

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Exit Letter of Offer (“**Exit Letter of Offer**”) is being sent to you as a Residual Shareholder (*as defined below*) of **K K Fincorp Limited** in respect of the delisting of Equity Shares (*as defined below*) of the Company from the BSE Limited (“**BSE**” or “**Stock Exchange**”) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended (“**Delisting Regulations**”). In case you have recently sold your Equity Shares, please hand over this Exit Letter of Offer and the accompanying documents to the member of the Stock Exchange through whom the sale was effected or to whom the sale was effected. Undefined capitalized terms shall have the meaning given to them in the IPA, Detailed Public Announcement, Letter of Offer, Post Offer PA and the Exit Offer PA (each as defined below).

EXIT LETTER OF OFFER

For the acquisition of the Equity Shares of the Company
To the Residual Shareholders of

K K FINCORP LIMITED (“Company” or “Target Company”)

Corporate Identification Number (“CIN”): L65990MH1981PLC023696

Registered Office: Plot No.11, Cama Industrial Estate, Goregaon (East),
Mumbai – 400 063, Maharashtra, India.

Tel No. +91-22-26851998; **Email:** kkii_igrd@remigroup.com; **Website:** www.remigroup.com

Company Secretary & Compliance Officer: Ms. Kusum Parek

BY THE MEMBERS OF PROMOTER GROUP OF THE COMPANY

Bajrang Finance Limited (“Promoter Acquirer 1”),

Registered Office: Plot No.11, Cama Industrial Estate, Goregaon (East),
Mumbai – 400 063, Maharashtra, India.

Remi Sales and Engineering Limited (“Promoter Acquirer 2”),

Registered Office: Plot No.11, Cama Industrial Estate, Goregaon (East),
Mumbai – 400 063, Maharashtra, India.

AND

Remi Securities Limited (“Promoter Acquirer 3”),

Registered Office: Plot No.11, Cama Industrial Estate, Goregaon (East),
Mumbai – 400 063, Maharashtra, India.

(Promoter Acquirer 1, Promoter Acquirer 2 and Promoter Acquirer 3 are jointly referred to as the “**Promoter Acquirers**”). The Promoter Acquirers are inviting you to tender your fully paid-up equity shares of face value of Rs. 10/- each (“**Equity Shares**”) held by you in K K Fincorp Limited to the Promoter Acquirers in accordance with Regulation 26 (1) of the Delisting Regulations at the Exit Price (*as defined below*) (“**Exit Offer**”).

Exit Price: Rs. 25/- per Equity Share

Note: The Equity Shares of the Company will be delisted from the Stock Exchange with effect from Wednesday, August 21, 2024.

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 (AT THEIR OWN RISK AND COST) ALONG WITH ALL APPLICABLE DOCUMENTS IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET OUT IN THIS EXIT LETTER OF OFFER

MANAGER TO THE EXIT OFFER



SYSTEMATIX CORPORATE SERVICES LIMITED

The Capital, A-Wing, No. 603-606, 6th Floor,
Plot No. C-70, G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051, India.

Tel. No. +91-22-67048000

Contact Person: Jinal Sanghvi / Jay Shah

Email: ecm@systematixgroup.in

Website: www.systematixgroup.in

SEBI Registration No.: INM000004224

REGISTRAR TO THE EXIT OFFER



BIGSHARE SERVICES PRIVATE LIMITED

Office No S6-2, 6th Floor, Pinnacal Business Park,
Mahakali Caves Road, Next to Ahura Centre,
Andheri East, Mumbai- 400093 Maharashtra, India.

Tel. No.: +91 022 62638200

Contact Person: Maruti Eate

Email: maruti@bigshareonline.com /

exitoffer@bigshareonline.com

Website: www.bigshareonline.com

SEBI Registration No.: INR000001385

EXIT WINDOW OPENING DATE:
WEDNESDAY, AUGUST 21, 2024

EXIT WINDOW CLOSING DATE:
WEDNESDAY, AUGUST 20, 2025

If you wish to tender your Equity Shares pursuant to Exit Offer to the Promoter Acquirers, you should:

- read this Exit Letter of Offer and the instructions herein;
- complete and sign the accompanying exit application form (“**Exit Application Form**”) in accordance with the instructions contained therein and in this Exit Letter of Offer;
- ensure that (a) in case of Equity Shares held in dematerialized form, you have credited your Equity Shares to the specified Special DP Escrow Account (details of which are set out in paragraph 1.1.3 of this Exit Letter of Offer) or (b) in case of Equity Shares held in physical form, sent the Exit Application Form together with the original share certificate and duly executed transfer deed along with other applicable documents as set out to the Registrar to the Exit Offer;
- submit the required documents as mentioned in paragraph 1.6 and 2.2 of this Exit Letter of Offer, as applicable, by hand delivery or registered post or speed post or courier to the Registrar to the Exit Offer in accordance with the terms and conditions set out in this Exit Letter of Offer.

Dear Shareholder(s),

This is an invitation to tender your Equity Shares in K K Fincorp Limited to the Promoter Acquirers at the Exit Price of Rs. 25/- (Rupees Twenty five only) per Equity Share, subject to the terms and conditions provided below (“Exit Offer”).

Vide the initial public announcement dated October 20, 2023 (“IPA”), the detailed public announcement dated May 16, 2024 and published on May 17, 2024 (“Detailed Public Announcement” or “DPA”) in (i) Financial Express (English, all editions); (ii) Jansatta (Hindi, all editions); (iii) Mumbai Lakshadeep (Marathi, Mumbai edition) (collectively, the “Newspapers”), and the letter of offer dated May 17, 2024 (“Letter of Offer”), the Promoter Acquirers made an offer to acquire up to 42,48,800 Equity Shares, representing 75.87% of the then paid-up equity share capital of the Company from the Public Shareholders of the Company (“Delisting Offer” / “Offer”) and consequently seeking to delist the Company from the BSE Limited in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended (“Delisting Regulations”). The Public Shareholders holding Equity Shares of the Company were invited to submit bids pursuant to the reverse book-building process (“Reverse Book Building Process”) as prescribed in the Delisting Regulations through the Acquisition Window Facility or OTB of the Stock Exchange from May 28, 2024 to June 03, 2024 vide post offer public announcement dated June 04, 2024 and published on June 05, 2024 (the “Post Offer Public Announcement”/ “Post Offer PA”) in the Newspapers, the Promoter Acquirers announced that the Delisting Offer was successful the price determined through the Reverse Book Building Process was Rs. 25/- (Rupees Twenty-Five Only) per Equity Share (“Discovered Price”). The final price decided by the Promoter Acquirers for accepting the Equity Shares successfully tendered in the Exit Offer is Rs. 25/- (Rupees Twenty-Five Only) per Equity Share (“Exit Price”). Pursuant to the acquisition of the Equity Shares validly tendered by the Public Shareholders in the Exit Offer, the shareholding of the Promoter Acquirers along with the members of the promoter group of the Company has increased to 50,40,989 Equity Shares representing 90.02 % of the total outstanding Equity Shares of the Company as on the date of this Exit Letter of Offer.

Following the completion of payment of the Exit Price to the Public Shareholders in accordance with Regulation 25 and other applicable provisions of the Delisting Regulations, the Company made the final delisting application to BSE on June 10, 2024, for delisting of the Equity Shares from the Stock Exchange. Pursuant to the said application and as disclosed in the exit offer public announcement dated August 08, 2024, published in the Newspapers on August 09, 2024 issued by the Promoter Acquirers (“Exit Offer PA”), BSE vide its notice number 20240806-8 dated August 06, 2024 (“BSE Final Delisting Approval”) has communicated that trading in the Equity Shares of the Company (Scrip Code: 503669) will be discontinued with effect from Tuesday, August 13, 2024 (“Date of Discontinuation of Trading”) and the Company scrip will be delisted from BSE with effect from Wednesday, August 21, 2024 (“Date of Delisting”).

Delisting of the Equity Shares means that they cannot be traded on the Stock Exchange and/or any other stock exchange and a liquid market for trading of the Equity Shares will no longer be available.

In accordance with Regulation 26 of the Delisting Regulations, the Promoter Acquirers hereby provide an exit opportunity to the remaining public shareholders of the Company who did not or were not able to participate in the Reverse Book Building Process or who unsuccessfully tendered their Equity Shares in the Reverse Book Building Process and are currently holding Equity Shares in the Company (“Residual Shareholders”), to tender their Equity Shares for a period of one year from the Date of Delisting of the Company. Residual Shareholders can tender their Equity Shares to the Promoter Acquirers at the Exit Price at any time from August 21, 2024 till August 20, 2025 (both days inclusive) (“Exit Window”), on the terms and subject to the conditions set out in this Exit Letter of Offer. This Exit Letter of Offer has been dispatched to all the Residual Shareholders of the Company by the Promoter Acquirers, whose names appear in the records of the registrar of the Company and to the owners of Equity Shares whose names appear as beneficiaries on the records of the respective depositories (as the case may be) at the close of business hours as on August 09, 2024.

The Promoter Acquirers vide Exit Offer Public Announcement (“Exit Offer PA”) dated August 08, 2024 published on August 09, 2024 in the Newspapers in which DPA was published have informed to the Residual Shareholders of the Company that Exit Window is opened for them for the next one year from the Date of Delisting and also undertake to release subsequent public announcements on quarterly basis and a separate follow up

communication will also be sent to the Residual Shareholders inviting them to avail the exit opportunity during the Exit Window.

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

Please contact Bigshare Services Private Limited (“**Registrar to the Exit Offer**”) at the contact details set out on cover page of this Exit Letter of Offer, if you require any clarification regarding the procedure for tendering your Equity Shares.

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) with the envelope marked “**K K FINCORP LIMITED – EXIT OFFER**” so as to reach the Registrar to the Exit Offer at the address as mentioned on the cover page of this Exit Letter of Offer on or before August 20, 2025 (i.e. the last date of the Exit Window):

- a. the Exit Application Form duly filled and signed along with requisite documents as mentioned in paragraphs 1.6 and 2.2, as applicable; and
- b. a counterfoil/photocopy of their depository participant instruction evidencing transfer of dematerialized Equity Shares as detailed in paragraph 1.1.3 of this Exit Letter of Offer.

1.1.2 If the Registrar to the Exit Offer does not receive the documents listed above but receives the shares in the Special DP Escrow Account (as defined below), then the Promoter Acquirers may deem the Exit Offer to have been accepted by such resident Residual Shareholders.

1.1.3 The Residual Shareholders must transfer their dematerialised Equity Shares from their respective depository account, in off-market mode, to the DP Escrow Account opened by the Registrar to the Exit Offer with Systematix Shares & Stocks (India) Limited (“**Special DP Escrow Account**”) details of which are as follows:

Name of the DP Escrow Account	K K Fincorp Limited– Exit Offer Account – Operated by Bigshare
Depository	Central Depository Services (India) Limited
Depository Participant (DP) Name	Systematix Shares & Stocks (India) Limited
Depository Participant ID	12034600
Client ID	00531134

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

1.1.4 **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 DP Escrow Account, should be attached to the Residual Shareholder’s Exit Application Form.

1.1.5 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 Equity Shares. **Please note that the transfer should be made in off-market mode.** Failure to credit your dematerialized Equity Shares into the Special DP Escrow Account shall result in your tender being invalid.

- 1.1.6 It is the responsibility of the Residual Shareholders to ensure that their Equity Shares are credited in the Special DP Escrow Account in the manner as mentioned above and their Exit Application Form reaches the Registrar to the Exit Offer on or before the expiry of the Exit Window.
- 1.1.7 Pursuant to SEBI circular dated 27 August 2020 bearing reference number SEBI/HO/MIRSD/DOP/CIR/P/2020/158), with effect from 1 November 2020, SEBI has made it mandatory for all shareholders holding shares in dematerialized form to authenticate their offmarket transaction requests through the one-time password (“OTP”) authentication method, pursuant to the submission of their delivery instruction slip with the DP. All Residual Shareholders shall generate and submit the OTP (based on the link provided by the Depository to the Residual Shareholder by way of e mail/SMS) to authenticate the off-market transaction(s). Residual Shareholders are requested to authenticate their transaction as soon as they receive the intimation from the Depository to avoid failure of delivery instruction. Kindly note, no transaction will be processed by the Depositories unless the same is authenticated by the Residual Shareholder through the above said OTP method.
- 1.1.8 The Equity Shares will be held in the Special DP Escrow 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.
- 1.1.9 In the case that you are not a resident of India, please submit your Exit Application Form alongwith all documents as specified herein in paragraph 2.2 of this Exit Letter of Offer
- 1.1.10 Please contact the Registrar to the Exit Offer or Manager to the Exit Offer or 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 documents as specified in paragraphs 1.6 and 2.2, as applicable, of this Exit Letter of Offer by hand delivery or by registered post or speed post or courier (at their own risk and cost) with the envelope marked “**K K FINCORP LIMITED – EXIT OFFER**” so as to reach the Registrar to the Exit Offer at the address as mentioned on the cover page of this Exit Letter of Offer on or before August 20, 2025 (i.e. the last date of the Exit Window).
- 1.2.2 If the Registrar to the Exit Offer does not receive the documents referred to above but receives the original share certificate(s), valid share transfer form(s), copy of PAN card and valid address proof then, in case of resident Residual Shareholder, the Promoter Acquirers may deem the Exit Offer to have been accepted by such resident Residual Shareholders.
- 1.2.3 The Registrar to the Exit Offer will hold in trust the share certificate(s) and the securities transfer form until the consideration payable has been paid to the respective Residual Shareholder or the unaccepted share certificate(s) has/have been dispatched to the Residual Shareholder.
- 1.3 It shall be the responsibility of the Residual Shareholders tendering their Equity Shares in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering such shares in the Exit Offer, and the Promoter Acquirers shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable. The Residual Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares failing which the Exit Application Forms may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to such Residual Shareholders. On receipt of the Equity Shares in the Special DP Escrow Account, the Promoter Acquirers shall assume that the eligible Residual Shareholders have submitted their Exit Application Forms only after obtaining applicable approvals, if any. The Promoter Acquirers reserves the right to reject those Exit Application Forms which are submitted without attaching a copy of such required approvals.

- 1.4 The Equity Shares to be acquired under this Exit Offer are to be acquired 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.
- 1.5 **Residual Shareholders should ensure that their Exit Application Form together with necessary enclosures is received by the Registrar to the Exit Offer on or before the last day of the Exit Window, at the address of the Registrar to the Exit Offer given on the cover page of this Exit Letter of Offer. Further, please note that hand delivery will be accepted from Monday to Friday 10 AM to 5 PM, except on public holidays.**

If a Residual Shareholders does not receive or misplaces the Exit Letter of Offer, they may obtain a copy by writing to the Registrar to the Exit Offer at Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacal Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai- 400093 Maharashtra, India, Contact Person: Mr. Maruti Eate, Telephone: +91 022 62638200; clearly marking the envelope '**K K FINCORP LIMITED – EXIT OFFER**' or emailing at maruti@bigshareonline.com/ exitoffer@bigshareonline.com. Further, a soft copy of the Exit Letter of Offer may be downloaded from the website of the Registrar to the Exit Offer i.e. www.bigshareonline.com or Company i.e. www.remigroup.com.

- 1.6 Residual Shareholders are requested to submit the below mentioned documents, as applicable, along with the Exit Application Form

Category	Procedure/ Documents to be submitted	
	Physical	Demat
Individual / HUF	Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholder(s) whose names appear on the share certificate(s).	Exit Application Form duly filled and signed by the registered shareholder(s).
	Original share certificate(s).	The duly executed/ acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of Equity Shares (in case of online transfer of Equity Shares).
	Valid share transfer form(s) duly signed as transferor(s) by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Registrar to the Exit Offer and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof. <i>Note: In order to avoid rejection (thumb impressions, signature difference, etc.), it is recommended to get it attested, by a magistrate/ notary public/ bank manager under their official seal.</i>	
Corporate	Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all	Exit Application Form duly filled and signed by an authorized signatory who is duly authorized by the board resolution.

	shareholder(s) who are duly authorized by a board resolution.	
	Original share certificate(s).	The duly executed/ acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of Equity Shares (in case of online transfer of Equity Shares).
	Valid share transfer form(s) duly signed as transferor(s) by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Registrar to the Exit Offer and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof.	
	True copy of the board resolution certified by a director or a company secretary of the company providing the authority to the signatory to deal with sale of equity share(s).	
Power of Attorney (“POA”) holder(s)	Exit Application Form duly completed and signed in accordance with the instructions contained therein, by the POA holder(s).	Exit Application Form duly filled and signed by the POA holder(s).
	Original share certificate(s).	The duly executed/ acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of Equity Shares (in case of online transfer of Equity Shares).
	Valid share transfer form(s) duly signed as transferor(s) by the POA holder(s) in the same order and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof.	Shareholder should ensure that the POA is duly registered with their depository participant.
	Attested copy of POA only if not registered with the Company or its registrar/transfer agent. Note: It is recommended to attach a photocopy of the same	
Custodian	Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the Share certificate /POA holders.	Exit Application Form duly filled and signed by an authorized signatory
	Original share certificate(s).	The duly executed/ acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of Equity Shares (in case of online

		transfer of Equity Shares).
	Valid share transfer form(s) duly signed as transferor(s) by all POA holders in the same order and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof.	
	Attested copy of POA only if not registered with the Company or its registrar/transfer agent. Note: It is recommended to attach a photocopy of the same.	

Note: For Equity Shares held in physical mode being tendered in this Exit Offer, copy of PAN of shareholder (including all joint shareholders) is mandatory for transfer of the said Equity Shares. In case of non-receipt of PAN from an equity shareholder intending to tender Equity Shares in physical mode in the Exit Offer prior to the closing of Exit Offer, such Equity Shares would be liable for rejection.

2. NON-RESIDENT SHAREHOLDERS

- 2.1 It shall be the responsibility of the Residual Shareholders who are non-resident Indians, persons resident outside India, overseas corporate bodies (“OCB”), Foreign Portfolio Investors (“FPI”), etc. (“**Non-Resident Residual Shareholders**”) tendering their Equity Shares in the Exit Offer, to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Equity Shares held by them in the Exit Offer, and the Promoter Acquirers shall 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. Further, Non-Resident Residual Shareholders will have to enclose the original certificate which can authorize the Promoter Acquirers not to deduct tax from the consideration payable to such shareholder(s) 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 (“**IT Act**”), and also attach necessary documentary evidence with respect to period of holding and the cost of acquisition of Equity Shares. Further, Non-Resident Residual Shareholders will also have to enclose the documents as required in this Exit Letter of Offer.
- 2.2 Non-Resident Residual Shareholders are requested to submit the below mentioned documents, as applicable, along with the Exit Application Form:

Category	Procedure/ Documents to be submitted	
	Physical	Demat
Non-resident Indian (“NRI”)	Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholder(s) whose names appear on the share certificate(s) or POA holder(s).	Exit Application Form duly filled and signed by the registered shareholder(s) or the POA holder(s).
	Original share certificate(s).	The duly executed/ acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of Equity Shares (in case of online transfer of Equity Shares).
	Valid share transfer form(s) duly signed as transferor(s) by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Registrar to the Exit Offer and duly witnessed at	Should enclose a NOC and TCC under Section 195(3) or Section 197 of the IT Act from the income tax authority (“ Income Tax Authority ”) or alternatively a certificate from chartered accountant certifying if the shares

	<p>the appropriate place(s) along with copy of PAN card and valid address proof.</p> <p><i>Note: In order to avoid rejection (thumb impressions, signature difference, etc.), it is recommended to get it attested, by a magistrate/ notary public/ bank manager under their official seal.</i></p>	<p>are held on a long term or short – term basis and cost of acquisition of Equity Shares for the purpose of determining capital gains tax.</p>
	<p>Should enclose a no objection certificate (“NOC”) and Tax Clearance Certificate (“TCC”) under Section 195(3) or Section 197 of the IT Act from the Income Tax Authority or alternatively a certificate from chartered accountant certifying if the shares are held on a long term or short term basis and cost of acquisition of the shares for the purpose of determining capital gains tax.</p>	<p>Should enclose a copy of the permission received from the RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of the RBI, the non-resident shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis.</p>
	<p>Should enclose a copy of the permission received from the Reserve Bank of India (“RBI”) for the Equity Shares held by them, if any. If the Equity Shares are held under the general permission of RBI, the non-resident shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis.</p>	<p>Tax residence certificate provided by the income tax authority of the foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable.</p>
	<p>Tax residence certificate provided by the income tax authority of the foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable.</p>	<p>The non-resident shareholder may also provide a bank certificate certifying inward remittance to avail concessional rate of tax deducted at source for long term capital gains under section 115E of the IT Act.</p>
	<p>Self-attested copy of Permanent Account Number (“PAN”) card.</p>	<p>Copy of relevant pages of demat account if the shares have been held for more than twenty-four months prior to the date of acceptance of Equity Shares under the Offer along with broker invoice/contract note evidencing the date on which the shares were acquired.</p>
	<p>Copy of POA, required only if not registered with the Company or Registrar/Transfer Agent.</p>	
	<p>The non-resident shareholder(s) may also provide a bank certificate</p>	

	certifying inward remittance to avail concessional rate of tax deducted at source for long term capital gains under section 115E of the IT Act.	
Foreign Portfolio Investor (“FPI”) / Overseas Corporate Body (“OCB”)	Exit Application Form duly completed and signed in accordance with the instructions contained therein, by an authorized signatory who is duly authorized by the board resolution.	Exit Application Form duly filled and signed by an authorized signatory who is duly authorized by the board resolution.
	Original share certificate(s).	The duly executed/ acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of Equity Shares (in case of online transfer of Equity Shares).
	Valid share transfer form(s) duly signed as transferor(s) by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Registrar to the Exit Offer and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof.	Self-attested SEBI Registration Certificate and copy of notification issued under section 115AD of the IT Act, showing name of FPI.
	Self-attested copy of PAN card.	Certificate from a chartered accountant (along with proof such as demat account statement) certifying that the shares have been held for more than 24 months along with acquisition cost, if applicable along with broker invoice / contract note evidencing the date on which the Equity Shares were acquired.
	Self-attested SEBI Registration Certificate and copy of notification issued under section 115AD of the IT Act, showing name of FPI.	Should enclose a copy of the permission received from the RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of the RBI, the non-resident shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis
	Certificate from a chartered accountant (along with broker invoice / contract note evidencing the date on which the shares were acquired) certifying that the shares have been held for more than 24 months along with acquisition cost, if applicable.	Tax residence certificate provided by the income tax authority of the foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable

	Should enclose a copy of the permission received from the RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of RBI, the non-resident shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis.	Should enclose a NOC under Section 195(3) or Section 197 of the IT Act from the Income Tax Authority or alternatively a certificate from chartered accountant certifying if the shares are held on a long term or short-term basis and cost of acquisition of Equity Shares for the purpose of determining capital gains tax.
	Copy of POA only if not registered with the Company or Registrar/ Transfer Agent.	
	Tax residence certificate provided by the income tax authority of the foreign country of which the shareholder is a tax resident and prescribed Form 10F, wherever applicable.	
	Should enclose a NOC under Section 195(3) or Section 197 of the IT Act from the Income Tax Authority or alternatively a certificate from chartered accountant certifying if the shares are held on a long term or short-term basis and cost of acquisition of Equity Shares for the purpose of determining capital gains tax.	
Custodian	Exit Application Form duly completed and signed in accordance with the instructions contained therein, by all shareholders whose names appear on the Share certificate /POA holders.	Exit Application Form duly filled and signed by an authorized signatory
	Original share certificate(s).	The duly executed/ acknowledged copy of the delivery instruction slip / a printout of the computer - generated confirmation of transfer of Equity Shares (in case of online transfer of Equity Shares).
	Valid share transfer form(s) duly signed as transferor(s) by all POA holders in the same order and duly witnessed at the appropriate place(s) along with copy of PAN card and valid address proof.	
	Attested copy of POA only if not registered with the Company or its registrar/transfer agent. Note: It is recommended to attach a photocopy of the same.	

Note: For Equity Shares held in physical mode being tendered in this Exit Offer, copy of PAN card of shareholder (including all joint shareholders) is mandatory for transfer of the said Equity Shares. In case of

non-receipt of PAN from an equity shareholder intending to tender Equity Shares in physical mode in the Exit Offer prior to the closing of Exit Offer, such Equity Shares would be liable for rejection.

- 2.3 If any of the documents referred to in paragraphs 2.1 and 2.2 above are not enclosed along with the Non-Resident Eligible Shareholder's Application Form, such Non-Resident Eligible 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 conditions mentioned herein, and receipt of the requisite regulatory approvals (if any), the applicable consideration (after deducting applicable withholding tax) will be paid by the Promoter Acquirers by way of demand draft / pay order/electronic credit, wherever possible. The demand drafts/ pay orders will be dispatched to the relevant Residual Shareholders, at their own risk, by way of speed post / registered post / courier. Residual Shareholders to whom funds have been transferred electronically shall be duly notified by way of a letter by the Registrar to the Exit Offer. The Promoter Acquirers will dispatch the payment to Residual Shareholders who have validly tendered their Equity Shares in this Exit Offer following the receipt and verification of duly filled valid Exit Applications Form(s) (together with necessary enclosures, if any) and receipt of the Equity Share(s) in the Special DP Escrow Account / receipt of physical share certificate(s) (along with duly filled in transfer deeds, as applicable) by the Registrar to the Exit Offer.
- 3.2 Systematix Corporate Services Limited ("**Manager to the Exit Offer**") shall instruct Axis Bank Limited (the "**Escrow Banker**") to make electronic fund transfers or issue demand drafts/ pay orders 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 Promoter Acquirers intend to make payments on a monthly basis, within 10 working days of the end of the relevant calendar month. The first Payment Cycle shall commence within 10 working days from August 31, 2024. Please note that the Promoter Acquirers reserve the right to make payments earlier. The last Monthly Payment Cycle shall commence within 10 working days from August 20, 2025.
- 3.3 **Residual Shareholders holding shares in demat form:** The bank details received electronically from the Residual Shareholder's depository participant shall be used for making payment of the consideration. Thus, the Residual Shareholders are advised to ensure that bank account details are updated in their respective depository participant accounts as these bank account details would be used for payment of consideration, if any. In case of incorrect bank accounts details or unavailability of bank account details or availability of incomplete bank account details of the Residual Shareholders, the payment of consideration to the Residual Shareholder will be done in the form of a demand draft/pay order in favor of the first/sole Residual Shareholder and dispatched by registered post/speed post, at the Residual Shareholder's sole risk, at the address obtained from the first/sole shareholders' depository participant (however, there will be no obligation on the Promoter Acquirers or Manager to the Exit Offer or Registrar to the Exit Offer to do the same). None of the Promoter Acquirers, the Company, the Manager to the Exit Offer or the Registrar to the Exit Offer shall be responsible for delay in receipt of consideration by the Residual Shareholder.
- 3.4 **Residual Shareholders holding shares in physical form:** In order to avoid any fraudulent encashment in transit of the crossed account payee cheque/ demand draft/ pay order issued by the Promoter Acquirers or by electronic credit towards the consideration payable for the Equity Shares tendered under this Exit Application Form, please fill in the details of the sole Residual Shareholder's bank account (or, in the case of joint holders, the first-named Residual Shareholder's bank account) in the Exit Application Form and any consideration payable will be paid by issuing an instrument or by electronic transfer carrying the details of the bank account so provided in the Exit Application Form. In case the electronic transfers are unsuccessful due to wrong or incomplete bank account details provided by the Residual Shareholder in the Exit Application Form, the payment of consideration to the Residual Shareholder will be done in the form of a demand draft/pay order in favor of the first/sole Residual Shareholder and dispatched by registered post/speed post at the Residual Shareholder's sole risk (however, there will be no obligation on the Promoter Acquirers or Manager to the Exit Offer or Registrar to the Exit Offer to do the same). None of the Promoter Acquirers, the Company, Manager to the Exit Offer or Registrar to the Exit Offer shall be responsible for delay in receipt of consideration by the Residual Shareholder.

- 3.5 The Equity Shares received from any invalid Bids will: (i) in the case of dematerialized Equity Shares deposited in the Special DP Escrow Account, be credited back to the respective depository account with the respective depository participants as per the details furnished by the relevant Residual Shareholder in the Exit Application Form; and (ii) in the case of physical Equity Shares, be dispatched together with the share certificate and share transfer deed to the relevant Residual Shareholders by registered post/speed post, at the Residual Shareholder's sole risk, at the address registered with the Company.

4. EXIT WINDOW

The Residual Shareholders may submit their Exit Application Form along with the relevant documents to the Registrar to the Exit Offer at the Exit Price at any time during the Exit Window. 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 on or before August 20, 2025.

5. STATUTORY AND OTHER APPROVALS

- 5.1 To the best of the Promoter Acquirers' knowledge, as of the date of this Exit Letter of Offer, there are no statutory or regulatory approvals required to acquire the Equity Shares. If any statutory or regulatory approvals become applicable, the acquisition of Equity Shares by the Promoter 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 tendering in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Equity Shares held by them in the Exit Offer, and the Promoter Acquirers shall take no responsibility for the same. The Residual Shareholders should attach a copy of any such approval to the Exit Application Form, wherever applicable.
- 5.3 The Promoter Acquirers reserve the right to not proceed with the acquisition of the Equity Shares pursuant to the Exit Offer in the event the approval(s), if any, is / are not obtained, or conditions which the Promoter Acquirers consider in their sole discretion to be onerous are imposed in respect of such approval(s).

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.

6.2.1 In case of Resident Shareholders:

No tax is required to be deducted on payment of consideration to resident Residual Shareholders.

6.2.2 In case of Foreign Institutional Investors ("FIIs") / FPIs:

As per the provisions of Section 196D(2) of the IT Act, no deduction of tax at source is required to be made from income by way of capital gains arising from transfer of securities payable to a FII or FPI as defined in Section 115AD of the IT Act.

6.2.3 In case of non-resident shareholders, including NRIs:

- a. As per the provisions of Section 195(1) of the IT Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at the prescribed rate (including applicable surcharge and education cess) and subject to the provisions of the relevant tax treaty. Accordingly, income-tax may have to be deducted at source in the case of Nonresident Indian / foreign company at the rate under the IT Act or under the tax treaty, whichever is beneficial to the shareholder unless a lower withholding tax certificate obtained from the tax authorities is furnished to the Promoter Acquirers.

- b. The consideration payable to Non-Resident Residual Shareholders would be subject to deduction of tax at source at applicable rate of tax (including applicable surcharge and education cess), based on the documents submitted along with the Exit Application Form.
- c. If the non-resident shareholder requires the Promoter Acquirers not to deduct tax, or to deduct tax at a lower rate, or on a lower amount, for any reason, 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 while submitting the Exit Application Form. In absence of such certificate from the Income-tax authorities, the Promoter Acquirers shall deduct tax at source at applicable rate of tax (including applicable surcharge and education cess), based on the documents submitted along with the Exit Application Form.
- d. 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, 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. If the Non-Resident Shareholder opts to avail the beneficial provisions as per DTAA, a tax residency certificate of such person from the tax authorities of the country of which such person is the tax resident and prescribed Form 10F, along with all the other prescribed information, should be submitted along with the Exit Application Form. In absence of such certificate, the Promoter Acquirers shall deduct the tax as per paragraph 6.2.3 (a) to 6.2.3 (c) above.
- e. In case of a NRI, where it is claimed that he is governed by the provisions of Section 115E of the IT Act, he should submit the relevant information as requested in the Exit Application Form, along with documents in support thereof and to the satisfaction of the Promoter Acquirers. In case the information and documents are not submitted or the Promoter Acquirers is not satisfied regarding the same, then the rate of tax would be that as applicable to any other non-residents. These can either be documents proving that the Shares were purchased by the Shareholders either from foreign remittances or from funds lying in the NRE account or FCNR account and that these Shares have been declared as such in the return of income filed by the shareholders.
- f. In case of any ambiguity, incomplete or conflicting information or information not being provided by the non-resident shareholders, the tax shall be deducted at the maximum rate prescribed for such non-resident shareholder.
- g. In order to determine the tax implications pursuant to sale of shares, it is advised to consult your tax advisors for the applicable tax provisions including the treatment that may be given by your respective assessing officers in your case, and the appropriate course of action that you should take including submitting any documents along with the Exit Application Form for the purpose of deduction of tax.

6.2.4 Other Information:

- a. For the purpose of determining as to whether the capital gains are short-term or long-term in nature:
 - (i) As per the provisions of the IT Act, where a capital asset (being equity shares of the Company being sold in the instant case) is held for a period of less than or equal to 24 months prior to the date of transfer, the same shall be treated as a short-term capital asset, and the gains arising therefrom shall be taxable as short-term capital gains.
 - (ii) Similarly, where a capital asset is held for a period of more than 24 months prior to the date of transfer, the same shall be treated as a long-term capital asset, and the gains arising therefrom shall be taxable as long-term capital gains.
 - (iii) The Promoter Acquirers will rely on the documents provided by the Equity Shareholder as to whether the capital asset being equity shares of the Company constitute short-term or long-term capital asset for the Shareholder, for the purpose of deduction of taxes at source.
 - (iv) Where the information provided by the Equity Shareholder is ambiguous, incomplete or conflicting or the information is not available regarding the same, the capital gain shall be assumed to be short-term in nature.

- b. The rate of deduction of tax in the case of non-residents is dependent on various factors. Since the Promoter Acquirers do not have inhouse information in respect of various Residual Shareholders, all the Residual Shareholders have to specify various details in the Exit Application Form including but not limited the following particulars:
- (i) Whether Residual Shareholder is a resident or non-resident in India for the tax year under consideration.
 - (ii) As a non-resident to which category the Residual Shareholder belongs i.e. NRI, Foreign National (other than NRIs), OCB / Non-Domestic (Foreign) Company, FPI qualifying as a company, FPI other than a company, or any other non-resident - category to be specified.
 - (iii) Whether the Shares are held on Investment / Capital Account or on Trade Account.
 - (iv) Where the Shares are held on Investment / Capital Account, whether the Equity Shares qualify as long-term capital asset (held for more than 24 months) or short-term capital asset (held for 24 months or less).
 - (v) In case of NRIs, whether the Equity Shares were acquired by the individual himself in convertible foreign exchange.
 - (vi) Date of acquisition of Equity Shares along with its cost of acquisition.
- c. Non-resident shareholders (including FIIs and FPIs) are required to submit their PAN for income-tax purposes. In the case of a non-resident, not being a company, or a foreign company (hereafter referred to as 'deductee') and not having permanent account number, the provisions of section 206AA shall not apply if non-resident shareholder furnishes the following details and documents:
- (i) name, e-mail id, contact number;
 - (ii) address in the country or specified territory outside India of which the deductee is a resident;
 - (iii) a certificate of his being resident in any country or specified territory outside India from the Government of that country or specified territory if the law of that country or specified territory provides for issuance of such certificate;
 - (iv) Tax Identification Number of the deductee in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.
 - (v) In case of non-residents (including FIIs and FPIs), if PAN is not submitted or is invalid or does not belong to the Shareholder or the required details and documents as specified above are not submitted, tax shall be deducted @ 20% (twenty percent) or at the rate in force or at the rate specified in the relevant provisions of the IT Act, whichever is higher, in accordance with provisions of Section 206AA of the IT Act.
- d. For the purpose of computing the tax deduction at source, Shareholders who wish to sale their Shares must submit the documents as required along with the Exit Application Form.
- e. The tax deducted under this Exit Offer is not the final liability of the Residual Shareholders or in no way discharge the obligation of Residual Shareholders to disclose the amount received pursuant to this sale of shares.
- f. If for any reasons, the income-tax department raises a vicarious liability and seeks to recover the tax on the transaction (which is actually tax liability of the Shareholder), the Shareholder agrees to indemnify the same.
- g. In case of the documents/information as requested in the Exit Application Form are not submitted to the Promoter Acquirers considers the documents/information submitted to be ambiguous/incomplete/conflicting or not to the satisfaction of the Promoter Acquirers, then the Promoter 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.

ALL 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 PROMOTER ACQUIRERS DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THE TAX RATES AND OTHER PROVISIONS MAY UNDERGO CHANGES AND THE TAX WILL BE DEDUCTED AT SOURCE AS PER THE APPLICABLE PROVISIONS OF THE INCOME TAX ACT, 1961 PREVAILING AT THE DATE OF PAYMENT OF THE CONSIDERATION.

7. MISCELLANEOUS

Any Residual Shareholder seeking any other assistance in connection with their shareholding like issue of duplicate share certificate, rectification of name, transmission of shares, deletion of name of a shareholder in case of joint shareholding may contact the Registrar to the Exit Offer.

8. COMPANY SECRETARY AND COMPLIANCE OFFICER

The details of Company Secretary and Compliance Officer of the Company as follows:

Name : Ms. Kusum Parek
Address : Plot No.11, Cama Industrial Estate, Goregaon (East),
Mumbai – 400 063, Maharashtra, India
Tel. No. : +91-22-26851998
Email Id : kkii_igrd@remigroup.com

9. MANAGER TO THE EXIT OFFER

The Promoter Acquirers have appointed the following as Manager to the Exit Offer:



Systematix Corporate Services Limited

The Capital, A-Wing, 6th Floor, No. 603-606,
Plot No. C-70, G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051, Maharashtra, India

Telephone: +91-22-6704 8000

Email: ecm@systematixgroup.in

Website: www.systematixgroup.in

Contact Person: Jinal Sanghvi / Jay Shah

SEBI Registration Number: INM000004224

10. REGISTRAR TO THE EXIT OFFER

The Promoter Acquirers have appointed the following as Registrar to the Exit Offer:



BIGSHARE SERVICES PRIVATE LIMITED

Office No S6-2, 6th Floor, Pinnacal Business Park,
Mahakali Caves Road, Next to Ahura Centre,
Andheri East, Mumbai- 400093 Maharashtra, India.

Tel. No.: +91 022 62638200

Contact Person: Maruti Eate

Email: maruti@bigshareonline.com

[/exitoffer@bigshareonline.com](mailto:exitoffer@bigshareonline.com)

Website: www.bigshareonline.com

SEBI Registration No.: INR000001385

11. GENERAL DISCLAIMER

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 claim against the Promoter Acquirers or the Company or Manager to the Exit Offer or the Registrar to the Exit Offer, whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with the tendering of the Equity Shares in the Exit Offer.

This Exit Letter of Offer is in continuation to and should be read in conjunction with the Initial Public Announcement, Detailed Public Announcement, the Letter of Offer, the Post Offer PA and the Exit Offer PA.

For and on behalf of the Board of the Promoter Acquirers

Bajrang Finance Limited (Promoter Acquirer 1)

Sd/-
Mahabir Prasad Sharma
Director

Sd/-
Nirmal Murarka
Director

Remi Sales & Engineering Limited (Promoter Acquirer 2)

Sd/-
Bhagirath Singh
Director

Sd/-
Vinod Jalan
Director

Remi Securities Limited (Promoter Acquirer 3)

Sd/-
Sanjay Maheshwari
Whole Time Director

Sd/-
Pramod Jalan
Director

Place : Mumbai

Date : August 10, 2024.

Encl:

Exit Application cum Acceptance Form including Securities Transfer Form

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

EXIT APPLICATION FORM

FOR TENDERING EQUITY SHARES OF K K FINCORP LIMITED AT THE EXIT PRICE OF RS. 25/- PER EQUITY SHARE

Please read this document along with the Detailed Public Announcement published on May 17, 2024 (“**Detailed Public Announcement**”), the letter of offer dated May 17, 2024 (“**Letter of Offer**”), the post offer public announcement published on June 05, 2024 (“**Post Offer PA**”), the exit offer public announcement published on August 09, 2024 (“**Exit Offer PA**”) and the enclosed exit letter of offer dated August 10, 2024 (“**Exit Letter of Offer**”) issued by Bajrang Finance Limited, Remi Sales and Engineering Limited, and Remi Securities Limited (“**Promoter Acquirers**”), since the terms and conditions of the Detailed 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 Opens	Wednesday, August 21, 2024
Exit Window Closes	Wednesday, August 20, 2025
Exit Price per Equity Share	Rs. 25/- (Rupees Twenty-Five only)

EXIT APPLICATION FORM

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

K K Fincorp Limited

pursuant to the Exit Offer by Bajrang Finance Limited (“Promoter Acquirer 1”),
Remi Sales and Engineering Limited (“Promoter Acquirer 2”)
Remi Securities Limited (“Promoter Acquirer 3”)

Residual Public 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 Public Shareholders’ sole cost and risk) to the Registrar to the Exit Offer on or before August 20, 2025 (i.e., the date of closure of the Exit Window), at the address of the Registrar to the Exit Offer given below:

Address	Contact Person	Contact Details	Mode of Delivery
Office No S6-2, 6th Floor, Pinnacal Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai- 400093 Maharashtra, India.	Maruti Eate	Tel. No. +91 022 62638200 Email: maruti@bigshareonline.com/ exitoffer@bigshareonline.com	Hand delivery or registered post/speed post or courier

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

Dear Sir(s),

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

- 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.
- 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 Promoter 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 Special DP Escrow 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) I/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/We 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 Promoter 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 Promoter Acquirers for the same along with costs related thereto.
- i) I/We authorize the Acquirer, the Promoter, 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 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 Promoter 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.
- l) I/We authorize the Promoter 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 Public 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 Promoter Acquirers reserves the right to deduct tax at the maximum marginal rate as may be applicable to the relevant category of Residual Public Shareholders on the gross consideration amount payable to such Residual Public Shareholders or may treat the Exit Application Form as invalid;
- p) I/We further authorize the Promoter 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 PUBLIC SHAREHOLDERS

Holder's details (Please use BLOCK CAPITALS)			
Complete this box with the full name, signature and address of the holder of the Offer Shares. In case of joint holdings, full name of all the joint holders must	Holder	Name	PAN No.
	Sole / First		
	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 (Please tick (√) the box to the right of the appropriate category)	Individual(s)		NRI - Repatriable
	HUF		NRI - Non Repatriable
	Domestic Company / Bodies Corporate		FII
	Mutual Fund		Insurance Company
	Banks & Financial Institutions		Others (Please specify)
Date and place of incorporation of the holder (if applicable)			

2. **FOR RESIDUAL PUBLIC 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. No.	Folio No.	Share Certificate(s) No.	Distinctive Nos.		Number of Equity Shares
			From	To	
(If the space provided is inadequate please attach a separate continuation sheet)				TOTAL	

3. **FOR RESIDUAL PUBLIC SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM**

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

Beneficiary's Account Name (as appearing in DP's records)	
Depository Participant (DP Name)	
Depository Identification No. (DP Id)	
Client Identification No. (Client Id)	
Date of execution/acknowledgement of delivery 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 appropriate category	Power of attorney		Corporate authorization
	Death certificate		Others (please specify)

4. **DETAILS OF BANK ACCOUNT**

In order to avoid any fraudulent encashment in transit of the cheque, pay order or demand draft issued by the Promoter Acquirers or as the case may be ECS/RTGS/NEFT/Direct Credit towards the consideration payable for the Equity Shares tendered under this Exit Application Form, please fill the following details of the sole Residual Public 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 carrying the details of the bank account so provided. If you do not provide the following details or the details provided are different from those received electronically from the your depository participant, any consideration payable will be sent to the

first/sole Residual Public Shareholder based on details obtained from the first/sole Residual Public Shareholders' depository participant (however, there will be no obligation on the Acquirer or the Promoter or the Manager to the Offer or Registrar to the Exit Offer to do the same), or without such details

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 Promoter 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 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)			
I/We certify that the Equity Shares referred to in Box 2 or 3 are held: Please tick (√)			
On Investment / Capital Account		On Trade Account /to be taxed as Business Profits	
I/We certify that the tax deduction on the Equity Shares referred to in Box 2 or 3 is to be deducted on account of			
Short Term Gains		Long Term Gains	Business Profits
I/We, confirm that the income arising from the transfer of shares tendered by me/us is in the nature of: Please tick (√)			
Capital Gains		Any other income	
<p>Note: Where the equity shares tendered comprise both long term capital assets and short - term capital asset please furnish a statement showing computation of the break up into short term capital gains and long - term capital gains.</p> <p>In the case of NRIs only, where the Equity Shares have been acquired/purchased with or subscribed to in convertible foreign exchange and the shareholder wants to certify himself as having opted/not opted out of Chapter XII-A of the Income Tax Act, 1961 then please tick (√) in the appropriate box below:</p> <p>I certify that:</p> <p><input type="checkbox"/> I have not opted out of Chapter XII-A of the Income Tax Act, 1961</p> <p><input type="checkbox"/> I have opted out of Chapter XII-A of the Income Tax Act, 1961</p>			
PERMANENT ACCOUNT NUMBER (For tax deduction at source purposes):			
FOR FII Shareholders			
I/We have enclosed the following documents that are applicable to me/us (Please tick (√))			
No objection certificate/Tax clearance certificate from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961			
Previous RBI approvals for holding the Equity Shares referred to in Box 2 or 3 of this Exit Application Form			
Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card			
Self-Attested Copy of SEBI registration certificate (including sub – account of FII) along with a copy of notification issued under section 115AD of the IT Act showing name of FPI			

Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the FPI is a tax resident and prescribed Form 10F, wherever applicable	
For Non-Resident Shareholders (Other than FIIs)	
I/We have enclosed the following documents that are applicable to me/us (Please tick (√))	
No objection certificate/Tax clearance certificate from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961	
Previous RBI approvals for holding the Equity Shares referred to in Box 2 or 3 of this Exit Application Form	
Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card	
Copy of relevant pages of demat account if the shares have been held for more than twelve months prior to the date of acceptance of Equity Shares under the Offer along with broker invoice/contract note evidencing the date on which the shares were acquired.	
Tax Residence Certificate provided by the Income Tax Authority of foreign country of which the shareholder is a tax resident, wherever applicable	
Copies of relevant pages of demat account in case of a shareholder claiming benefit mentioned in paragraph 6 of the Exit Offer Letter. In case, shares are held in physical form, banker's certificate related to payment for acquisition of shares in convertible foreign exchange	
Notes:	
<p>a) In case the Equity Shares are held on trade account, kindly enclose a certificate stating that you are a tax resident of your country of residence/Incorporation and that you do not have a "permanent establishment" in India in terms of the Double Taxation Avoidance Agreement ("DTAA") entered into between India and your country of residence.</p> <p>b) In order to avail the benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a tax residency certificate stating that you are a tax resident of your country of incorporation in terms of the DTAA entered into between India and your country of residence along with the prescribed Form 10F.</p> <p>c) Non-resident shareholders should enclose a copy of the permission received from RBI for the Equity Shares held by them. If the Equity Shares are held under the general permission of RBI, the non-resident shareholder should furnish a copy of the relevant notification/circular pursuant to which the Equity Shares are held and state whether the Equity Shares are held on repatriable or non-repatriable basis.</p> <p>d) Non-resident shareholders (including NRIs, OCBs and FPIs) should enclose no objection certificate / tax clearance certificate from income tax authorities u/s 195(3) or u/s 197 of the Income Tax Act, 1961, indicating the tax to be deducted, if any, by the Promoter Acquirers before remittance of consideration at a rate lower than the applicable rate. In absence of such certificate from the Income-tax authorities, the Promoter Acquirers shall deduct tax at source at applicable rate of tax (including applicable surcharge and education cess), based on the documents submitted along with the Exit Application Form.</p> <p>e) NRIs, OCBs, FPIs and non-resident shareholders are required to furnish bankers' certificates certifying inward remittance of funds for their original acquisition of Equity Shares of the Company.</p> <p>f) NRIs holding shares on non-repatriable basis and OCBs shall also enclose a copy of the permission received from the RBI, if any, for tendering their Equity Shares in the Exit Offer.</p> <p>g) FPIs are requested to enclose the SEBI Registration Letter;</p> <p>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. Remu Securities 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.</p> <p>i) OCBs are requested to enclose Form OAC of the current year.</p>	

CHECKLIST (Please tick (√))

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

Notes:

- All documents/remittances sent by / to the Residual Public Shareholders will be at their risk and Residual Public 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 Public 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 1.6 and 2.2 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 Special DP Escrow 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 Public Shareholders to ensure that their Equity Shares are credited to the Special DP Escrow 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 Special DP Escrow Account (which details are below) in **OFF MARKET MODE**.

Name of the Special DP Escrow Account	K K Fincorp Limited – Exit Offer Account – Operated by Bigshare
Depository	Central Depository Services (India) Limited
Depository Participant (DP) Name	Systematix Shares & Stocks (India) Limited
Depository Participant ID	12034600
Client ID	00531134

Residual Public Shareholders have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Special DP Escrow Account.

For any queries, please contact

MANAGER TO THE OFFER	REGISTRAR TO THE EXIT OFFER
 <p>SYSTEMATIX GROUP Investments Re-defined</p>	
<p>SYSTEMATIX CORPORATE SERVICES LIMITED The Capital, A-Wing, No. 603-606, 6th Floor, Plot No. C-70, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, India. Tel. No. +91-22-67048000 Contact Person: Jinal Sanghvi / Jay Shah Email: ecm@systematixgroup.in Website: www.systematixgroup.in SEBI Registration No.: INM000004224</p>	<p>BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th Floor, Pinnacal Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai- 400093 Maharashtra, India. Tel. No.: +91 022 62638200 Contact Person: Maruti Eate Email: maruti@bigshareonline.com/ exitoffer@bigshareonline.com Website: www.bigshareonline.com SEBI Registration No.: INR000001385</p>

- 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 Special DP Escrow Account.
- c) It is the sole responsibility of Residual Public Shareholders to ensure that their Equity Shares are credited to the Special DP Escrow 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 Public 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 Promoter 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/Promoter 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/Promoter Acquirers for such regulatory reporting, if required by the Company/Promoter Acquirers.

----- TEAR ALONG THIS LINE -----

ACKNOWLEDGEMENT SLIP

Received from Mr./ Mrs./ M/s _____ an Exit Application Form for Equity Shares of K K Fincorp Limited at an Exit Price of Rs. 25/- per Equity 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 for Physical Shareholders: Received but not verified share certificate(s) and share transfer form(s)

Signature of Official: _____

Date of receipt:

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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: L65990MH1981PLC023696
Name of the company (in full): K K Fincorp 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	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				
	To				
Corresponding Certificate Nos:					

TRANSFEROR' S PARTICULARS

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

TRANSFEEE' S PARTICULARS

Name in full (1)	Father's/ Mother's / Spouse Name (2)	Address (3)
Bajrang Finance Limited ("Promoter Acquirer 1"), Remi Sales and Engineering Limited ("Promoter Acquirer 2") and Remi Securities Limited ("Promoter Acquirer 3")	N.A.	Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063, Maharashtra, India.
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

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 on _____ vide Transfer No. _____

Approval Date _____ Power of attorney/Probate/Death Certificate/Letter of administration Registered on _____ at No. _____

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