

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Exit Offer Letter (“**Exit Offer Letter**”) is sent to you as equity shareholder(s) of **ROSEKAMAL TEXTILES LIMITED** (“**RTL**”/ “**The Company**”). You are advised to consult your Stock Broker or Investment Consultant or Manager to the Exit Offer for any clarification about the action to be taken in this regard.

EXIT OFFER LETTER

Mr. Praful A. Shah on behalf of the promoter group of the Company

Address: Garden House, Dr. Amichand Shah’s Wadi, Rampura Tunki ,Surat ,Gujarat- 395003

Tel No.: +91-261-2419019 / 2430054; **Fax No.** +91-261-2418980

Inviting you to tender your fully paid-up equity shares of Rs. 10/- each of Rosekamal Textiles Limited at the Exit Price of Rs. 70/- (Rupees Seventy Only) per equity share pursuant to Regulation 21 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (“**Delisting Regulations**”).

This Exit Offer Letter is being sent to you as a public shareholder of

ROSEKAMAL TEXTILES LIMITED

Registered Office: Garden House, Dr. Amichand Shah’s Wadi, Rampura Tunki ,Surat ,Gujarat- 395003.

Tel No.: +91-261-2419019 / 2430054, **Fax:** +91-261-2418980

E-mail: rosekamaltex@yahoo.in **Website:** www.rosekamal.com


Dear Shareholder(s),

This is an invitation to tender your equity shares in Rosekamal Textiles Limited (“the Company”) in favour of Promoters/ Acquirers at an Exit Price (as defined hereinafter) of Rs. 70/- per equity share subject to the terms and conditions mentioned hereinafter (“Exit Offer”).

Mr. Praful A. Shah on behalf of the promoter group of the Company (Promoters/ Acquirers), had, vide an Offer Letter dated September 8, 2017, made an offer seeking to acquire all the equity shares held by public representing 25.16% of the paid-up equity share capital of the Company (“Offer Shares”) from the public shareholders of the Company (“Delisting Offer”) and to proceed with consequent delisting of the equity shares of the Company, in accordance with the Delisting Regulations from BSE Limited (“BSE”/“Exchange”), being the Stock Exchange where the equity shares were listed. Pursuant to the acquisition of the Offer Shares validly tendered by the public shareholders in the Delisting Offer, the Promoters/ Acquirers together with the Persons Acting in Concert currently holds 99.63% of the fully paid up equity share capital of the Company.

Shareholders will be able to tender their equity shares in favour of the Promoters/ Acquirers at the Exit Price of Rs. 70/- per Equity share, at any time from December 8, 2017 till December 7, 2018 (the “**Exit Period**”), on the terms and subject to the conditions set out in this Exit Offer Letter in terms of the Delisting Regulations. This Exit Offer Letter shall be dispatched to all Residual Shareholders of the Company.

Exit Price	Rs.70/- per equity share
Exit Period Opens	Friday, December 8, 2017
Exit Period Closes	Friday, December 7, 2018

Registrar to Exit offer	Manager to Exit offer
 <p>MCS Share Transfer Agent Limited 88, Sampatrao Colony, 1st Floor, Neelam Apartment, Above Chappanbhog Sweet, Alkapuri, Vadodara – 390 007 Tel no:+91-265-2314757, 2350490 Contact Person: Mr. S. M. Gandhi Email: mcsltdbaroda@gmail.com SEBI Registration No: INR000004108</p>	<p>Asit C. Mehta INVESTMENT INTERMEDIATES LTD. Asit C. Mehta Investment Intermediates Limited 317/318, 3rd Floor, Podar Chambers, S.A. Brelvi Road, Fort, Mumbai-400 001. Tel.: +91-22-61325959 Contact Person: Mr. Lalit Phatak Email: lalit.phatak@acm.co.in SEBI Registration No.: INM000010973</p>

Activity Schedule

Sr. No	Activity	Date
1	Public Announcement	Tuesday, November 28, 2017
2	Discontinuation of Trading in the scrip	Friday, December 1, 2017
3	Dispatch of Exit Offer Letter	Wednesday, December 6, 2017
4	Delisting of the Scrip from the Exchanges	Friday, December 8, 2017
5	Exit Period Opens	Friday, December 8, 2017
6	Exit Period Closes	Friday, December 7, 2018

Note:

Following the closure of the Delisting Offer and in accordance with the Delisting Regulations, Rosekamal Textiles Limited applied for the delisting of its equity shares from the BSE Limited. In terms of BSE notice No 20171124-22 dated November 24, 2017 the trading in the equity shares of Rosekamal Textiles Limited on BSE discontinued w.e.f. Friday, December 1, 2017 (i.e. w.e.f. closing hours of trading on November 30, 2017) and the scrip will be delisted from the Exchange records w.e.f Friday, December 8, 2017.

- **Procedure for tendering shares under the exit offer**

1. Procedure for Residual Shareholders holding equity shares in physical form

- I. All the Residual Shareholders holding equity shares in the form of physical share certificates (“**Physical Shares**”), who wish to tender their Physical Shares, should complete the Application Form in accordance with the instructions given below (as applicable) and submit the same along with the following documents by hand delivery or by registered post or courier (at their own cost and risk) with the envelope marked “**ROSEKAMAL TEXTILES LIMITED - EXIT OFFER**” so as to reach the Registrar to the Exit Offer on or before Friday, December 7, 2018 (i.e. the last day of the Exit Period):

- a) The enclosed Application Form, duly completed and signed by the Residual Shareholder or all Residual Shareholders (in the case of joint holdings) whose name(s) appear on the share certificate(s), in the order in which such names appear on the share certificate(s);
- b) A valid share transfer deed enclosed with this Exit Offer Letter, duly signed by the registered Residual Shareholder or all registered Residual Shareholders (in the case of joint holdings) as transferor(s), in the same order and in accordance with the specimen signatures registered with the Company and duly witnessed and
- c) The original share certificate(s).

- II. In the event of non-receipt of the duly completed Application Form, but receipt of original share certificates(s) and duly signed valid share transfer deed, the Exit Offer would be deemed to have been accepted by the resident Residual Shareholder.

- 1.1. The equity shares to be acquired under the Exit Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto.

- 1.2. Residual Shareholders may tender their shares at the Exit Price at any time during the Exit Period. Residual Shareholders should ensure that their Application Form, together with the necessary enclosures is received by the Registrar to the Exit Offer on or before the last day of the Exit Period.

- 1.3. 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 or downloading the copy of Exit Offer from the website of the company www.rosekamal.com

2. **Procedure for Residual Shareholders holding equity shares in Demat form**

All the Residual Shareholders holding equity shares in Demat form (“**Demat Shares**”), who wish to tender their Equity Shares, should complete the Application Form in accordance with the instructions given below (as applicable) and submit the same along with the following documents by hand delivery or by registered post or courier (at their own cost and risk) with the envelope marked “**ROSEKAMAL TEXTILES LIMITED - EXIT OFFER**” so as to reach the Registrar to the Exit Offer on or before Friday, December 7, 2018 (i.e. the last day of the Exit Period):

- a. the enclosed form (“Exit 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 point number '2.3' below.

- 2.1. If the Registrar to the Exit Offer does not receive the documents listed above, but receives the shares in the Special Depository Account (as defined below), then the Promoter may deem the Exit Offer to have been accepted by such Residual Shareholders.
- 2.2. The Residual Shareholders must transfer their dematerialized Equity Shares from their respective depository account, in off-market mode, to the special depository account opened by the Registrar to the Exit Offer with Central Depository Services (India) Limited. ("Special Depository Account") details of which are as follows:

DP Name:	Asit C. Mehta Investment Intermediates Limited
DP Id:	12013200
Client ID:	01732387
Depository:	Central Depository Services (India) Limited
Account Name:	ROSEKAMAL TEXTILES LIMITED - DELISTING ACCOUNT - OPERATED BY - MCS SHARE TRANSFER AGENT LIMITED

Residual Shareholders having their beneficiary account with National Securities Depository Limited will have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the special depository account opened with Central Depository Services (India) Limited.

- 2.3. 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 Special Depository Account, should be attached to the Residual Shareholder's Exit Form.
- 2.4. 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.
- 2.5. It is the responsibility of the Residual Shareholders to ensure that their Equity Shares are credited in the Special Depository Account and their Exit Form reaches the Registrar to the Exit Offer on or before the expiry of the Exit Period.
- 2.6. The Equity Shares will be held in the Special Depository Account 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.
- 2.7. The company does not have Residual shareholders resident outside India.
- 2.8. Please contact the Registrar to the Exit Offer or Manager to the Exit Offer or the Compliance Officer if you require any clarification regarding the procedure for tendering your Equity Shares.

3. Settlement

On receipt of duly filled valid Application Forms (together with necessary enclosures, if any) and receipt of physical share certificates (along with duly filled in transfer deeds, as applicable) or Receipt of shares in Escrow Demat Account, the payment will be made within 15 working days from the date of closure of this offer by way of pay order/demand draft/online bank transfer. The pay order/demand draft shall be drawn in favour of sole or first named shareholder (in case of joint holders) and will be dispatched to the shareholder(s) by registered post.

4. Offer Period

The Residual Shareholders may tender their application at the Exit Price at any time during the Exit Period. The Residual Shareholders are required to ensure that their Application Form, together with the necessary enclosures, is received by the Registrar to the Exit Offer on or before Friday, December 7, 2018.

5. Compliance Officer

Name: Mr. Rupesh V Diwan

Compliance Officer

Address: Garden House, Dr. Amichand Shah's Wadi, Rampura Tunki ,Surat ,Gujarat- 395003

Tel No: +91-261-2419019 / 2430054

Fax No: +91-261-2418980

Email Id: rosekamaltex@yahoo.in

6. General

Every Residual Shareholder 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 Promoters/ Acquirers or the Company or the Registrar to the Exit Offer or the Manager 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.

**For and behalf of all the entities forming part of the
Promoter group of Rosekamal Textiles Limited**

**Sd/-
Mr. Praful A. Shah**

**Place : Surat
Date : December 4, 2017**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**APPLICATION FORM FOR TENDERING EQUITY SHARES OF
ROSEKAMAL TEXTILES LIMITED
AT THE EXIT PRICE OF Rs. 70/- PER EQUITY SHARE**

Unless the context otherwise requires and specifies, capitalized expressions in this Application Form have the same meanings as defined in the Exit Offer Letter dated September 8, 2017 (“Exit Offer Letter”) for acquiring equity shares in Rosekamal Textiles Limited (“RTL”/ “Company”) by Mr. Praful A. Shah on behalf of the promoter group of RTL (“Promoters / Acquirers”).

EXIT PERIOD OPENS	FRIDAY, DECEMBER 8, 2017
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EXIT PERIOD CLOSURES	FRIDAY, DECEMBER 7, 2018
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This Application Form, duly filled and signed along with the applicable enclosures should be delivered by hand or sent by registered post or courier (at your own cost and risk) with the envelope marked “**ROSEKAMAL TEXTILES LIMITED– EXIT OFFER**” to the Registrar to Exit Offer at the address given below:



MCS Share Transfer Agent Limited
88, Sampatrao Colony, 1st Floor,
Neelam Apartment, Above Chappanbhog Sweet,
Alkapuri, Vadodara – 390 007
Contact Person: Mr. S. M. Gandhi
Email: mcsLtdbaroda@gmail.com
SEBI Registration No: INR000004108

Mode of Delivery: Hand Delivery / Registered Post / Courier

Box 1: Residual Shareholder’s details

Name of Sole/First Holder		PAN	
Address			
Telephone / Mobile No.		Email-id	
2nd Joint Holder		PAN	
3rd Joint Holder		PAN	
4th Joint Holder		PAN	

Box 2: Signatures

In case of joint holdings, all holders must sign in the space given hereinafter in the same order and as per specimen signatures registered with the Company. By your signature in this Box 2, you will also be deemed to be making the acknowledgements and authorizations set out in Box 5 below.

PLEASE SIGN IN THE SPACE PROVIDED HEREINAFTER

I/We offer to tender the number of equity shares set out or deemed to be set out in Box 3 in accordance with and subject to the terms and conditions herein, the Exit Offer Letter and the Public Announcement.

Name		Signature
Sole /First holder		
2nd holder		
3rd holder		
4th holder		

Box 3: Details of equity shares held in physical form

You should insert in the space given below the details of your equity shares held in physical form, which you wish to tender. If the details given below are inconsistent with any of your original share certificate(s) or your share transfer deed enclosed with this Exit Form, your original share certificate(s) and your share transfer deed will be deemed to state the correct details of the equity shares which are tendered by you.

Sr. no.	Certificate no.	Registered Folio No.	Distinctive Nos.		No. of equity shares
			From	To	
1.					
2.					
3.					
4.					
5.					
Total no. of equity shares					

(If the space provided is inadequate please attach a separate continuation sheet)

Box 4: Bank account details

In order to avoid any fraudulent encashment in transit of the payment issued by the Promoters/ Acquirers, you may fill in the space below with details of the sole/first holder's bank account. If you do not fill in Box 4, any consideration payable will be sent in favour of the sole / first holder at the address provided in Box 1 above.

Name of the Sole / First holder's Bank	
Branch Name and Address	
City & PIN code of the Branch	
Bank Account No.	
Saving/Current/Others (Please specify)	
IFSC Code	

Box 5: Acknowledgements and authorizations

By signing in Box 2 above, you are deemed to have made each of the following acknowledgements and authorizations that:

- the equity shares you are tendering herewith are free from liens, charges and encumbrances of any kind whatsoever;
- 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 you by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to you or if your offer to tender is not valid or not accepted for any reason, until such time as the equity shares are returned;
- the Acquirers/ Promoters, Registrar to the Exit Offer and Manager to the Exit Offer shall not be liable for any delay/ loss in transit resulting in delayed receipt / non-receipt of your Exit Form along with relevant enclosures.
- the particulars given above are true and correct; and

(e) you acknowledge having read and understood the contents of the Exit Offer Letter and that you agree with the terms and conditions stated therein.

Notes:

1. All documents / remittances sent by / to the shareholders will be at their risk and shareholders are advised to adequately safeguard their interests in this regard.
2. Please read these notes along with the entire contents of the Exit Offer Letter.
3. In the case of person(s) other than Individual, 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 Form shall also be provided otherwise the Exit Form shall be liable for rejection.
4. The consideration shall be paid in the name of Sole/ First Holder.
5. In case of Residual Shareholders resident in India, even in the event of non-receipt of the duly completed Application Form, but receipt of original share certificate(s) and duly signed valid share transfer deed, the Exit Offer would be deemed to have been accepted by the Residual Shareholders.

Important Note: Consideration will be paid to all the valid applicants within 15 working days of the acceptance of documents for the full period of offer.

THE APPLICATION FORM IS TO BE SUBMITTED TO THE REGISTRAR TO THE EXIT OFFER ONLY AND BY HAND DELIVERY OR BY REGISTERED POST OR COURIER ALONG WITH ALL APPLICABLE DOCUMENTS

All future correspondence should be addressed to
MCS Share Transfer Agent Limited
88, Sampatrao Colony, 1st Floor,
Neelam Apartment, Above Chappanbhog Sweet ,
Alkapuri, Vadodara – 390 007
Tel no:+91-265-2314757, 2350490
Contact Person: Mr. S. M. Gandhi
Email: mcsltbaroda@gmail.com
SEBI Registration No: INR000004108

Exit Offer by Mr. Praful A. Shah on behalf of the promoter group of RTL for

ROSEKAMAL TEXTILES LIMITED

Received from Mr./Mrs./Ms./M/s. _____ Contact No _____

Address: _____ an Application Form offering _____ equity shares of

Rosekamal Textiles Limited at an Exit Price of Rs. 70/- per Share to the Acquirers/ Promoters, together with:

Transfer Deed and Share Certificate Nos. (for physical) _____

Counterfoil/ photocopy of their depository participant instruction evidencing transfer of dematerialized Equity Shares

Signature of Official: _____

Date of receipt: _____