1 and 2.2 above are not enclosed along with the Non-Resident Residual Shareholder's Exit Application Form, such Non-Resident Residual Shareholder's tender of Equity Shares under the Exit Offer may be treated as invalid.

3. PAYMENT OF CONSIDERATION

- 3.1 Following fulfillment of the terms and conditions mentioned herein, and receipt of the requisite regulatory approvals (if any), the applicable consideration will be paid by the Acquirers by way of crossed account payee cheque/ demand draft/ pay order/ RTGS/ NEFT/ Direct Credit. All cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s), and will be dispatched to the relevant Residual Shareholders, at their own risk, by way of speed post/ registered post at the address registered with the Company.
- 3.2 Chartered Capital and Investment Limited ("Manager to the Exit Offer") shall instruct the Escrow Bank to make payment of consideration by way of crossed account payee cheque/ demand draft/pay order/ RTGS/ NEFT/ Direct Credit to the Residual Shareholders (as the case may be) who have validly tendered their Equity Shares in the Exit Offer. Subject to any regulatory approvals as may be required, the Acquirers intend to make payment within 10 working days at the end of the relevant calendar month in which of the Equity Shares have been validly tendered ("Monthly Payment Cycle"). The first monthly payment cycle shall commence from January 31, 2022 for Equity Shares validly tendered upto January 31, 2022. In respect of the Equity Shares validly tendered upto January 05, 2023 payment shall be made within 10 working days from January 05, 2023. Payments will be made only to those Residual Shareholders who have validly tendered their Equity Shares, as per the instructions laid out in the Exit Offer Letter and Exit Application Form.
- 3.3 In case of payment to Residual Shareholders holding Equity Shares in demat form, the bank details will be obtained from the respective depositories for payments. Residual Shareholders are advised to ensure that their bank account details are updated in their respective depository participant account, as these bank account details would be used for payment of consideration.
- 3.4 In case of payment to Residual Shareholders holding Equity Shares in physical form, the cheque/demand draft/electronic payment will be drawn in the name of the sole or first named Residual Shareholder (in case of joint holdings). Residual Shareholders who wish to receive their payment by means of electronic funds transfer should provide the IFSC code along with their bank account details. Please note that in such case, payment would be transferred electronically (at your risk) based on the bank account details provided by you. In case the bank account details are not provided, then the consideration will be paid through the dispatch of a cheque / demand draft to the sole/first named Residual Shareholder (at their own risk).
- 3.5 In case Equity Shares are not accepted for any reason, in case of physical shareholders, share certificate will be dispatched to the Residual Shareholders by speed post / registered post, at the shareholders own risk. In case Equity

Shares are held in dematerialized form and are not accepted for any reason, the Equity Shares will be credited back to the respective beneficiary account with their respective depository participants.

4. EXIT PERIOD

The Residual Shareholders may tender their application to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Period. The Residual Shareholders are required to ensure that their Exit Application Form, together with the necessary enclosures, is received by the Registrar to the Exit Offer during the Exit Period on or before January 05, 2023.

5. STATUTORY AND OTHER APPROVALS

- 5.1 To the best of the Acquirers' knowledge, as of the date of DPA, Letter of Offer and this Exit Offer Letter, there are no other statutory or regulatory approvals required to acquire the Equity Shares and implement the Exit Offer. If any statutory or regulatory approvals become applicable, the acquisition of Equity Shares by the Acquirers and the Exit Offer will be subject to receipt of such statutory or regulatory approvals.
- 5.2 It shall be the responsibility of the Residual Shareholders to obtain all requisite approvals (including corporate, statutory or regulatory approvals including RBI), if any, prior to tendering the Equity Shares held by them in the Exit Offer, and the Acquirers take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable.

6. TAX TO BE DEDUCTED AT SOURCE

- 6.1 The consideration payable under this Exit Offer would be chargeable as capital gains under Section 45 of the Income Tax Act, 1961 (**"IT Act"**) or as business profits under Section 28 of the IT Act, as the case may be.
- 6.2 All Residual Shareholders would be either classified as resident or non-resident. The status as resident or non-resident is to be determined on the basis of criteria laid down in Section 6 of IT Act.
- 6.3 No tax is required to be deducted on payment of consideration to resident Residual Shareholders. The consideration payable to non-resident Residual Shareholders would be subject to deduction of tax at source at applicable rate of tax.
- 6.4 As per the provisions of Section 2(37A)(iii) of the IT Act for the purposes of withholding tax under Section 195 the rates of income tax specified in this behalf in the applicable Finance Act or the rate or rates of income tax specified in the double tax avoidance agreement ("DTAA") entered into by the Central Government under Section 90 of the IT Act or an agreement notified by the Central Government under Section 90A of the IT Act, whichever is applicable by virtue of the provisions of Section 90, or Section 90A, as the case may be, i.e. whichever is beneficial, would be the applicable rate of tax. Further, as per the provisions of Section 195(1) of the IT Act, any person responsible for paying to a nonresident any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Where, the Exit Offer consideration is chargeable to tax as capital gains under the IT Act, the Acquirers will need to deduct tax at source (including applicable surcharge and cess) at the capital gains payable to the Residual Shareholders. Income by way of capital gains is to be computed as provided in Section 48 of the IT Act, by deducting cost of acquisition from the value of consideration. The rate at which tax is to be deducted at source varies depending upon the period for which the shares tendered under the Exit Offer are held by the non-resident Residual Shareholders. Capital gains arising on shares held for more than 24 months from the date of acquisition would be regarded as 'long term capital gains', else the gains would be treated as 'short term capital gains'.
- 6.5 As per the provisions of Section 195 of the IT Act, any income by way of capital gains payable to non-resident Indians or foreign companies, shall be liable to the provisions of withholding tax (at applicable tax rates plus surcharge and education cess on the amount of capital gains) and subject to the provisions of the relevant tax treaty. Accordingly, income tax may have to be deducted at source in the case of a non-resident Indian/ foreign company at the rate under the IT Act or under the tax treaty, whichever is beneficial to the selling shareholder unless a lower withholding tax certificate obtained from the tax authorities is furnished to the Acquirers.
- 6.6 In case the aforementioned categories of Residual Shareholders require the Acquirers not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the income tax authorities either under Section 195 (3) or under Section 197 of the IT Act, and submit the same to the Acquirers while submitting the Exit Application Form. In the absence of any such certificate from the income tax authorities, the Acquirers will deduct tax as aforesaid, and a certificate in the prescribed form would be issued to that effect.

- 6.7 The rate of deduction of tax in case of non-resident public shareholders is dependent on various factors. All Residual Shareholders are required to declare information with respect to inter-alia the following factors while submitting the Exit Application Form:
 - 6.7.1 residential status of the Residual Shareholder i.e. resident or non-resident;
 - 6.7.2 documentary evidence with respect to period of holding of the Equity Shares and the cost of acquisition of such Equity Shares; and
 - 6.7.3 category to which the non-resident shareholder belongs i.e.;
 - a) Non Resident Indian (NRI); or
 - b) Overseas Corporate Body (OCB), or
 - c) Non-domestic company, or
 - d) Foreign Institutional Investor ("FII") registered as a company, or
 - e) FII other than a company, or
 - f) any other non-resident.
- 6.8 In case the withholding tax provisions as mentioned above are applicable, the Residual Shareholder should furnish its/ their Permanent Account Number ("PAN") obtained from the income tax authorities and also provide a self-attested copy of the PAN card. In case PAN is not mentioned tax would be deducted at source at the rates provided in Section 206AA of the IT Act.
- 6.9 In case of the documents/information as requested in the Exit Application Form are not submitted to the Acquirers or the Acquirers consider the documents/information submitted to be ambiguous/incomplete/conflicting or not to the satisfaction of the Acquirers, then the Acquirers reserve the right to withhold tax on the gross consideration at the maximum marginal rate as applicable to the category of the Residual Shareholder.
- 6.10All the Residual Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers do not accept any responsibility for the accuracy or otherwise of such advice. The tax rates and other provisions may undergo changes.

7. COMPLIANCE OFFICER

The Compliance Officer of the Company is: **Ms. Nidhi Rathi Genesis Exports Limited Company Secretary and Compliance Officer Tel. No.:** 91-7604088814/15/16/17 **Email:** genesis.exports@genesisexp.com

8. GENERAL

Every person who desires to avail the Exit Offer may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claims against the Acquirers or the Company or the Manager to the Exit Offer or the Registrar to the Exit Offer, whatsoever by reason of any loss which may be suffered by such Residual Shareholder consequent to or in connection with the Exit Offer.

In case Residual Shareholders have any queries concerning non-receipt of credit or payment for Equity Shares, they may address the same to the Manager to the Exit Offer or Registrar to the Exit Offer.

Sd/-

Ajit Jhunjhunwala

(Acquirer III)

Sd/-

Nidhi Jhunjhunwala

(Acquirer IV)

For and on behalf of Acquirers

Sd/-	Sd/-
Sushil Jhunjhunwala	Gyaneshwari Jhunjhunwala
(Acquirer I)	(Acquirer II)

For and behalf of Board of SKJ Investments Private Limited (Acquirer V)

Sd/- Sd/-Sushil Jhunjhunwala Director Director

Date: Thursday, January 06, 2022 **Place:** Kolkata

Enclosure:

1. Exit Application Form

2. Form No. SH-4 - Securities Transfer Form for Residual Shareholders holding Equity Shares in physical form.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION EXIT APPLICATION FORM FOR TENDERING EQUITY SHARES OF GENESIS EXPORTS LIMITED AT THE EXIT PRICE OF RS. 965 PER EQUITY SHARE

Please read this document along with the detailed public announcement published on November 12, 2021 ("Public Announcement"), the letter of offer dated November 11, 2021 ("Letter of Offer"), the post offer public announcement published on December 02, 2021 ("Post Offer PA"), the exit offer public announcement published on January 07, 2022 ("Exit Offer PA") and the enclosed exit letter of offer dated January 06, 2022 ("Exit Letter of Offer") issued by Mr. Sushil Jhunjhunwala ("Acquirer I"), Ms. Gyaneshwari Jhunjhunwala ("Acquirer II"), Mr. Ajit Jhunjhunwala ("Acquirer II"), Ms. Nidhi Jhunjhunwala ("Acquirer IV"), SKJ Investments Private Limited ("Acquirer V") are jointly referred to as ("Acquirers"), since the terms and conditions of the Public Announcement, the Letter of Offer, Post Offer PA, Exit Offer PA and Exit Letter of Offer are deemed to have been incorporated in and form part of this document. Unless the context otherwise requires, capitalized terms used in this Exit Application Form have the same meaning as defined in the Detailed Public Announcement, Letter of Offer, Post Offer PA, Exit Offer PA and Exit Letter of Offer.

EXIT OFFER				
Exit Window OpensThursdayJanuary 06, 2022				
Exit Window Closes	Thursday January 05, 2023			
Exit Price per Equity Share		Rs. 965/- (Rupees	Nine Hundred and Sixty Five only)	

EXIT APPLICATION FORM

for tender of Equity Shares of face value of Rs 10/- each of

Genesis Exports Limited

pursuant to the Exit Offer by Acquirers

Residual Shareholders should ensure that their Exit Application Form together with necessary enclosures is delivered by hand or sent by registered post / speed post or courier (at the Residual Shareholders' sole cost and risk) to the Registrar to the Exit Offer on or before Thursday, January 05, 2023 (i.e., the date of closure of the Exit Window), at the address of the Registrar to the Exit Offer given below:

Name	Address	Contact Person	Contact Details	Mode of Delivery
Maheshwari Datamatics	23, R.N. Mukherjee	Mr. S K Chaubey	Tel. No.: +91 33 2248 2248	Hand delivery or
Pvt. Ltd. (Unit: Genesis	Road, 5th Floor,		Fax No.: +91 33 2248 4787	registered post/speed
Exports Limited)	Kolkata - 700001		Email: mdpldc@yahoo.com	post or courier

Note: Hand Delivery - Monday to Friday 10:00 AM to 5:00 PM, except Public Holidays

Dear Madam/Sir,

Re: Exit Offer for the fully paid up Equity Shares from the Residual Shareholders of the Company by the Acquirers in accordance with the provisions of the Delisting Regulations.

- a) I/We, having read and understood the terms and conditions set out below, and in the Exit Letter of Offer, hereby tender my/our Equity Shares in response to the Exit Offer at the Exit Price.
- b) I/We hereby undertake the responsibility for the Exit Application Form and the Equity Shares tendered under the Exit Offer and I/we hereby confirm that the Acquirers or the Registrar to the Exit Offer shall not be liable for any delay/loss in transit resulting in delayed receipt or non-receipt of the Exit Application Form along with all requisite documents, or delay/failure in credit of Equity Shares to the DP Account within due time, due to inaccurate/incomplete particulars/instructions or any reason whatsoever.
- c) I/We understand that this application is in accordance with the Delisting Regulations and all other applicable laws.
- d) We understand that the Equity Shares tendered under the Exit Offer shall be held in trust by the Registrar to the Exit Offer until the time of the dispatch of payment of consideration calculated at Exit Price and/or the unaccepted Equity Shares are returned.
- e) I/We also understand that the payment of consideration will be done, if this application is accepted, after due verification of this Exit Application Form, documents and signatures. I/We also understand that should I/we fail to furnish all relevant documents as set out in this Exit Application Form or the Exit Letter of Offer, this Exit Application Form may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us.
- f) I/We hereby confirm that I have never sold or parted/dealt with, in any manner, the Equity Shares tendered under the Exit Offer and these Equity Shares are free from any lien, equitable interest, charges and encumbrances, whatsoever.
- g) I/We hereby declare that there are no restraints/injunctions, or other order of any nature which limits/restricts my/our rights to tender these Equity Shares and I/we are the absolute and only owner of these Equity Shares and legally entitled to tender these Equity Shares under the Exit Offer.
- h) I/We hereby declare that, if for any reason, the income tax authorities were to make a claim and/or seek to recover any tax, interest or penalty from the Acquirers (where such claim or recovery pertains to, or is relatable to, my/our tax liability), in

connection with the Equity Shares tendered by me/us under this Exit Offer, I/we agree to indemnify the Acquirers for the same along with costs related thereto.

- i) I/We authorize the Acquirers, the Promoter & Promoter Group, the Manager to the Exit Offer and the Registrar to the Exit Offer to send the payment of consideration by way of crossed account pay order/demand draft/pay order through way of crossed account pay order/demand draft/pay order through registered post or speed post at the address registered with the Company/Registrar to the Exit Offer or as the case may be, by RTGS/NEFT/Direct Credit.
- j) I/We undertake to return the amount received by me/us inadvertently, immediately.
- k) I/We agree that upon acceptance of the Equity Shares by the Acquirers, tendered by me/us under the Exit Offer, I/ we would cease to enjoy all right, title, claim and interest whatsoever, in respect of such Equity Shares.
- I/We authorize the Acquirers to accept the Equity Shares so offered, which it may decide to accept in terms of the Exit Letter of Offer.
- m) I/We understand that in respect of the Equity Shares tendered in physical form, original Share certificate(s) and signed transfer deed(s) will be held in trust for us by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to us or if our application is not valid or not accepted for any reason, until such time as the Equity Shares are returned back.
- n) My/Our signature on our depository participant instruction has been duly verified and attested by our depository participant as evidenced by our depository participant's stamp of acknowledgement;
- o) If I/we are a non-resident Residual Shareholder, I/we have also enclosed with this Exit Application Form the relevant documents referred to in the Exit Letter of Offer, and that if such documents are not enclosed with this Exit Application Form, the Acquirers reserve the right to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Residual Shareholders on the gross consideration amount payable to such Residual Shareholders or may treat the Exit Application Form as invalid;
- p) I/We further authorize the Acquirers to return to me/us, the Share certificate(s) in respect of which this Exit Application Form is found not valid or is not accepted, specifying the reasons thereof and in the case of dematerialized Equity Shares, to the extent not accepted will be released to my depository account at my/our sole risk.
- q) I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of the Exit Letter of Offer and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations.
- r) I/We hereby confirm that I/we have full power and authority to tender, sell and transfer the Equity Shares which I/we are tendering (together with all rights attaching thereto) and there are no restraints/injunctions, or other orders of any nature which limit/restrict my/our rights to tender the Equity Shares and that I/we have never sold or parted/dealt with in any manner with the Equity Shares tendered under the Exit Offer and these Equity Shares are free from any lien, equitable interest, charges & encumbrances, whatsoever.
- s) I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

1. DETAILS OF THE RESIDUAL SHAREHOLDERS

Holder's details (Please use BLOCK CAPITALS)				
Complete this box with the full name, signature and	Holder	Name		PAN No.
address of the holder of the Offer Shares. In case of	Sole / First			
joint holdings, full name of all the joint holders must	Second			
appear in the same order as appearing in the share certificate(s)/ demat account	Third			
Contact Details:	Tel No:			
	Mobile No:			
	Email:			
Full Address of the First Holder (with pin code)				
Type of investor	Individual(s)		NRI - Re	epatriable
(Please tick $()$ the box to the right of the appropriate	HUF		NRI - N	on Repatriable
category)	Domestic Con Bodies Corpor	1 2	FII	
	Mutual Fund		Insuranc	e Company
	Banks & Finan Institutions	ncial	Others (I	Please specify)
Date and place of incorporation of the holder (if applicable)				

2. FOR RESIDUAL SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

Details of Original Share Certificate(s) along with duly filled, signed share transfer form(s), as enclosed

Sr.	Folio No.	Share Certificate(s) No.	Distinct	Number of	
No.	1010100.	Share Certificate(s) No.	From	То	Equity Shares
(If th	(If the space provided is inadequate please attach a separate continuation sheet)			TOTAL	

3. FOR RESIDUAL SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM

Details of Residual Shareholder's demat account and delivery instruction executed in favour of DP Account. Please ensure that your Equity Shares are credited into the DP Account in **OFF MARKET MODE**

Beneficiary's Account Name (as appearing i	n DP's records)		
Depository Participant (DP Name)			
Depository Identification No. (DP Id)			
Client Identification No. (Client Id)			
Date of execution/acknowledgement of o	lelivery instruction/inter		
depository instruction (copy enclosed)			
Instruction (copy enclosed)			
Number of equity Shares (in figures)			
Number of equity Shares (in words)			
Other enclosures, if any applicable			
Please tick $()$ the box to the right of the	Power of attorney	Corporate authorization	
	rower of attorney	Corporate authorization	
appropriate category			
	Death certificate	Others (please specify)	

4. DETAILS OF BANK ACCOUNT

Residual Shareholders holding Equity Shares in demat form: The bank details will be obtained from the Depositories for payments. Residual Shareholders are advised to ensure that their bank account details are updated in their respective depository participant account, as these bank account details would be used for payment of consideration. Please note that failure to do so could result in delays in credit of consideration to the Residual Shareholders at their sole risk and the Acquirers or the Company or Manager to the Exit Offer or Registrar to the Exit Offer shall not be responsible for any such delay. Residual Shareholders should also fill up their bank account details below.

Residual Shareholders holding Equity Shares in physical form: In order to avoid any fraudulent encashment in transit of the cheque, pay order or demand draft issued by the Acquirers or by NECS/RTGS/NEFT/Direct Credit towards the consideration payable for the Equity Shares tendered through 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 holder'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. Kindly attach one cancelled cheque alongwith this Exit Application Form.

Name of the Sole/ First Holder's Bank	
Branch Address	
City and PIN Code of the Branch	
Bank Account No.	
Savings/Current/Others (Please Specify)	
MICR Code	
(in case you wish to receive funds electronically)	
IFSC Code	
(in case you wish to receive funds electronically)	

5. SIGNATURES

I/We hereby tender to the Acquirers, the number of Equity Shares set out or deemed to be set out in this Exit Application Form in accordance with and subject to the terms and conditions herein.

Signature				
	Sole/First Holder	Second Holder	Third Holder	
Note: In case of joint holdings all holders must sign. In case of hodies cornerate the Exit Application Form is to be signed				

Note: In case of joint holdings, all holders must sign. In case of bodies corporate, the Exit Application Form is to be signed by the authorized signatory under the stamp of the company and necessary board resolution authorizing the submission of this Exit Application Form should be attached.

Tax Certification (Non Resident Indians ("NRIs") / Overseas Corporate Bodies ("OCBs") / Foreign Institutional										
Investors ("FIIs") / Non-Resident shareholders only) Please refer to the Exit Letter of Offer for details regarding tax to be deducted at source. Shareholders are also advised to consult										
their tax advisors for										
course of action that			lay be given by th	In respect	110 0350351	ing officer	s in their	i case, an	u inc	appropriate
I/We certify that the			to in Box 2 or 3 ar	e held: Ple	ase tick ($$)				
On Investment /					rade Acc		be			
Account	-			taxed	as Busines	ss Profits				
I/We certify that the	tax deducti	ion on the E	quity Shares referre	d to in Bo	x 2 or 3 is	to be dedu	icted on a	account of		
Short Term			Long Term Gain	8		Busi	ness Prot	fits		
Gains				_						
I/We, confirm that th	ne income a	rising from	the transfer of shar				ature of:	Please tic	k (√)	
Capital Gains	·/ 1	. 1 1	. 1 . 1 1		ther incon			· 1	. 1	C : 1
Note: Where the equivalent showing constants and the statement showing constants and the statement showing constants and the statement showing constants are showing constants and the statement showing constants are showing constants are showing constants.									t pleas	se furnish a
In the case of NRIs									nverti	ible foreign
exchange and the sh										
1961 then please tick			-	ing opted/	not opted s	out of Ch		-n or the	meon	ie Tax Met,
I certify that:		appropriate	OOX DEIOW.							
-	d aut of C	homton VII	A of the Income To	A at 106	1					
		-	A of the Income Tax		1					
	-		the Income Tax Ac		1.	1	- 4			
PERMANENT	ACCOU	INI I	NUMBER (F	or ta	ix de	duction	at	source	•	purposes):
FOR FII Sharehold	ers									
I/We have enclosed t		ng documer	ts that are applicab	e to me/u	s (Please tio	ck(y)				
No objection certific							u/s 197 o	of the Inc	ome	
Tax Act, 1961						190(0) 01			01110	
Previous RBI approv	als for hole	ding the Eq	uity Shares referred	to in Box	2 or 3 of th	his Exit Ap	oplication	Form		
Self-Attested Copy of										
Self-Attested Copy of					unt of FII)	along with	h a copy o	of notifica	ation	
issued under section	115AD of	the IT Act s	showing name of FI	ľ						
Tax Residence Cert				hority of	foreign co	untry of v	which the	e FPI is a	tax	
resident and prescrib										
For Non-Resident S				a ta maaka	(Dlagge ti	alr(ab)				
No objection certific							u/s 107 /	of the Inc	ome	
Tax Act, 1961			incate nom meom	c tax autii	onnes u/s	195(5) 01	u/5 1 / / (of the file	ome	
Previous RBI approv	als for hole	ding the Eq	uity Shares referred	to in Box	2 or 3 of th	his Exit Ar	oplication	Form		
Self-Attested Copy of							1			
Copy of relevant pag						n twelve n	nonths pr	ior to the	date	
of acceptance of Eq										
which the shares wer										
Tax Residence Certi			Income Tax Authority	ority of fo	reign coun	try of whi	ch the sh	areholder	is a	
tax resident, whereve	er applicabl	le								
Notes: a) In case the Equit	v Sharaa a	ra hald on t	trade account kind	ly enclose	a cortifica	ata statina	that you	ore a tax	racid	ent of your
country of residence										
Taxation Avoidance									15 01	the Double
b) In order to avail t								e a tax res	sidency	v certificate
stating that you are										
country of residence										5
c) Non-resident shar	eholders sl	nould enclos	se a copy of the per	mission r	eceived fro	m RBI for	r the Equ	ity Shares	s held	by them. If
the Equity Shares a										
relevant notification			which the Equity S	shares are	held and	state when	ther the	Equity Sl	nares a	are held on
repatriable or non-re							• ~			. ~
d) Non-resident shar										
from income tax aut										
Acquirers before ren Income-tax authoriti										
education cess), base							menualing	s applicat	ne sui	enarge and
e) NRIs, OCBs, FPI							ates certi	fving inw	ard re	mittance of
funds for their origin										
f) NRIs holding shar					close a cor	by of the p	ermission	n received	l from	the RBI, if
any, for tendering the					1	1				

g) FPIs are requested to enclose the SEBI Registration Letter;

h) Non-resident shareholders (including NRIs, OCBs and FPIs) should also enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. Genesis Exports Limited and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the Delisting Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

i) OCBs are requested to enclose Form OAC of the current year.

CHECKLIST (Please tick ($\sqrt{}$))

DEMAT SHAREHOLDERS		PH	PHYSICAL SHAREHOLDERS		
1	Exit Application Form	1	1 Exit Application Form		
2	Copy of Acknowledged Demat Slip	2	2 Original Share Certificate of the Company		
3	Other documents, as applicable.	3	3 Valid Share Transfer Deed		
		4	4 Other documents, as applicable		

Notes:

- All documents/remittances sent by / to the Residual Shareholders will be at their risk and Residual Shareholders are advised to adequately safeguard their interests in this regard.
- Please read these notes along with the entire contents of the Exit Letter of Offer.
- In the case of Residual Shareholder(s) other than individuals, any documents, such as a copy of a power of attorney, board resolution, authorization, death certificate, etc., as applicable and required in respect of support/verification of this Exit Application Form shall also be provided; otherwise, the Exit Application Form shall be liable for rejection.
- Please refer to paragraphs 1.1.3 and 1.2 of the Exit Letter of Offer for details of documents.
- The number of Equity Shares tendered under the Exit Offer should match with the number of Equity Shares specified in the Share certificate(s) enclosed or Equity Shares credited in the DP Account under the respective client ID number.
- The consideration shall be paid in the name of sole/first holder.
- In case, the Exit Application Form is not complete in all respects, the same may be liable for rejection.
- It is the sole responsibility of the Residual Shareholders to ensure that their Equity Shares are credited to the DP Account in the manner as mentioned above and their bids are delivered or reach the Registrar to the Exit Offer on or before the last date of the Exit Window.

• FOR EQUITY SHARES HELD IN DEMATERIALIZED FORM:

a) Before submitting this Exit Application Form to the Registrar to the Exit Offer, please issue necessary instructions to your depository participant (where you hold the depository account in which the Equity Shares of Company are presently held) to credit your Equity Shares into the DP Account (which details are below) in **OFF MARKET MODE**.

Name of the DP Account	Ajit Jhunjhunwala
Depository	Central Depository Services (India) Limited
Depository Participant (DP) Name	Stock Holding Corporation of India Ltd.
Depository Participant ID	16010100
Client ID	00450951

----- TEAR ALONG THIS LINE For any queries, please contact



- b) a photocopy/counterfoil of my/our delivery instructions to my/our depository participant (duly acknowledged by such depository participant), crediting my/our Equity Shares to the DP Account.
- c) It is the sole responsibility of Residual Shareholders to ensure that their Equity Shares are credited to the DP Account before the Exit Window ends.
- For Equity Shares Held in Physical Form: Before submitting this Exit Application Form to the Registrar to the Exit Offer, you must execute valid share transfer form(s) in respect of the Equity Shares intended to be tendered under the Exit Offer and attach thereto all the relevant original physical share certificate(s). The share transfer form(s) shall be signed by the respective Residual Shareholders (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/Registrar to the Exit Offer and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience. 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.
- 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 transferee(s) along with blank transfer form duly signed as transferor(s) and witnessed at the appropriate place. The Transfer Deed should be in favour of the Acquirers. All other requirements for valid transfer will be preconditions for acceptance.
- By agreeing to participate in the Exit Offer the NR and NRI shareholders give the Company/ Acquirers, as the case may be, the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company/ Acquirers for such regulatory reporting, if required by the Company/ Acquirers.

	TEAR ALONG THIS LINE				
ACKNOWLEDGEMENT SLIP					
Received from Mr./ Mrs./ M/s	an Exit Application Fo	orm for Offer Shares at a Bid Price of Rs.			

Received from Mr./ Mrs./ M/s ______ per Offer Share and the details of which are given as under.

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
DP ID NO.		FOLIO NUMBER	
CLIENT ID NO.		SHARE CERTIFICATE NO	
NO. OF OFFER SHARES		NO. OF OFFER SHARES	
Note: Beasing but not verified share certificate(s) and share transfer deeds			

Note: *Received but not verified share certificate(s) and share transfer deeds Note for Physical Shareholders: Received but not verified share certificate(s) and share transfer form(s)*

Signature of Official: ______ Date of receipt:

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: L26919WB1981PLC033906

Name of the company (in full): Genesis Exports Limited

Name of the Stock Exchange where the company is listed, if any: Delisted from The Calcutta Stock Exchange Limited with effect from January 06, 2022 in accordance with SEBI (Delisting of Equity Shares) Regulations, 2021

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	Rs 10/-	Rs 10/-	Rs 10/-

No. of Securities being Transferred		Consideration Received (Rs)				
In figures	In words		In words		In figures	
Distinctive Number		From				
		То				
Corresponding Certificate Nos:						

TRANSFEROR' S PARTICULARS

Registered Folio Number			
Name(s) in full		Seller Signature (s)	
1.			
2.	2.		
3.			
I, hereby confirm that the Transferor has signed before me.		Witness Signature	
Name and Address of Witness			

TRANSFEREE' S PARTICULARS

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

Folio No. of Transferee: _____

Specimen Signature of Transferee

- 1. _____ 2. 3. _____ _

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) Copy of PAN Card of all the Transferees (For all listed Cos.)
- (4) Other, Specify.....

Stamps:

For office use only	
Checked by Signature tallies by	
Entered in the Register of Transfer onvide Transfer No	
Approval Date Power of attorney/Probate/Death Certificate/Letter of administration Registered at No at No	on