

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE
ATTENTION**

**EXIT APPLICATION FORM
FOR TENDERING EQUITY SHARES OF
INTERNATIONAL CONSTRUCTIONS LIMITED AT
THE EXIT PRICE OF Rs. 16.50/- PER EQUITY SHARE**

Please read this exit application form along with the Detailed Public Announcement published on October 21, 2022 (“Detailed Public Announcement”), the Letter of Offer dated October 25, 2022 (“Letter of Offer”), the Post Offer Public Announcement published on November 15, 2022 (“Post Offer PA”), the Exit Offer Public Announcement published on December 24, 2022 (“Exit Offer PA”) and the Exit Letter of Offer dated Friday, December 23, 2022 (“Exit Letter of Offer”) issued by SKI Capital Services Limited (“Manager” or “Manager to the Exit Offer”) for and on behalf of the one of the promoters of International Constructions Limited viz., Priti Devi Sethi (“Acquirer”), along with Anil Kumar Sethi HUF (“PAC1”), Deepak Sethi (“PAC2”) and Zoom Industrial Services Limited (“PAC3”) person acting in concert with the Acquirer (collectively “PACs”), being one of the members of promoter and promoter group of International Constructions Limited (“Target Company”). 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 PERIOD

Exit Offer Opening Date	Thursday, January 12, 2023
Exit Offer Closing Date	Friday, January 12, 2024
Exit Offer Price per share	Rs. 16.50/- (Rupees Sixteen and Fifty Paise Only)

EXIT APPLICATION FORM

for tendering of Equity Shares of face value of Rs. 10/- each of International Constructions Limited (“Company”) pursuant to the Exit Offer by the Acquirers and PACs.

Residual Shareholders should ensure that their Exit Application Form together with necessary enclosures is delivered by hand or sent by registered post / speed post / courier (at the Residual Shareholders’ sole cost and risk) to the Registrar to the Exit Offer on or before Friday, January 12, 2024 (i.e. the date of closure of the Exit Window), at the address of the Registrar to Exit Offer given below:

Address	Contact Person	Contact Details	Mode of Delivery
SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153 A, 1st Floor, Okhla Industrial Area, New Delhi - 110020	Rati Gupta	Ph. No.: 011-26812682 Email ID: ipo@skylinerta.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/Madam(s),

Sub: Exit Offer for the fully paid-up Equity Shares from the Residual Shareholders of the Company by the Acquirer/PACs in accordance with the provisions of the Delisting Regulations.

By signing this Exit Application Form, you deem to have made each of the following acknowledgements and authorizations:

- a. I/We, having read and understood the terms and conditions set out below and in the Exit Letter of Offer, hereby tender my/our Equity Shares in response to the Exit Offer at the Exit Price.
- b. I/We hereby undertake the responsibility for the Exit Application Form and the Equity Shares tendered under the Exit Offer and I/we hereby confirm that the Acquirer/PACs 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 Depository Account (in case of Residual Shareholders holding Equity Shares in dematerialised form) or non-receipt of original physical share certificate or mismatch of signature (in case of Residual Shareholders holding Equity Shares in physical form) 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 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 Acquirer/PACs (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 Acquirer/PACs for the same along with costs related thereto.
- i. I/We authorize the Acquirers, PACs, the Manager to the Exit Offer and the Registrar to the Exit Offer to send the payment of consideration by way of RTGS/NEFT/Direct Credit.
- j. I/We undertake to return the amount received by me/us inadvertently, immediately.
- k. I/We agree that upon acceptance of the Equity Shares by the Acquirers/PACs, 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 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 and signed transfer deed(s) will be held in trust by the Registrar to the Exit Offer, until such time as the consideration payable has been dispatched to us or if our application is not valid or not accepted for any reason, until such time as the Equity Shares are returned back.
- n. My/Our signature on our depository participant instruction has been duly verified and attested by our depository participant as evidenced by our depository

participant's stamp of acknowledgement;

- o. If I/we are a non-resident Residual Shareholder, I/we have also enclosed with this Exit Application Form the relevant documents referred to in the Exit Letter of Offer and that if such documents are not enclosed with this Exit Application Form, the Acquirers/PACs reserves the right to deduct tax in terms of the IT Act as may be applicable to the relevant category of Residual Shareholders on the gross consideration amount payable to such Residual Shareholders or may treat the Exit Application Form as invalid;
- p. I/We further authorize the Acquirers to return to me/us, the share certificate(s) in respect of which this Exit Application Form is found not valid or is not accepted, specifying the reasons thereof and in the case of dematerialized Equity Shares, to the extent not accepted will be released to my depository account at my/our sole risk.
- q. I/We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of the Exit Letter of Offer and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations.
- r. I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

1. DETAILS OF THE RESIDUAL SHAREHOLDER:

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 appear in the same order as appearing in the share certificate(s)/demat account.	Holder	Name	PAN
	First / Sole		
	Second		
	Third		
Contact details	Tel. No.:		
	Mobile No.:		
	Email Id:		
Address of the First / Sole holder (with pin code)			
Type of investor (Please tick (✓) the box to the right of the appropriate category)	Individual		NRI (non-repatriable)
	Hindu Undivided Family		NRI (repatriable)
	Body Corporate		FPI
	Mutual Fund		Insurance Company
	Banks/ Financial Institution		Other (please specify)
Date and place of incorporation of the holder (if applicable)			

2. FOR RESIDUAL SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

Details of original share certificate(s) along with duly filled, signed transfer deed(s), as enclosed					
Sr. No.	Folio No.	Share Certificate(s) No.	Distinctive Nos.		No. of Offer Shares
			From	To	
1					
2					
3					
(If the space provided is inadequate, please attach a separate continuation sheet)				Total	

3. FOR RESIDUAL SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALISED FORM

Details of Residual Shareholder's demat account and delivery instruction executed in favour of Special Depository Account. Please ensure that your Equity Shares are credited into the Special Depository 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)	
Number of Equity Shares (in figures)	
Number of Equity Shares (in words)	

Other enclosures, as applicable

Power of Attorney		Duly Executed photocopy of Delivery Instruction Slip	
Death Certificate		Corporate Authorization	
Exit Application Form		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, as the case may be, issued by the Acquirer / PACs, please fill the following details of the sole Residual Shareholder's bank account (or, in the case of joint holders, the first-named holder's bank account) and any consideration payable towards the Equity Shares tendered under this Exit Application Form, will be paid by way of ECS/RTGS/NEFT/Direct Credit. 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 Shareholder by way of ECS/RTGS/NEFT/Direct Credit based on details obtained from the first/sole Residual Shareholder's depository participant (however, there will be no obligation on the Acquirer / PACs or the Manager to the Exit Offer or Registrar to the Exit Offer to do the same):.

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 Acquirer / PACs, 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 and in the Post Delisting Exit Letter of Offer:

Signature(s)			
	Sole / First Holder	Second Holder	Third Holder

Note: In case of joint holdings, all holders must sign. In case of bodies corporate this 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 Application Form should be attached.

Tax Certification (Non-Resident Indians ("NRIs") / Overseas Corporate Bodies ("OCBs") / Foreign Portfolio Investors ("FPIs") / Other Non-Resident Eligible Public Shareholders ONLY			
Please refer to the Exit Letter of Offer for details regarding tax to be deducted at source. Residual Shareholders are also 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.			
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	
Note: Where the 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. 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			
I certify that: I have not opted out of Chapter XII-A of the Income Tax Act, 1961 I have opted out of Chapter XII-A of the Income Tax Act, 1961			
PERMANENT ACCOUNT NUMBER (PAN): (For tax deduction at source purposes)			
For non-resident shareholders (FII / FPI)			
I/We have enclosed the following documents that are applicable to me/us (Please tick (✓))			
Previous RBI approvals for holding the Equity Shares referred to in Box 2 or 3 of this Exit Application Form			
Self-Attested Copy of SEBI registration certificate along with a copy of notification issued under section 115AD of the Income Tax Act, 1961 showing name of FPI			
Previous RBI approvals for holding the Equity Shares			
Self-Attested Copy of Permanent Account Number (PAN) Letter / PAN Card			
Self-Attested Copy of SEBI registration certificate (including sub - account of FPI) 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/FPIs)	
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 OR in case PAN number is not available, then the details and documents as required by Rule 37BC of the Income-tax Rules, 1962	
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 and prescribed Form 10F, wherever applicable	
Copies of relevant pages of demat account in case of a shareholder claiming benefit mentioned in paragraph 4 of the Exit Letter of Offer. In case, shares are held in physical form, banker's certificate related to payment for acquisition of shares in convertible foreign exchange.	

Notes:

- 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.
- 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.
- 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.
- 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 Acquirer before remittance of consideration at a rate lower than the applicable rate. In absence of such certificate from the Income-tax authorities, the Acquirer 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.
- 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.
- 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.
- FPIs are requested to enclose the SEBI Registration Letter.
- Non Resident Residual 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. "International Constructions Limited" and the price at which the Equity Shares are being transferred, duly signed by the Eligible Public Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
- OCBs are requested to enclose Form OAC of the current year.

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.	Share Transfer Form (SH-4)	
			4.	Self-attested copy of Pan Card	
			5.	Original cancelled cheque (name of shareholder printed on it) or bank passbook or bank statement attested by the bank, of bank account provided in the Exit Application Form	
			6.	Other Documents, as Applicable	

Notes:

- All documents/remittances sent by / to the Residual Shareholders will be at their risk and Residual Shareholders are advised to adequately safeguard their interests in this regard.**
- Please read these notes along with the entire contents of the Exit Letter of Offer.**
- In the case of Residual Shareholder(s) other than individuals, any documents, such as a copy of a power of attorney, board resolution, authorization, death certificate, etc., as applicable and required in respect of support/verification of this Exit Application Form shall also be provided; otherwise, the Exit Application Form shall be liable for rejection.
- Please refer to paragraphs 3 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 Depository Account under the respective client ID number.
- The consideration shall be paid in the name of sole/first holder.
- In case, the Exit Application Form is not complete in all respects, the same may be liable for rejection.
- It is the sole responsibility of the Residual Shareholders to ensure that their Equity Shares are credited to the Special Depository 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.

A. FOR EQUITY SHARES HELD IN DEMATERIALIZED FORM

1. The shareholders opting to tender the shares under this offer should ensure that they have credited their Equity Shares to the specified Special Depository Account, details of which are as given below:

DP Name:	SKI Capital Services Limited
DP ID:	IN301508
Client ID:	10134936
Depository:	National Securities Depository Limited
Account Name:	ICL Delisting Special Demat Account

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 Depository Account.

2. 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 Depository Account.
 3. It is the sole responsibility of Residual Shareholders to ensure that their Equity Shares are credited to the Depository Account before the Exit Window closes.

B. FOR EQUITY SHARES HELD IN PHYSICAL FORM

1. Before submitting this Exit Application Form to the Registrar to the Exit Offer, you must execute valid share transfer form(s) in respect of the Equity Shares intended to be tendered under the Exit Offer and attach thereto all the relevant original physical share certificate(s). The share transfer form(s) shall be signed by the respective Residual Shareholders (or in case of joint holdings by all the joint holders in the same order) in accordance with the specimen signature(s) recorded with the Company/Registrar to the Exit Offer and shall also be duly witnessed. A copy of signature verification form should 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.
 2. 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 Acquirer. 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/Acquirer/PACs, as the case maybe, the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company/ Acquirers for such regulatory reporting, if required by the Company/Acquirers.

For any queries, please contact

Manager to the Exit Offer	Registrar to the Exit Offer
	
SKI CAPITAL SERVICES LIMITED 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005 Contact person: Ghanisht Nagpal/ Manick Wadhwa Ph. No.: 011-41189899 Email ID: icl.delisting@skicapital.net SEBI Registration No.: INM000012768	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153 A, 1st Floor, Okhla Industrial Area, New Delhi - 110020 Contact person: Rati Gupta Ph. No.: 011-26812682 Email ID: ipo@skylinerta.com Website: https://www.skylinerta.com SEBI Registration No.: INR000003241

TEAR ALONG THIS LINE

ACKNOWLEDGEMENT SLIP

Received from Mr./Ms./M/s. _____ an Exit Application Form for _____ Equity Shares of International Constructions Limited at the Exit Price of Rs. 16.50/- per Equity Share.

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
DP ID No.		Folio No.	
Client Id No.		Share Certificate No.	
Number of Shares		Number of Shares	

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

ACKNOWLEDGEMENT	
Date of receipt	
Signature of official	

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: L45309KA1983PLC038816

Name of the company (in full): International Constructions Limited

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

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

Distinctive Number	From							
	To							
Corresponding Certificate Nos:								

TRANSFEROR’S PARTICULARS

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

TRANSFEE’S PARTICULARS-

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

Folio No. of Transferee	Specimen Signature of Transferee

Value of stamp affixed	₹
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DECLARATION:

Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares;

Or

Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Copy of PAN Card
- (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. _____