

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF HARYANA TEXPRINTS (OVERSEAS) LIMITED

Registered office: - Plot No. 3 Sector 25 Faridabad-121004 Haryana  
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This Public Announcement ("PA") is being issued by Mr. Narayan Prasad Jhanwar, Mr. Rangnath Maheshwari and Mr. Aditya Maheshwari resident of 1351, Sector 14, Faridabad, Haryana and M/s Narayan Prasad Jhanwar (HUF) (hereinafter collectively referred to as "Acquirers/Promoters"), to the public shareholders of Haryana Texprints (Overseas) Limited (hereinafter referred to as "Company"), in respect of the proposed acquisition and delisting of the fully paid-up Equity Shares of Haryana Texprints (Overseas) Limited pursuant to Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (hereinafter referred to as the "Delisting Regulations").

**1. BACKGROUND OF THE DELISTING OFFER**  
1.1 The Board of directors of Haryana Texprints (Overseas) Limited in their meeting held on June 17, 2016 after giving intimation of Board Meeting to the BSE Limited ("BSE") on June 10, 2016 in compliance with Regulation 29 of the SEBI (Listing and Disclosures requirement) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), after taking into account the intent letter dated June 10, 2016 from promoters of the company to delist the company from all stock exchanges, initiated the process as required under relevant provisions of Delisting Regulations and appointed M/s Sobhagya Capital Options Limited having SEBI Registration Number INM000008571 as a Merchant Banker for carrying out due diligence as required under Regulation 8(A)(i) of the Delisting Regulations.  
1.2 The Board of Directors of the company met again on June 30, 2016 after receipt of due diligence of Merchant Banker M/s Sobhagya Capital Options Limited and taken into account the due diligence report dated June 27, 2016 submitted by the merchant banker to company in terms of Regulation 8(C) of Delisting Regulations and approved the proposal received from the promoters to delist the equity shares of the company from all stock exchanges presently the shares of the company are listed, subject to obtaining the approval of the shareholders of the company in terms of Regulation 8(1)(b) of Delisting Regulations and the in-principle approval of stock exchange in terms of Regulation 8(2) and 8(3) of Delisting Regulations.  
1.3 The approval of shareholders of the company in compliance with Regulation 8(1)(b) of Delisting Regulations, has been obtained through Postal Ballot with requisite majority in terms of Regulation 8(1)(b) and the results of which was declared on August 05, 2016 and made available on the website of BSE on August 05, 2016. The Votes cast by the Public Shareholders in favour of the proposed delisting were more than two times the number of votes cast by the Public Shareholders against. The result of the postal ballot is as follows;

Particulars	No. of Postal Ballot forms and E-Voting	No. of Equity Shares	% of total voted Equity Paid Up Capital
Total Valid Postal Ballot and E-Votes Received	100	46454733	100
Less: Votes cast by promoters	8	35701800	76.85
Public Shareholding through Postal Ballot and E-Voting	92	10752933	23.15
Assented to Resolution out of Public Shareholding	68	10721606	99.71
Dissent to Resolution out of Public Shareholding	24	31327	0.29

Source: Scrutinizer's Report dated August 05, 2016 by Ms. Neha Goyal, Practicing Company Secretary.  
1.4 The company pursuant to its in-principle approval application filed with SEBI on 23.08.2016 in accordance with Regulation 8(1)(c) of Delisting Regulations, received in-principle approval of BSE on 12.09.2016, for the delisting of equity shares of the company in terms of Regulation 8(3) of Delisting Regulations.  
1.5 At present, Acquirers along with Promoter Group of the company holds 35701800 fully paid-up equity shares representing 71.40% of the paid-up capital of the company and the balance 14298200 fully paid-up equity shares representing 28.60% of the paid-up capital of the Company held by Public, ("Public Shareholders").  
1.6 The Acquirers have offered to acquire all 14298200 fully paid-up equity shares ("Offer Shares") of the face value of Re 1.00 each representing 28.60% of the paid-up share capital of the Company from the public shareholders and delist the equity shares of the Company from all stock exchanges, pursuant to Delisting Regulations ("Delisting Offer" or "Offer").  
1.7 The Company proposes to voluntarily delisting the equity shares from all stock exchanges where its securities are listed in accordance with the Delisting Regulations and on the terms and conditions specified in Clause 12 of this Public Announcement.  
1.8 Mr. Narayan Prasad Jhanwar, Mr. Rangnath Maheshwari, Mr. Aditya Maheshwari and M/s Narayan Prasad Jhanwar (HUF) promoters of the company are the Acquirers under this Delisting Offer.  
1.9 As on the date of this Public Announcement, the Acquirers/Promoters along with other promoter group of the company holds 35701800 Equity Shares representing 71.40% of the fully paid-up equity share capital and voting capital of the Company. All the acquirers and persons belonging to Promoter Group has been disclosed as Promoter and Promoter Group in the filings made with the stock exchange. The Acquirers are making this Public Announcement to the Public Shareholders to acquire the Offer Shares in accordance with the provisions of the Delisting Regulations and on the terms and subject to the conditions set out herein below. In terms of Regulation 17(a) read with the explanation to Regulation 17 of the Delisting Regulations, upon the shareholding of the Acquirers and the promoter group of the Company reaching a minimum of 90% (ninety per cent), of the Company's equity share capital, the Acquirers will seek to voluntarily delist the Equity Shares from the BSE in accordance with the Delisting Regulations.

1.10 The Public Announcement is being issued in the following news paper as required under Regulation 10(1) of the Delisting Regulations:

News Paper	Language	Editions
Business standard	English	All editions
Business standard	Hindi	All editions
Lakshadweep	Marathi	Mumbai edition

1.11 Any Modification(s) to this Public Announcement will be notified by issuing a Corrigendum in all the aforementioned news papers.

### 2. RATIONALE AND OBJECTIVE OF THE PROPOSED DELISTING

2.1 The Intent Letter encapsulates the following objective and rationale for the Delisting Offer. The objectives in making delisting offer is to obtain full ownership of shares of company, which will provide the Acquirers with increased operational flexibility to support the Company's business and future financing needs. Further there is low volume in the trading of the equity shares of company on BSE since last 5 years and the proposed delisting offer would provide an exit opportunity to the public shareholders.  
In view of the foregoing, the Acquirers have concluded that the Delisting Offer is the best option that satisfies their objectives and that they believe to be consistent with the interests of the Company's Public Shareholders.

### 3. BACKGROUND OF THE ACQUIRERS

**3.1 MR. NARAYAN PRASAD JHANWAR (ACQUIRER NO. 1)**  
3.1.1 Mr. Narayan Prasad Jhanwar, aged about 62 years is an Indian Citizen residing at 1351, Sector-14, Faridabad, Haryana and he belongs to the Promoter Group of Haryana Texprints Overseas Limited. He holds 15020000 equity shares representing 30.94% of the paid up capital of the company.

3.1.2 Net Worth of Mr. Narayan Prasad Jhanwar as on March 31, 2016 is Rs. 410.44 lacs as certified by Mr. M.L. Bhanasali, (Membership No. 084782) Partner of M.L. Bhanasali & Co., Chartered Accountants, having its office at 1F-19, Ozone Centre, Sector 12, Faridabad, Haryana-121007 and also confirms that he has sufficient liquid funds to meet his part of obligations under delisting offer make to the shareholders of Haryana Texprints (Overseas) Limited.

3.1.3 He has not been prohibited by SEBI, from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the regulations made under SEBI Act.

**3.2 MR. RANGNATH MAHESHWARI (ACQUIRER NO. 2)**  
3.2.1 Mr. Rangnath Maheshwari, aged about 62 years is an Indian Citizen residing at 1351, Sector-14, Faridabad, Haryana and he belongs to the Promoter Group of Haryana Texprints (Overseas) Limited. He holds 30000 equity shares representing 0.06% of the paid up capital of the company.

3.2.2 Net Worth of Mr. Rang Nath Maheshwari as on March 31, 2016 is Rs. 328.77 lacs as certified by Mr. M.L. Bhanasali, (Membership No. 084782) Partner of M.L. Bhanasali & Co., Chartered Accountants, having its office at 1F-19, Ozone Centre, Sector 12, Faridabad, Haryana-121007 and also confirms that he has sufficient liquid funds to meet his part of obligations under delisting offer make to the shareholders of Haryana Texprints (Overseas) Limited.

3.2.3 He has not been prohibited by SEBI, from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the regulations made under SEBI Act.

**3.3 MR. ADITYA MAHESHWARI (ACQUIRER NO. 3)**  
3.3.1 Mr. Aditya Maheshwari, aged about 33 years is an Indian Citizen residing at 1351, Sector 14, Faridabad and he belongs to the Promoter Group of Haryana Texprints Overseas Limited. He holds 36100 equity shares representing 0.07% of the paid up capital of the company.

3.3.2 Net Worth of Mr. Aditya Maheshwari as on March 31, 2016 is Rs. 119.79 lacs as certified by Mr. M.L. Bhanasali, (Membership No. 084782) Partner of M.L. Bhanasali & Co., Chartered Accountants, having its office at 1F-19, Ozone Centre, Sector 12, Faridabad-121007 and also confirms that he has sufficient liquid funds to meet his part of obligations under delisting offer make to the shareholders of Haryana Texprints (Overseas) Limited.

3.3.3 He has not been prohibited by SEBI, from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the regulations made under SEBI Act.

**3.4 M/S NARAYAN PRASAD JHANWAR (HUF) (ACQUIRER NO. 4)**  
3.4.1 M/s Narayan Prasad Jhanwar (HUF) having its office at Shri Balaji Trading Co., 4545, Krishna Bazar Cloth Market, Delhi-110006. Mr. Narayan Prasad Jhanwar is the Karta of M/s Narayan Prasad Jhanwar (HUF). It belongs to the Promoter Group of Haryana Texprints Overseas Limited. It holds 15065000 equity shares representing 30.13% of the paid up capital of the company.

3.4.2 Net Worth of M/s Narayan Prasad Jhanwar as on March 31, 2016 is Rs. 362.99 lacs as certified by Mr. M.L. Bhanasali, (Membership No. 084782) Partner of M.L. Bhanasali & Co., Chartered Accountants, having its office at 1F-19, Ozone Centre, Sector 12, Faridabad-121007 and also confirms that he has sufficient liquid funds to meet his part of obligations under delisting offer make to the shareholders of Haryana Texprints (Overseas) Limited.

3.4.3 It has not been prohibited by SEBI, from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the regulations made under SEBI Act.

### 4. BACKGROUND OF THE COMPANY

4.1 Haryana Texprints (Overseas) Limited was originally incorporated as a Public Limited Company under the Companies Act, 1956 under the name and style as Inds Texprints (Overseas) Limited vide Certificate of Incorporation dated February 10, 1992. Subsequently, name of the company was changed to its current name i.e. Haryana Texprints (Overseas) Limited vide fresh Certificate of Incorporation dated March 30, 2001 issued by the Registrar of Companies, Delhi and Haryana. The Company obtained the Certificate of Commencement of Business on March 16, 1992. The Registered Office of the Company is situated at Plot No. 3, Sector-25, Faridabad Haryana. Ph No. +91-129-4180900-30.

4.2 Haryana Texprints (Overseas) Limited is engaged in the business of dyeing and printing of Cotton, Viscose, Polyester, Blends, Georgette, Moss Crayon, Rayon, Bosky Flex, Linen and Knitted Fabrics etc. The company also undertakes Job work on dyeing and printing.

4.3 There is no partly paid up shares in the Company.  
4.4 The Authorized Share Capital of the Company as on March 31, 2016 is Rs. 500.00 Lacs, comprising of 5,00,00,000 equity shares of Re. 1/- (Rupee One Only) each and the issued, subscribed and paid-up equity share capital of the Company is Rs. 500.00 Lacs comprising of 50,00,000 equity shares of Re. 1/- (Rupee One Only) each.

4.5 The Present Directors of the company are Mr. Narayan Prasad Jhanwar, Mr. Rangnath Maheshwari, Mr. Satya Narayan Maheshwari, Mr. Padam Chand Gupta, Mr. Mohan Prasad Rungta and Ms. Anubha Aggarwal.

4.6 The Brief summary of the financials of the company are provided:

(Rs. In Lacs)

Particulars	Year Ended 31.03.2016 (Audited)	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2014 (Audited)
Total Income	8054.50	6527.12	5558.98
Total Expenditure	7558.85	6073.07	5189.27
Profit/(Loss) before Depreciation, Interest and Tax	495.65	454.05	369.71
Less: Depreciation	102.25	100.30	99.59
Less: Interest	202.84	208.72	191.04
Profit Before Tax	190.56	145.03	79.08
Less: Provision for Tax	63.07	46.62	21.71
Profit/(Loss) after Tax	127.49	98.41	57.37
Equity Share Capital	500.00	500.00	500.00
Net Worth	1169.17	1101.86	1066.46
EPS (Rs.)	0.25	0.20	0.11
Return on Net worth (%)	10.90	8.93	5.38
Book Value Per Share	2.34	2.20	2.13

\* Source: Balance Sheet  
Earning Per Share=Profit After Tax/No. of Equity Shares issued  
Return on Net worth (%)=(Profit After Tax/Net worth)\*100  
Net Asset Value Per Share=Net worth/No. of Equity Shares issued

4.7 There are no outstanding instruments in the nature of warrants/fully convertible debentures etc., which are convertible into equity at any later date. There are no shares under lock-in period.

4.8 The Company has not been prohibited by SEBI, from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the regulations made under SEBI Act.

### 5. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

5.1 As on March 31, 2016, Authorized Share Capital of the Company is Rs. 500.00 Lacs, comprising of 50,00,000 equity shares of Re. 1/- (Rupee One Only) each and the issued, subscribed and paid-up equity share capital of the Company is Rs. 500.00 Lacs comprising of 50,00,000 equity shares of Re. 1/- (Rupee One Only) each.

The shareholding pattern of the Company as on the 30.06.2016 is as follows:

Shareholder(s)	No. of Equity Shares	% to Paid-up Equity Capital
<b>(a) Promoters Group:</b>		
Indian Promoters		
Individuals/HUF	35701800	71.40
Bodies Corporate	Nil	N.A
Other	Nil	N.A
Foreign Promoters	Nil	N.A
<b>Sub Total (a)</b>	<b>35701800</b>	<b>71.40</b>
<b>(b) Non Promoters Group</b>		
Fils/Banks	200	0.00
NRIs	3050	0.01
Indian Corporate Bodies	919938	1.84
Individuals/HUF	13375012	26.75
<b>Sub Total (b)</b>	<b>14298200</b>	<b>28.60</b>
<b>Grand Total (a+b)</b>	<b>50000000</b>	<b>100.00</b>

### 6. LIKELY POST DELISTING CAPITAL STRUCTURE

6.1 The likely post-delisting capital structure of the Company, assuming all the shares are acquired pursuant to the Delisting Proposal will be as follows:

Shareholder(s)	No. of Equity Shares	% to Paid-up Equity Capital
Promoters/Acquirer	50000000	100%
<b>TOTAL</b>	<b>50000000</b>	<b>100.00%</b>

### 7. SHAREHOLDING OF PROMOTER GROUP

7.1 The Acquirers along with Promoter Group is currently holding 35701800 fully paid up Equity Shares of the Company representing 71.40% of the fully paid up share capital. The Details of the Promoter/ Promoter Group Shareholding as on date of this PA are as follows:

Sr. No.	Name of the Promoter	Shares held	% of holding
1.	Mrs. Manju Maheshwari	500	0.00
2.	Mr. Abhishek Jhanwar	200	0.00
3.	Ms. Rajni Devi Jhanwar	10000	0.02
4.	Mr. Rangnath Maheshwari	30000	0.06
5.	Mr. Aditya Maheshwari	36100	0.07
6.	Ms. Shanti Devi Jhanwar	5540000	11.08
7.	Mr. Narayan Prasad Jhanwar	15020000	30.04
8.	M/s Narayan Prasad Jhanwar HUF	15065000	30.13
<b>Total Promoter &amp; Promoter Group Shareholding</b>	<b>35701800</b>	<b>71.40</b>	

The promoter group shareholding as on the date of this PA is 71.40%. Other than the Shareholding mentioned above, neither the acquirer, nor any of the Directors of the company, nor any other member of the Promoter group holds any shares of the company as on the date of this public announcement.

### 8. STOCK EXCHANGE ON WHICH THE SHARES ARE LISTED AND SOUGHT TO BE DELISTED

8.1 The Equity Shares of the Company are presently listed on Bombay Stock Exchange Ltd (BSE). The company is also listed at The Ahmedabad Stock Exchange Limited (ASE), The Delhi Stock Exchange Limited (DSE) and The Jaipur Stock Exchange Limited (JSE). However there was no trading in the equity shares of company at DSE, ASE and JSE. The Acquirers are seeking to delist the equity shares of the Company from all stock exchanges pursuant to Book Building Process ("BB Process") in terms of Schedule I read with Regulation 15(1) of Delisting Regulations.

### 9. INFORMATION REGARDING STOCK MARKET DATA

9.1 The high, low and average market price of the Equity Shares (in INR per Equity Share) during the preceding 3 (three) years on the BSE are as follows:

Preceding 3 year Data	BSE			
	High*	Low*	Average	Volume
2013	4.21	2.01	3.11	314143
2014	2.11	1.00	1.55	186511
2015	9.45	1.15	5.30	250289

Source: BSE  
\* High of intra-day high/low of intra-day lows during the period  
The monthly high and low closing prices (in INR per Equity Share) of the Equity Shares and the traded volumes (number of Equity Shares) on the BSE for the 6 (six) calendar months preceding the date of this Public Announcement are as follows:

Month	BSE			
	High*	Low*	Average*	Volume*
Mar-16	3.55	2.55	2.99	13075
Apr-16	3.30	2.41	2.76	25276
May-16	2.94	2.34	2.57	12967
June-16	3.50	2.42	2.88	39487
July-16	4.01	2.83	3.55	46257
Aug-16	3.78	3.47	3.39	29551

Source: BSE  
\* High of intra-day high/low of intra-day lows during the period  
\* Average of daily closing prices during the period  
\* Cumulative trading volume during the period

### 10. DETERMINATION OF THE FLOOR PRICE

10.1 The acquirer proposes to acquire the offer shares pursuant to Reverse Book Building Process. Further, the equity shares of Company are infrequently traded on BSE in terms of explanation to Regulation 15(2) of Delisting Regulations. The equity shares are listed on BSE, ASE, DSE and JSE and shares of the company are infrequently traded within the meaning of Regulation 2(1)(g) of the SEBI (SAST) Regulations, 2011 at BSE and not traded at ASE, DSE and JSE. The annualized trading turnover during the preceding the twelve (12) calendar months ended August 2016 from the month in which Public Announcement is made, at the BSE where the shares of the company are traded as follows:

Name of the Stock Exchange	Total no. of equity shares traded during Sept. 2015 to August 2016	Total no. of listed shares	Annualized trading turnover (%) to total listed shares)
BSE	320885	50000000	0.64

10.2 The Floor Price of Re. 3.00/- (Rupees Three Only) has been determined as per Regulation 15(2)(b) of Delisting Regulations applicable for infrequently traded shares and in accordance with Regulation 8(2) of SEBI (SAST) Regulations, 2011 taking inter-alia into account the following factors (hereinafter referred to as "Floor Price"):

	Details	Rupees
a.	The Negotiated Price	Not Applicable
b.	The Volume Weighted average price paid or payable for acquisition, by the Acquirers or PACs during the fifty two weeks immediately preceding the date of PA	Re 2.81
c.	The Highest Price paid or payable for any acquisition by the Acquirers or PAC during the twenty six weeks immediately preceding the date of the PA	Re 2.85
d.	The volume weighted average market price of Equity Shares of the Target Company for a period of sixty trading days immediately preceding the date of the PA as traded on Bombay Stock Exchange Limited.	Not Applicable
e.	The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	Re. 2.69*

\* Mr. M.L. Bhanasali, (Membership No. 084782) partner of M.L. Bhanasali & Co., Chartered Accountants having office at 1F-19, Ozone Centre Sector-12, Faridabad-121007, Phone No. 0129-2220045, Email: mlbhanasali@yahoo.co.in, has valued the equity shares of target company on the basis Net Asset Value, Profit earning Capacity Value and Market Value and calculated the fair value per share is Rs 2.69 per share vide his certificate dated 2nd July, 2016 in terms of Regulation 15(2) of Delisting Regulations read with Regulation 8(2) of SEBI (SAST) Regulations, 2011.

Therefore in view of above and in accordance with Regulation 15(2) of Delisting Regulations read with Regulation 8(2) of SEBI (SAST) Regulations, 2011, the acquirer in consultation with merchant banker to the offer, set the floor price of Rs 3.00 (Rupees Three Only) per equity share.

10.3 Shareholders may tender their Offer Shares at any time during the Bid Period and at any price at or above the Floor Price in accordance with the terms and subject to the Conditions set out herein Clause 12.

10.4 The Acquirers shall inform the shareholders by way of communique to the Public Announcement in the same newspaper in which public announcement is appeared, if there are any changes in the Floor Price.

10.5 The Acquirers reserves the right not to acquire the offered shares at any higher price established pursuant to the Reverse Book Building Process set forth in the Delisting Regulations.

### 11. DETERMINATION OF DISCOVERED PRICE AND EXIT PRICE

11.1 The Acquirers propose to acquire the Offer Shares pursuant to a book-building process through an acquisition window facility, i.e. separate acquisition window in the form of a web based bidding platform provided by the BSE, in accordance with the stock exchange mechanism (the "Acquisition Window Facility") as defined in SEBI Circular CIR/CFD/POLICYCELL/12015 dated April 13, 2015 and subsequent amendments thereto).

11.2 All the Public Shareholders may tender their Offer Shares during the Bid Period (as defined below) as set out in clause 22 of this Public Announcement.

11.3 The final offer prices shall be determined in terms of the book-building process prescribed under Schedule I read with the explanation to Regulation 17 of the Delisting Regulations. In accordance with such book-building process, the final offer price shall be determined as the price at which the Offer Shares accepted through eligible Bids results in the shareholding of the Acquirers and the promoter group reaching 90% (ninety per cent.) of the equity share capital of the Company ("Discovered Price").

11.4 The Acquirers are under no obligation to accept the Discovered Price. The Acquirers may at their sole discretion acquire the Offer Shares subject to the conditions mentioned in clause 12 at a price equivalent to or higher than the Discovered Price. Such price at which the Delisting Offer is accepted by the Acquirers (being equivalent to or not less than the Discovered Price) is referred to in this Public Announcement as the "Exit Price".

11.5 The Acquirers shall announce the Discovered Price and their decision to accept or reject the Discovered Price. If the Discovered Price is accepted, the Acquirers shall also announce the Exit Price, in the same newspapers in which this Public Announcement is published, in accordance with the activity schedule set out in clause 22.

11.6 Once the Acquirers announce the Exit Price, the Acquirers will acquire, subject to the terms and conditions of the Public Announcement and the Bid Letter of this Delisting Offer, all the Offer Shares validly tendered at a price up to and equal to the Floor Price for each Offer Share validly tendered.

### 12. CONDITIONS TO THE DELISTING OFFER

12.1 The acquisition of the Offer Shares by the Acquirers is conditional upon:

12.2 The Acquirers either accepting the Discovered Price or offering an Exit Price not less than the Discovered Price and a maximum number of 14298200 Offer Shares being validly tendered and accepted at or below the Exit Price so as to cause the cumulative number of Equity Shares held by the Acquirers and the promoter group of the company as on date of this

Public Announcement (taken together with the Offer Shares acquired through the Acquisition Window Facility) to be equal to or in excess of 45,00,000 Equity Shares constituting 90% (ninety per cent.) of the total share capital of the Company.

12.2 A minimum of 25% (twenty five per cent.) of the Public Shareholders holding Offer Shares in dematerialized form as on date of the meeting of the board of directors of the Company approving the Delisting Offer (i.e. June 30, 2016), must participate in the book building process, in accordance with Regulation 17(b) of the Delisting Regulations; provided that if the Acquirers along with the Manager to the Offer demonstrate to the Stock Exchanges that they have delivered the Bid Letter of this Delisting Offer to all the Public Shareholders either through registered post or speed post or courier or hand delivery with proof of delivery or through email or as an attachment to an email or as a notification providing an electronic link or uniform resource locator including a read receipt (referred to as the "Bid Letter Delivery Requirement"), then the mandatory participation of the aforementioned number of Public Shareholders is not applicable. In terms of the Delisting FAQs, SEBI has clarified that the Bid Letter Delivery Requirement provided in the proviso to Regulation 17(b) of the Delisting Regulations is deemed to have been complied with if the acquirer or merchant banker dispatches the Bid Letter to all of the public shareholders of the company by registered post or speed post through the Indian Post and is able to provide a detailed account regarding the status of delivery of the Bid Letter (whether delivered or not) sent through India Post.



ii. The pay out of the shares shall be made to the securities pool account of the buying member.

iii. The direct credit of shares shall be given to the escrow demat account of the Company provided it is indicated by the Company's Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available.

iv. Once the basis of acceptance is finalized, the Clearing Corporation (ICCL) would facilitate clearing and settlement of trades by transferring the required number of shares to the escrow account which will be opened by the Acquirer.

v. In case of partial or non-acceptance of orders or excess pay-in, Demat Shares shall be released to the securities pool account of the selling member/ custodian.

vi. Any excess physical shares pursuant to acceptance or allotment or rejection will be released back to the investors directly by the registrar to the offer.

**d) Settlement of Funds/Payment Consideration**

i. The settlement of fund obligation for demats and physical shares shall be effected through existing settlement accounts of trading members.

ii. Funds shall be made to the settlement account of the trading members who have entered the sell order for Eligible Person(s).

**e) Special Account opened with the Clearing Corporation.**

i. The details of transfer of Demat Shares to Special account of Clearing Corporation by Trading member/ Custodian shall be informed in the issue opening circular that will be issued by the Recognized Stock Exchange / Clearing Corporation.

ii. Eligible Person (s) have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Delisting", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that shares can be tendered for delisting offer.

**f) Rejection Criteria**

The shares tendered by Eligible Person(s) would be liable to be rejected on the following grounds:

- For shareholders holding shares in the dematerialized form if:
  - the Shareholder is not a shareholder of the Company,
  - if there a name mismatch in the demat account of the Shareholder or,
  - if the Eligible Person(s) has made a duplicate bid on both the recognized stock exchanges.
- For shareholders holding shares in the physical form if:
  - The documents mentioned at the check list of the Bid Form for physical shareholders are not received by the Registrar before the close of business hours to the Registrar on or before 29.09.2016 by 5 PM.
  - If there is any other company share certificate enclosed with the Bid Form instead of the share certificate of the Company ;
  - If the transmission of shares is not completed, and the shares are not in the name of the Eligible Person(s)
  - If the Eligible Person(s) bid the shares but the RTA does not receive the physical share certificate
  - In case the signature in the Bid Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar.

**18. CONDITIONS TO THE DELISTING OFFER**

The acquisition and delisting of the offer Shares by the Acquirer are conditional upon fulfillment of the following conditions:

18.1 The Acquirers have the sole and absolute discretion to accept the price determined through Reverse Book Building Process as per Clause 11 or Offer a price Higher than the Discovered Price, being the Exit Price;

18.2 In case the Acquirers does not succeed, in acquiring the public shareholding through delisting process in accordance with the Delisting Regulations or any statutory modification or re-enactment thereof, compliance with Delisting Regulations shall be ensured by the Acquirers.

18.3 The Acquirers obtaining all requisite regulatory approvals as listed in Clause 23 of this PA.

18.4 Amendments, if any, to the Delisting Regulations or any applicable SEBI regulations, which in the opinion of the Acquirers, do not prejudice the Acquirers form proceeding with the Delisting Offer.

**19. DATES OF OPENING AND CLOSING OF BIDDING PERIOD**

19.1 The Public Shareholders may tender their Offer Shares to the Acquirers by placing bids ("**Bids**") on an online electronic system pursuant to RBBS Process. The Bidding Period will commence at 10.00 a.m. on 23.09.2016 ("**Bid Opening Date**") and will close at 3.00 p. m. on 29.09.2016 ("**Bid Closing Date**"), such period being the ("**Bidding Period**").

19.2 This schedule is subject to, among others, the Acquirers obtaining the necessary approvals prior to the Bid Opening Date. The Acquirers shall inform the shareholders by way of Corrigendum to this PA in the newspaper, if there are any changes in the Bidding Period.

**20. ELIGIBLE SHAREHOLDERS**

20.1 All Shareholders, other than the Acquirers and/or Promoter and/or Promoter Group, are eligible to tender their shares to the Acquirers during the Bidding Period. Letter inviting Shareholders to tender their Offer Share to the Acquirers

containing the necessary forms and detailed instructions ("Bid Letter"), will be dispatched by the Registrar to the Offer to all the Public Shareholders whose name appears on the Register of members of the Company or Depository as on 14.09.2016, 2016 ("Specified Date") to reach them before the Bid Opening Date. In the event that some Shareholders do not receive the Bid letters or are misplaced by them, they may obtain a copy by writing to the Registrar to the offer at D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020, by marking the envelop "Haryana Texprints (Overseas) Limited Delisting Offer". Further, Shareholders may also download the Bid Letter from the websites of Manager to the Offer i.e. www.dnalinserv.com.

20.2 Shareholders are eligible to tender their shares at any time during the Bidding Period in accordance with the procedure described in Clause 17 of this PA.

**21. PERIOD FOR WHICH THE OFFER IS VALID**

21.1 The Public Shareholders may submit their Bids during the Bidding Period. Additionally, once the shares have been delisted, the Residual Shareholders may offer their shares for sale to the Acquirers at the Exit Price for a period of 1 year following the Date of Delisting.

**22. PROPOSED TIME TABLE FOR THE DELISTING OFFER**

22.1 The proposed time table for the reverse book-building process is as follows:-

Activity	Date and Day
<b>Publication of Public Announcement</b>	<b>Wednesday, 14 September, 2016</b>
<b>Specified Date</b>	<b>Wednesday, 14, September, 2016</b>
<b>Dispatch of Bid Letter to the shareholders</b>	Friday, 16 September, 2016
Bid opening Date (10.00 A.M)	Friday, 23 September, 2016
Last Date of Upward Revision / Withdrawal of Bid	Wednesday, 28 September, 2016
Bid closing Date (3.00 PM)	Thursday, 29 September, 2016
Announcement of Discovered Price/Exit Price and Acquirer's acceptance/ non-acceptance of the same.	Thursday, 06 October, 2016
Final Date of payment of consideration to Public Shareholders#	Monday, 17, October, 2016
Return of Offer shares tendered under the Offer to Public Shareholders in case of failure of Offer	Monday, 17, October, 2016

# Subject to the acceptance of the Discovered Price or Offer of an Exit Price by the Acquirer.

Changes to the proposed timetable, if any, will be notified to shareholders by way of Corrigendum to PA in the Same newspaper where this PA is being issued.

**23. STATUTORY APPROVALS/OTHER APPROVALS**

23.1 The Company has obtained the approval of its members by way of Special Resolution passed through postal ballot on August 05, 2016, consenting to the voluntary delisting of Equity Shares from all stock exchange in accordance with the Delisting Regulations.

23.2 The company has received the In Principle approval for voluntary delisting of its equity shares from the BSE vide its letter no. DCSDELPGSI/381/2016-17 dated 12.09.2016.

23.3 To the best of the Acquirer's knowledge, as on the date of this PA, there is no other statutory or regulatory approval required to acquire the Offer shares and implement the Delisting Offer, other than that indicated above. If any statutory and regulatory approval becomes applicable, the acquisition of offer shares by the Acquirer and the Delisting Offer will be subject to such statutory or regulatory approvals.

23.4 It shall be the responsibility of the shareholders tendering in the Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals) if any, prior to tendering their Equity Shares during the Delisting Offer. The Acquirers assumes no responsibility for the same. The shareholders should attach copies of such approvals, if any, to the Bid Form.

23.5 If the holders of offer shares who are not persons resident in India (including NRIs, OCBs and FIIs) had acquired any approvals (including from RBI, the FIPB or any other regulatory authority) in respect of the equity shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Offer Shares, to tender the offer shares held by them in this delisting offer along with other documents required to be tendered to accept this delisting offer. In event such approvals are not submitted, the acquirers reserve the right to reject such Offer Shares tendered in this Delisting Offer.

23.6 The Acquirers reserves the right not to proceed with the Delisting Offer, in the event the approvals, if any required are not obtained or conditions, if any imposed are not fulfilled or complied with, at the sole discretion of the Acquirers.

**24. NOTE ON TAXATION**

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if securities transaction tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less which are sold will be subject to short term

capital gains tax @ 15% provided the transaction is chargeable to STT.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED BUY BACK THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE PURCHASER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS BUY BACK.

**THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.**

**DISCLAIMER CLAUSE**

25.1 It is to be distinctly understood that the permission given by BSE to use their electronic automated facilities and infrastructure for "Online Reverse Book Building facility for delisting of securities" should not in any way be deemed or construed that the compliance with various statutory and other requirements by the Company and the Manager to the Offer etc. are cleared or approved by BSE; nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does BSE have any financial responsibility or liability nor does BSE take responsibility in any way for the financial or other soundness of the company, its promoters or its management.

25.2 It is also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that the PA has been cleared or approved by BSE, nor does BSE warrant that the securities will be delisted.

25.3 That every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through book building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

**26. UNDERTAKING/CERTIFICATION**

The Board of Directors of Haryana Texprints (Overseas) Limited hereby Certify that,

26.1 All material information which is required to be disclosed under the provisions of continuous listing requirement have been disclosed to the stock exchanges.

26.2 The Acquirers, the Promoter and Promoter Group of the company or any of their related entities have not carried out any transactions during the past 5 years to facilitate the success of delisting offer which are not in compliance with the provisions of Regulation 4(5) of the Delisting Regulations.

26.3 Haryana Texprints (Overseas) Limited has not raised money from issue of securities during the last 5 years preceding the date of this PA.

26.4 The delisting offer is in interest of the Public Shareholders as stated in the intent letter.

26.5 The Acquirer accepts full responsibility for the information contained in this Public Announcement and for the obligations of the Acquirer, laid down in Delisting Regulations and subsequent amendments thereof.

**27. GENERAL DISCLAIMER**

27.1 Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer, the Manager to the Offer or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such Delisting Offer and tender of securities through RBBS process.

**28. REGISTRAR TO THE OFFER**

The Acquirers have appointed M/s Skyline Financial Services Pvt Ltd, having its office at D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020, Tel nos. 011-6473268/64732686, Email: [vi@skylinert.com](mailto:vi@skylinert.com). Contact person: **Mr. Viender Kumar Rana**, as the Registrar to the Offer ("**Registrar to the Offer**").

**29. COMPLIANCE OFFICER**

The Details of Compliance Officer of the Company are given as under.

**Ms. Sneha Gera**  
**Company Secretary & Compliance Officer**  
 M/s Haryana Texprints (Overseas) Limited  
 Plot No.3 Sector 25, Faridabad-121004  
 Phone No. 0129-418922

**30. MANAGER TO THE OFFER**

30.1 The Acquirers have appointed D & A Financial services (P) Limited, having its office at 13, Community Centre, East of Kailash, New Delhi-110 065 as the Manager to the Offer ("**Manager to the Offer**").

**For and on behalf of Acquirers**

Sd/- Sd/- Sd/-  
 (Narayan Prasad Jhanwar) (Rangnath Maheshwari) (Aditya Maheshwari)  
 Sd/-  
 (Narayan Prasad Jhanwar)  
**As a Karta of N P Jhanwar (HUF)**

Date : 13.09.2016  
 Place : Faridabad