

- 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:
1. For shareholders holding shares in the dematerialized form if;
- a. the Shareholder is not a shareholder of the Company,
- b. if there a name mismatch in the demat account of the Shareholder or;
- c. if the Eligible Person(s) has made a duplicate bid on both the recognized stock exchanges.
2. For shareholders holding shares in the physical form if;
- a. 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.
- b. If there is any other company share certificate enclosed with the Bid Form instead of the share certificate of the Company ;
- c. If the transmission of shares is not completed, and the shares are not in the name of the Eligible Person(s)
- d. If the Eligible Person(s) bid the shares but the RTA does not receive the physical share certificate
- e. 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".

20.2 Further, Shareholders may also download the Bid Letter from the websites of Manager to the Offer i.e. www.dnatinserv.com.

20.3 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
Publication of Public Announcement	Wednesday, 14 September, 2016
Specified Date	Wednesday, 14, September, 2016
Dispatch of Bid Letter to the shareholders	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 P.M)	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. DCS/DEL/PGS/IP/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 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 alongwith 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.

25. 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.: 011-64732681/64732688, Email: viren@skylinerta.com, Contact person: **Mr. Virender 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. 0129-4180922

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