

INDO ALUSYS INDUSTRIES LIMITED
(FORMERLY KNOWN AS MAHAVIR ALUMINIUM LIMITED)
CIN: L74999DL1979PLC009937
REGD. OFFICE: 606, TOLSTOY HOUSE, 15, TOLSTOY MARG, NEW DELHI 110001
Phone : 011-43565200, 43564217
Email : cs@indoalusys.com; info@indoalusys.com

Date: May 22, 2018

**TO,
THE PUBLIC SHAREHOLDERS OF
M/s.INDO ALUSYS INDUSTRIES LIMITED
(CIN:L74999DL1979PLC009937)**

Respected Members,

RE: EXIT OFFER TO THE PUBLIC EQUITY SHAREHOLDERS OF M/S INDO ALUSYS INDUSTRIES LIMITED (THE COMPANY IN TERMS OF CIRCULAR DATED 10TH OCTOBER, 2016 NO.SEBI/HO/MRD/DSA/CIR/P/110 ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA.

We would like to inform you that the Equity Shares of the Company were listed at the platform of the Delhi Stock Exchange Limited (hereinafter called as "DSE") and the SEBI vide its exit order no. WTM/ PS/45/MRD/DSA/NOV/2015 dated 19TH November, 2014 had allowed the exit of DSE as Stock Exchanges and DSE cease to remain Stock Exchange with immediate effect.

Further, this is to inform you that the Companies listed at DSE have been referred to the Dissemination Board (DB) set up by the BSE Limited (hereinafter called as "BSE") and Securities and Exchange Board of India (SEBI) vide its circular dated 10th October, 2016No. SEBI/HO/MRD/DSA/CIR/P/ 110 which had provided that the Companies which have been referred to Dissemination Board, have to provide the Exit Opportunity to Public shareholders or should obtain listing of its share on the Nationwide Stock Exchange. This circular also stipulated the procedure and process for exit of Exclusively Listed Companies ("ELC") from the DB.

Promoter of the Company i.e.Mr. Pradeep Kumar Jain has decided to provide the Exit Opportunity to the shareholders at a fair value of Equity Share as may be decided by the Sobhagya Capital Options Limited, an Category I Merchant Banker and registered as an Independent Valuer from NSE's and BSE's panel of expert valuers appointed by the Promoter and Board of Directors of the Company.

FAIR VALUE AND EXIT OFFER DETAILS:

The fair valuation of the equity shares of the company comes to INR15.44 (Indian Rupees Fifteen and Forty Four Paise Only) per share as per certificate dated May 11, 2018 received from the Independent Valuer. The full text of the certificate of the Independent Valuer will also be available at the registered office of the Company during office hours for a period of ten (10) days from the date of the Public Announcement made in newspapers namely Business Standard (English) and Business Standard (Hindi), All Edition on May 22, 2018.

We are therefore making Exit offer to acquire the share of the Company from the Public shareholders at a price of INR15.44 (Indian Rupees Fifteen and Forty Four Paise Only)per Equity Share ("Exit or offer Price"), the value determined by the Independent Valuer as Stated Above.

This Offer Letter along with consent cum Acceptance Form ("Consent Form") & Blank Share Transfer Form are being dispatched to only those public shareholders whose names appear on the

register of shareholders of the Company on May 11, 2018 ("Specified Date").

According to Offer, you may tender your shares at the Exit or offer price along with valid Share Transfer Form/in case Shares in De-mat form, then send the consent as enclosed at the address of Company (Registered Office), as mentioned below:

INDO ALUSYS INDUSTRIES LIMITED
CIN: L74999DL1979PLC009937
REGD. OFFICE: 606 TOLSTOY HOUSE 15TOLSTOY MARG DELHI 110001

Alternatively, in case you are still willing to remain as a shareholder of the Company post Exit offer, you may instead of tendering the shares at the Exit or offer price, may remain so by giving your positive consent to continue as shareholders duly mentioning that you are interested in continuing as the shareholder of the Company even post offer and have no objection on the Exit offer. In this regard a Consent Letter including both the options available with the shareholders i.e., either to tender their Equity shares or to give their positive consent to be as shareholder of the Company even post offer is enclosed with this Offer Letter.

Further, in case the public shareholder holding shares in De-mat form, then fill the respective columns in the Consent form and send to Company at the aforementioned address.

Promoter of the Company has bona fide intention to make payments to shareholders of the Company who tender shares of the Company during the exit offer period and whose credentials found to be genuine after examination by the Company and the Registrar and Transfer Agent (Alankit Assignments Ltd).

The exit offer shall open on Monday, May 28, 2018 and will close on Friday, June 01, 2018 (inclusive of both). During the tendering period Public shareholders can tender shares as Prescribed above.

The shareholders who could not tender their shares within the above mentioned Offer Period, have right to tender the shares up to a period of one year from the date of completion of offer at the same price of INR 15.44 per share as determined by Sobhagya Capital Options Limited. Promoter of Indo Alusys Industries Limited ("IALI") hereby declares that they undertake the liability to acquire such Shares.

We solicit your response to the above Offer.

Thanking You,

Yours sincerely,
For and on behalf of Promoters of Indo Alusys Industries Limited

Sd/-
Pradeep Kumar Jain
Director
DIN:00225927

Enclosures:-

- 1. Format of Consent letter and**
- 2. Blank Share Transfer Form**
- 3. Undertaking to continue as shareholder of the Company**

CONSENT FORM

To
INDO ALUSYS INDUSTRIES LIMITED
606 TOLSTOY HOUSE
15TOLSTOY MARG
NEW DELHI 110001

Name(s) of Shareholder(s) (in BLOCK LETTERS) (including joint holders, if any)	:	
Registered Address of the sole/first named shareholder	:	
Registered Folio No.	:	
Number of shares held	:	

In case of Demat Shares, kindly fill in the below mentioned details for our perusal:

Name of First Holder	:	
Second Holder	:	
Third Holder:	:	
ISIN No.	:	
DP Id:	:	
Client ID	:	
Transferee Name/Account Name	:	PRADEEP JAIN
DP Id	:	IN300118
Client ID	:	10433427

With reference to the Exit offer in terms of the circular dated 10th October, 2016 No. SEBI/HO/MRD/DSA/CIR/P/110, I/We hereby exercise my/our written consent in respect of the Exit offer of Equity Shares by placing the tick (?) mark at the appropriate box below.

Sr. No.	Brief Description	I/We assent
1.	Positive consent for the adoption of Exit price @ INR15.44 for each Equity Share of M/s Indo Alusys Industries Limited and surrender of shares to the Promoter i.e. Mr, Pradeep Kumar Jain	
2.	Remain as Shareholders of the Company of M/s Indo Alusys Industries Limited	

Place: _____

Date: _____

(Signature of the Shareholder)

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:

Name of the company (in full):

Name of the Stock Exchange where the company is listed, if any:

DESCRIPTION OF SECURITIES:

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

No. of Securities being Transferred		Consideration Received (Rs)	
In Figures	In Words	In words	In figures

Distinctive Number	From To				

Corresponding Certificate Nos:

TRANSFEROR'S PARTICULARS

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

TRANSFEEE'S PARTICULARS -

	1	2	3
Name in full			
Father's/ mother's/ Spouse name			
Address, Mobile/Ph. No. E-mail ID			
Occupation			
Existing folio no., if any			
PAN No.			
Signature			

Folio No. of Transferee : _____ Specimen Signature of Transferee _____

Existing Folio No. If any

1. _____

2. _____

Value of stamp affixed: _____ (Rs.) 3. _____

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:

<p>For office use only</p> <p>Checked by _____ Signature tallies by _____</p> <p>Entered in the Register of Transfer on _____ vide Transfer No. _____</p> <p>Approval Date _____ Power of attorney/Probate/Death Certificate/Letter of administration Registered on _____ at No. _____</p>
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**UNDERTAKING BY THE SHAREHOLDER WILLING TO CONTINUE AS THE
SHAREHOLDER OF THE COMPANY POST EXIT OFFER**

Date:.....

To,

**INDO ALUSYS INDUSTRIES LIMITED
606 TOLSTOY HOUSE
15TOLSTOY MARG
DELHI 110001**

**Sub: Undertaking by the Public Shareholders of Indo Alusys Industries Limited to continue
as the Shareholder of the Company**

Dear Sir/Madam,

I / We, (Name:), having PAN No(s)..... and

Registered office / Residential address.....

.....

am / are the Public Shareholder(s) of Indo Alusys Industries Limited ("the Company"), that was listed on Delhi Stock Exchange Limited (hereinafter called as "DSE") which is De-recognized by SEBI and is presently placed on the Dissemination Board of BSE Limited. I /We hereby confirm that:

- 1) I/We am/are Shareholder(s) of the Company; holdingnumbers of equity shares in the Company and forming part of public category. (Distinctive number from to);
- 2) I/We have received an Exit offer letter dated May 22, 2018/ Public Announcement dated May 22, 2018 from Mr. Pradeep Kumar Jain, Promoter of the Company in terms of SEBI circular - SEBI/ MRD/DSA/CIR/P/2016/110 Dated October 10, 2016 for acquisition of my holding ofequity shares at a price of Rs.15.44 per share which is determined by the Sobhagya Capital Options Limited, a Category I Merchant Banker and empanelled Registered Valuer on BSE as the Independent Valuer, appointed by the Promoter and Board of Directors of the Company;
- 3) I/We hereby undertake that I/We would like to continue as a Shareholder of the Company;
- 4) I/we have no objection on the abovesaid Exit offer;

Yours faithfully

(Name, address and Signature of the First holder)

(Name, address and Signature of the Second holder)