

16. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT	
16.1 The Delisting Offer is open to all eligible persons. Person who have acquired equity Shares but whose name do not appeared in the register of members of the company as on specified date, or unregistered owners or those who have acquired equity shares after the specified date, or those who have not received the Letter of Offer, may also participate in this offer by submitting an application on plain paper giving details regarding their Offer as set out in the public announcement and this Letter of Offer, which may be obtained from the BSE's Website, that is, (www.bseindia.com) or from Beetal Financial & Computer Services Pvt Ltd. The Acquirer and promoter group are not eligible to participate in the Offer.	
16.2 The Letter of Offer and Tender Form, outlining the terms of the delisting as well as the detailed disclosures as specified in the Delisting Regulations, will be mailed/sent to eligible persons.	
16.3 The Company will not accept any Equity Shares offered for delisting offer which are under any restraint order of a court for transfer/sale of such shares.	
16.4 The Company shall accept all the Equity Shares validly tendered for the Delisting offer by Eligible Persons.	
16.5 The non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the Offer, shall not invalidate the Offer to any person who is eligible to receive this Offer. In case of non-receipt of the Letter of Offer, Eligible Persons may participate in the offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client id number, DP name, DP id number, number of shares tendered and other relevant documents. Eligible Person(s) have to ensure that their bid is entered in the electronic platform to be made available by the recognized stock exchange before the closure of the Offer.	
16.6 The Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window (" Acquisition Window ") as provided under the Takeover Regulations, SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI Circular CFD/DCR2/CIR/PP/2016/131 dated December 09, 2016 issued by SEBI. (" Acquisition Window Circulars ").	
16.7 BSE Limited shall be the Designated Stock Exchange for the purpose of tendering equity shares in the Offer.	
16.8 The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available on the Stock Exchanges in the form of a separate Acquisition Window.	
16.9 All the Public Shareholders who desire to tender their Equity Shares under the Offer would have to approach their respective stock brokers (" Selling Broker(s) "), during the normal trading hours of the secondary market during the Tendering Period. The Buying Broker may also act as Selling Broker for Public Shareholders.	
16.10 The Acquirer has appointed Mansukh Stock Brokers Limited as the " Buying Broker " for the Offer through whom the purchases and settlement of Equity Shares tendered in this Offer shall be made.	
16.11 Contact details for the Buying Broker are as follows:- The contact details of the Buying Broker are as mentioned below: Name: Mansukh Stock Brokers Limited (Member - Bombay Stock Exchange) Address: Mansukh House, 6, Pandav Nagar Delhi-110092 Tel No. 011-3021 1800, 011-4761 7800 Email Id: admin@mansukh.net Contact Person: Mr. Virender Mansukhani SEBI Registration Number: INB010985834	
16.12 During the Tendering Period, the tender of the Equity Shares by the Public Shareholders in this Offer will be placed through their respective Selling Brokers during normal trading hours of the secondary market.	
16.13 The cumulative quantity tendered shall be displayed on the Stock Exchanges website throughout the trading session at specific intervals by the Stock Exchanges during Tendering Period.	
16.14 Modification/cancellation of orders will not be allowed during the Tendering Period.	
16.15 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant). In the event seller broker(s) are not registered with BSE and if the shareholder does not have any stock broker then that shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code ("UCC") facility through that BSE or NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. Procedure for tendering equity shares held in dematerialized form:	
16.16 The Public Shareholders who are holding Equity Shares in electronic/ dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their equity shares before close of market hours on the last day of the Tendering Period.	
16.17 The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchanges. Before placing the order/ bid, the Public Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.	
16.18 Upon placing the order, the Selling Broker shall provide Transaction Registration Slip (TRS) generated by the stock exchange bidding system to the equity shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of equity shares tendered, etc.	
16.19 On receipt of TRS from the respective Seller Broker, the Public Shareholder has successfully placed the bid in the delisting offer.	
16.20 For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than 6:00 PM on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.	
16.21 The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.	
16.22 The Public Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated Offer.	
16.23 The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period. Procedure for tendering Equity Shares held in Physical Form:	
16.24 As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI PR 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. April 1, 2019	
16.25 Accordingly, the Public Shareholders who are holding equity shares in physical form and are desirous of tendering their equity shares in the Offer can do so only after the equity shares are dematerialized. Such Public Shareholders are advised to approach any depository participant to have their equity shares dematerialized. Acceptance of Shares Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. METHOD OF SETTLEMENT Upon finalization of the basis of acceptance as per the Delisting Regulations:	

	On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the Stock Exchanges to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.
16.26	The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
16.27	The Acquirer shall pay the consideration payable towards purchase of the Offer Shares to the Buyer Broker on or before the pay-in date for settlement. The Buyer Broker shall transfer the funds to the Clearing Corporation, which shall be released to the respective Seller Member(s)/custodian participants as per the secondary market payout in their settlement bank account. The Seller Member(s)/custodian participants shall subsequently pay the consideration to their respective clients (i.e. the relevant Public Shareholder(s)).
16.28	The Offer Shares acquired in dematerialized form would either be transferred directly to the respective account of acquirers provided it is indicated by the Buyer Broker or it will be transferred by the Buyer Broker to the respective account of acquirers on receipt of the Offer Shares pursuant to the clearing and settlement mechanism of the Designated Stock Exchange. Offer Shares acquired in physical form will be transferred directly to the acquirer by the Registrar of the company.
16.29	In case of rejected demat Offer Shares, if any, tendered by the Public Shareholders, the same would be returned to the respective Seller Member by the Clearing Corporation in payout. The Seller Member/custodian participants would return these unaccepted Offer Shares to their respective clients (i.e. the relevant Public Shareholder(s)) on whose behalf the Bids have been placed. Offer Shares tendered in physical form will be returned to the respective Public Shareholders directly by Registrar to the Offer.
16.30	The Seller Member would issue a contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. The Buyer Broker would also issue a contract note to the acquirers for the Offer Shares accepted under the Delisting Offer.
16.31	Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for tendering their Offer Shares in the Delisting Offer (secondary market transaction). The consideration received by the Public Shareholders from their respective Seller Member, in respect of accepted Offer Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer, Company, Buyer Broker, Registrar to the Offer or Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage fee).
16.32	On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the Stock Exchanges to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.
16.33	The settlement of trades shall be carried out in the manner similar to settlement of trades in the acquisition window circular(s).
16.34	For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Public Shareholders bank account linked to its demat account. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
16.35	In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards.
16.36	The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the shares under the Offer.
16.37	Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
16.38	The direct credit of equity shares shall be given to the demat account of Acquirer as indicated by the Buying Broker.
16.39	Once the basis of acceptance is finalized, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirer.
16.40	In case of partial or non-acceptance of orders the balance demat Equity Shares shall be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares shall be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
16.41	Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.
16.42	If Public Shareholders bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Equity Shareholder.
16.43	Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering equity shares in the Offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
17 DATES OF OPENING AND CLOSING OF BIDDING PERIOD	
17.1	The Public Shareholders may tender their Offer Shares to the Acquirer by placing bids (" Bids ") on an online electronic system pursuant to RBBS Process. The Bidding Period will commence at 10.00 a.m. on May 30, 2019 (" Bid Opening Date ") and will close at 3.00 p.m. on 6th June, 2019 (" Bid Closing Date "), such period being the (" Bidding Period ").
17.2	This schedule is subject to, among others, the Acquirer obtaining the necessary approvals prior to the Bid Opening Date. The Acquirer shall inform the shareholders by way of Corrigendum to this Public Announcement in the newspaper, if there are any changes in the Bidding Period.
18 ELIGIBLE SHAREHOLDERS	
18.1	All Shareholders, other than the Acquirer and/or Promoter and/or Promoter Group, are eligible to tender their shares to the Acquirer during the Bidding Period. Letter inviting Shareholders to tender their Offer Share to the Acquirer containing the necessary forms and detailed instructions (" Letter of Offer "), 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 Wednesday, May 22, 2019 (" Specified Date ") to reach them before the Bid Opening Date. In the event that some Shareholders do not receive the letter of offer or are misplaced by them, they may obtain a copy by writing to the Registrar to the offer at 99, Beetal House, Madangir, Behind Local Shopping Centre, New Delhi-110062, by making the envelop "Hindustan Wires Limited Delisting Offer".
18.2	Further, Shareholders may also download the Letter of Offer from the websites of Manager to the Offer i.e. www.dnainfom.com .
18.3	Shareholders are eligible to tender their shares at any time during the Bidding Period in accordance with the procedure described in Clause 16 of this Public Announcement.
19 PERIOD FOR WHICH THE OFFER IS VALID	
19.1	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 Acquirer at the Exit Price for a period of 1 year following the Date of Delisting.

20 PROPOSED TIME TABLE FOR THE DELISTING OFFER																	
20.1	The proposed time table for the reverse book-building process is as follows:-																
	<table border="1"> <thead> <tr> <th>Activity</th> <th>Date and Day</th> </tr> </thead> <tbody> <tr> <td>Publication of Public Announcement</td> <td>Tuesday, May 21, 2019</td> </tr> <tr> <td>Dispatch of Letter of Offer to the shareholders</td> <td>Thursday, May 23, 2019</td> </tr> <tr> <td>Bid opening Date</td> <td>Thursday, May 30, 2019</td> </tr> <tr> <td>Bid closing Date</td> <td>Thursday, June 06, 2019</td> </tr> <tr> <td>Announcement of Discovered Price/Exit Price and Acquirer's acceptance/ non-acceptance of the same.</td> <td>Thursday, June 13, 2019</td> </tr> <tr> <td>Final Date of payment of consideration to Public Shareholders#</td> <td>Thursday, June 30, 2019</td> </tr> <tr> <td>Return of Offer shares tendered under the Offer to Public Shareholders in case of failure of Offer</td> <td>Thursday, June 30, 2019</td> </tr> </tbody> </table>	Activity	Date and Day	Publication of Public Announcement	Tuesday, May 21, 2019	Dispatch of Letter of Offer to the shareholders	Thursday, May 23, 2019	Bid opening Date	Thursday, May 30, 2019	Bid closing Date	Thursday, June 06, 2019	Announcement of Discovered Price/Exit Price and Acquirer's acceptance/ non-acceptance of the same.	Thursday, June 13, 2019	Final Date of payment of consideration to Public Shareholders#	Thursday, June 30, 2019	Return of Offer shares tendered under the Offer to Public Shareholders in case of failure of Offer	Thursday, June 30, 2019
Activity	Date and Day																
Publication of Public Announcement	Tuesday, May 21, 2019																
Dispatch of Letter of Offer to the shareholders	Thursday, May 23, 2019																
Bid opening Date	Thursday, May 30, 2019																
Bid closing Date	Thursday, June 06, 2019																
Announcement of Discovered Price/Exit Price and Acquirer's acceptance/ non-acceptance of the same.	Thursday, June 13, 2019																
Final Date of payment of consideration to Public Shareholders#	Thursday, June 30, 2019																
Return of Offer shares tendered under the Offer to Public Shareholders in case of failure of Offer	Thursday, June 30, 2019																
	# 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.																
21 STATUTORY APPROVALS/OTHER APPROVALS																	
21.1	The Company has obtained the approval of its members by way of Special Resolution passed through postal ballot on March 04, 2019, consenting to the voluntary delisting of Equity Shares from all stock exchange in accordance with the Delisting Regulations.																
21.2	The company has received the In Principle approval for voluntary delisting of its equity shares from the BSE vide its letter no. LO/Delisting/CS/IP/85/2019-20 dated 20 May, 2019 and from CSE vide its letter no. CSE/LD/14660/2019 dated May 20, 2019.																
21.3	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.																
21.4	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 Tender Form.																
21.5	If the holders of offer shares who are not persons resident in India (Including NRIs, OCBs and FIs) 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.																
21.6	The Acquirer 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 Acquirer.																
22 DISCLAIMER CLAUSE																	
22.1	It is to be distinctly understood that the permission given by BSE to use their electronic automated facilities and infrastructure for 'Online Reserve 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.																
22.2	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.																
22.3	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.																
23 UNDERTAKING/CERTIFICATION																	
	The Board of Directors of Hindustan Wires Limited hereby Certify that,																
23.1	All material information which is required to be disclosed under the provisions of continuous listing requirement has been disclosed to the stock exchanges.																
23.2	The Acquirer, the Promoter and Promoter Group of the company or any of their related entities have not carried out any transactions to facilitate the success of delisting offer which are not in compliance with the provisions of Regulation 4(5) of the Delisting Regulations.																
23.3	Hindustan Wires Limited has not raised money from issue of securities during the last 5 years preceding the date of this Public Announcement.																
23.4	The delisting offer is in interest of the Public Shareholders as stated in the intent letter.																
23.5	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.																
24 GENERAL DISCLAIMER																	
24.1	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.																
25 REGISTRAR TO THE OFFER																	
25.1	The Acquirer have appointed Beetal Financial & Computer Services (P) Limited having office at 99, Beetal House, Madangir, Behind Local Shopping Centre, New Delhi-110062, Tel. Nos.: 29961281-82, Fax No.: 29961284 E. Mail: beetalra@gmail.com Contact Person Mr. Punit Mittal as the Registrar to the Offer (" Registrar to the Offer ").																
26 COMPLIANCE OFFICER																	
	The Details of Compliance Officer of the Company are given as under. Mrs. Preeti Sharma Company Secretary & Compliance Officer M/s Hindustan Wires Limited 5th Floor, 3A, Shakespeare Sarani, Kolkata - 700 071 Ph No. 033-22823586, 85																
27 MANAGER TO THE OFFER																	
	The Acquirer have appointed D & A Financial services (P) Limited, having its office at 13, Community Centre, 2nd Floor, East of Kailash, New Delhi - 110065, Contact Person : Ms. Radhika Pushkarna, Tel nos.: 011-26419079/ 26218274; Email: investors@dnainfom.com . (" Manager to the Offer ").																
Date : 20.05.2019																	
Place : Kolkata	Issued by the Manager to the Offer on the Behalf of Acquirer																