

To,  
**The Public Shareholders of HMG INDUSTRIES LIMITED,**

Dear Sir/Madam,

Sub.: Exit Offer to the Public Shareholders of the Company pursuant to compulsory delisting of the Company in compliance with Chapter V of the extant SEBI (Delisting) Regulations, 2009 as amended (“SEBI Regulations”).

We wish to inform you that The National Stock Exchange of India Limited (“NSE”) vide Press Release (copy on page 6) dated November 05, 2016 (“Press Release”) has Compulsory Delisted HMG Industries Limited w.e.f. November 22, 2016 and shifted the Company to its dissemination board. As per chapter V of the SEBI Regulations, the Promoter & Promoter Group Members of the Company shall be required to provide exit offer to the Public Shareholders of the Compulsory Delisted Company at the exit price computed by the Independent Valuer appointed by NSE pursuant to regulation 23(1) of SEBI (Delisting of Equity Shares) Regulations, 2009 and published by NSE in the Press Release. In the extant case, as per the Press Release, the exit price has been arrived at Rs. 3.16 (Rupees Three and Sixteen Paise Only) per equity share of the Company. In the interest of the Public Shareholders, “**HG Logistic Services LLP**” (Offeror), the Promoter Group Member of the Company have decided to offer Rs. 3.16 (Rupees Three and Sixteen Paise Only) per equity share to the Public Shareholders of the Company for the purpose of Exit Offer.

Accordingly, HG Logistic Services LLP (Offeror), the Promoter Group Member of the Company have given a public announcement dated 10.01.2017 in Business Standard (English & Hindi) and Mumbai Lakshadeep (Marathi).

## **I. BACKGROUND OF THE COMPANY**

- a) HMG Industries Limited was incorporated on September 29, 1987 under the Companies Act, 1956.
- b) The Registered Office of the Company is presently situated at C - 21/6, TTC Area, MIDC, Pawne Village, Thane - Belapur Road, Navi Mumbai- 400 703, Maharashtra, India.
- c) The Company Identification Number of the Company U24110MH1987PLC044801.
- d) The paid-up Share Capital of the Company is Rs. 7,31,15,853 comprising of 2,16,71,951 Equity Shares of Rs. 3/- each and 5,75,000 Preference Shares of Rs. 81,00,000/-.
- e) The Equity Shares of the Company are currently listed on Ahmedabad Stock Exchange and suspended on the Calcutta Stock Exchange.
- f) The Equity Shares of the Company were listed on National Stock Exchange of India Limited (“NSE”). The Company was compulsorily delisted by NSE as per chapter V of the SEBI Regulations vide a press release dated November 05, 2016 (“Press Release”) w.e.f. November 22, 2016 (“Effective Date of Delisting”).
- g) The equity shares of the Company are shifted to the dissemination board of NSE from the Effective Date of Delisting. Consequently, the equity shares of the Company cease to be listed on NSE.
- h) Pursuant to regulation 23(3) of the SEBI Regulations, the Promoter of the compulsory delisted company shall acquire delisted equity shares from the public shareholders by paying them the value determined by the valuer, subject to their option of retaining their shares.
- i) Accordingly, the Offeror on behalf of the Promoter and Promoter Group Members of the Company, in compliance with regulation 23(3) of the SEBI Regulations is hereby making Exit Offer to the Public Shareholders of the Company.

- j) Exit Price of Rs. 3.16/- (Rupees Three and Sixteen Paise) per Equity Share has been determined by the valuer appointed by NSE.

## II. SHARE CAPITAL STRUCTURE OF HMG INDUSTRIES LIMITED

### a. Equity Share Capital

Particulars	No. of Equity Shares	Total Amount (in INR)
<b>Authorized Capital (Face Value of Rs. 10/- each)</b>	75000000	750000000
<b>Issued Capital, Subscribed and Paid-up Capital (Face Value of Rs. 3/- each)</b>	21671951	65015853

### b. Preference Share Capital

Particulars	No. of Preference Shares	Total Amount (in INR)
<b>Authorized Capital (Face Value of Rs. 100/- each)</b>	2500000	250000000
<b>Issued Capital, Subscribed and Paid-up Capital</b>	575000	8100000

## III. SHAREHOLDING PATTERN OF THE COMPANY

Category	No of Equity Share Holders	Number of Equity Shares held	of total Equity% Share Capital
Promoters and Promoter Group	12	99,35,478	45.84
Public	36,317	1,17,36,473	54.16
<b>Total</b>	<b>36,329</b>	<b>2,16,71,951</b>	<b>100</b>

## IV. BOARD OF DIRECTORS OF THE COMPANY

SR. NO.	Name	Address	DIN	Designation	Date of Appointment
1.	Zaki Aziz Hajeebhoy	5, Gulmarg Building, Near Petit Hall, Nepeansea Road, Mumbai-400006.	00480679	Managing Director	28.09.1987
2.	Veera Nirmal Somaya	2/4, Mahalaxmi Colony, Woollen Mill Road, Mahim, Mumbai-400016..	00481805	Director	29.12.2011
3.	Edgar John Kamath	B-131 Vishnu Baug, 137 S.V. Road, Andheri (W), Mumbai-400058.	02465890	Director	25.09.2008

## V. HG LOGISTIC SERVICES LLP (“OFFEROR”)

- a) The Offeror is a Limited Liability Partnership (“LLP”) incorporated under the provisions of the Limited Liability Partnership Act, 2008 on June 17, 2011.
- b) The Administrative office of the Offeror is situated at C-21/6, TTC Industrial Area, MIDC, Pawne Village, Navi Mumbai: 400703.
- c) Offeror belongs to the Promoter and Promoter Group of the Company and holds 51,35,891 Equity Shares of the Company representing 23.69% of the Paid-up Equity Capital of the Company.
- d) As on the date of this PA, Offeror has not been prohibited by SEBI from dealing in Securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, or any other regulations made thereunder.
- e) Offeror has not been declared a Willful Defaulter by any Banks, Financial Institutions or Consortium thereof.
- f) The details of designated partners of the Offeror are as follow:

SR NO	Name	Address	DPIN	Designation	Date of Appointment
1.	Zaki A. Hajeebhoy	Gulmarg Building, Flat No. 5, 1st Floor, Near Petit Hall, Nepeansea Road, Mumbai 400006	00480679	Designated Partner	28.12.2013
2.	Renuka A Goel	Iris Building, Flat No 6, 2nd Floor, Cuffe Parade, Mumbai-400005	05014489	Designated Partner	17.06.2011
3.	HMG Investments & Trading Pvt. Ltd.	105/108, Jawahar Co-op. Industrial Estate, Kamothe, Panvel – 410209.	-	Designated Partner	06.06.2014

## VI. EXIT PRICE AND FINANCIAL ARRANGEMENTS

- a) The Company was compulsorily delisted by NSE as per chapter V of the SEBI Regulations. The Fair Value per Equity Share of Rs. 3.16 to be paid by the Offeror to the Public Shareholders under the Exit Offer has been determined by the independent valuer appointed by the NSE. Accordingly, the Offeror shall acquire the Equity Shares tendered by the Public Shareholders for cash at Rs. 3.16 (Rupees Three and Sixteen Paise) per Equity Share.
- b) The Offeror has opened an escrow cash account bearing account No. 021666200000302 (“**Escrow Account**”) with YES Bank Limited, (“**Escrow Bank**”) a company incorporated under the Companies Act, 1956 of India and carrying on business as a banking company under the Banking Regulation Act, 1949, having its registered office at Nehru Centre, 9th Floor, Discovery of India Bldg., Dr. Annie Besant Road, Worli, Mumbai-400018 and acting through its Branch Office at YES Bank Tower, IFC 2, 25<sup>th</sup> Floor, Elphinstone (W), Senapati Bapat Marg, Mumbai: 400013 and have made a cash deposit of Rs. 3,70,87,255 (Rupees Three Crores Seventy Lacs Eighty Seven Thousand Two Hundred Fifty Five only) in the said Escrow Account. The cash deposited in Escrow Account represents 100% of the total consideration payable to the Public Shareholders under this Exit Offer.

## VII. TERMS AND CONDITIONS RELATING TO ACCEPTANCE OF OFFER

- a) The Exit Offer shall remain open for a period of one month w.e.f. 12.01.2017 to close on

11.02.2017. After the closure of Official Exit Offer period the Offeror will keep open this Exit Offer for a further period of Eleven months which will end on 11.01.2018 to facilitate the non-exited Public Shareholders.

- b) All the Public Shareholders of the Company are eligible to participate in this Exit Offer. Public Shareholders have an option to either participate in the Exit Offer by tendering their equity shares or retain their equity shares in the Company. Public Shareholders who desires to participate in the Exit Offer may tender their equity shares to the Offeror.
- c) The Merchant Bankers to the Exit Offer are Saffron Capital Advisors Pvt. Ltd. having its office at 605, Sixth Floor, Centre Point, Andheri Kurla Road, J. B. Nagar, Andheri(East), Mumbai 400059.
- d) The Exit Offer may be availed by sending duly completed 'Form of Acceptance' ("Form") along with duly signed Transfer Form and related Share Certificate(s) to Adroit Corporate Services Private Limited, the Registrar and Transfer Agent ("RTA"), at 19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (E), Mumbai – 400 059, Tel: 022 42270400 clearly marking the envelope "**HMG Industries Limited-Exit Offer**".
- e) The Form along with Share Transfer Form to be filled and returned by Public Shareholders is dispatched to the Public Shareholders along with Exit Offer Letter. Alternatively, the Public Shareholders may download the Form from the website of the Company "**www.hmgindustries.in.**"
- f) The Offeror will not accept any Equity Shares offered for Exit Offer where there exists any restraint order of a Court/ any other competent authority for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- g) The Offeror will not accept locked-in Equity Shares and non-transferrable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferrable.
- h) Duly executed Form, Transfer deeds, self-attested copy of PAN card of all holders and original share certificate(s) must be submitted to the RTA and after proper verification of Signature and other particulars by the RTA, the Offeror shall acquire all the equity shares validly tendered either in full or in part at the 'Exit Price', for a cash consideration of Rs. 3.16 for each Equity Share.
- i) The acceptance of the Exit Offer made by the Offeror is entirely at the discretion of the Public Shareholders of the Company. The Offeror and the Company does not accept any responsibility for the decision of any Public Shareholder to either participate or to not participate in the Exit Offer. The Offeror and the Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Public Shareholders are advised to adequately safeguard their interest in this regard.

#### **VIII. PAYMENT OF CONSIDERATION**

- a) Upon fulfillment of the terms and conditions mentioned herein and receipt of the requisite regulatory approvals (if any), the consideration for Equity Shares will be paid by the Offeror by way of cheque/pay order/demand draft/electronic credit, as the case may be. The cheque / pay order / demand drafts will be dispatched to the Shareholders participating in the offer, at their own risk, by way of speed post/registered post.
- b) The consideration for such Equity Shares will be settled on a monthly basis and the payment will be dispatched within 7 working days from the end of the month in which the shares were tendered.
- c) In case of joint holders, the cheque / pay order / demand draft will be drawn in favour of the first named holder.
- d) In case of any defect in Form or Transfer deed, the relevant documents will be returned to the Public Shareholders by speed post / registered post at the shareholders own risk.

## **IX. GENERAL DISCLAIMER**

Every Public Shareholder who desires to avail of the 'Exit Offer' may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Offeror or the Company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such Exit Offer and tender of Equity Shares through this Exit Offer whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Since the Equity Shares of the Company are shifted to the dissemination Board, they cease to trade on NSE. The Promoter and Promoter Group of the Company are providing this opportunity to the Public Shareholders desirous of exiting the Company by tendering their Equity Shares in the Exit Offer.

We solicit your positive response to the Exit Offer.

Thanking you,

**For and on and behalf of HG Logistic Services LLP,**  
(Promoter Group Member of HMG Industries Ltd.)

**Sd/-**

Edgar J. Kamath  
(**Authorised Signatory**)



**NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051

**PUBLIC NOTICE**

In terms of Regulation 23(5) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Regulations"), Section 21A of the Securities Contract (Regulations) Act, 1956, Rule 21(2)(b) of Securities Contract Regulations Rules, 1957 and Bye-Laws and Regulations of National Stock Exchange of India Limited ("Exchange") notice is hereby given that it has been decided to delist (withdraw the admission to dealings in) equity shares of the following companies w.e.f. November 22, 2016 as per Chapter V of SEBI (Delisting of Equity Shares) Regulations, 2009

Sr. No.	Company Name	Registered Office Address of the company	Fair Value per share to be paid by the Promoter(s) to the Public Shareholders*** (In Rs.)	Name of the Promoter(s)	Address of the Promoter
1	Cepham Milk Specialties Limited**	6 K M Dambhwal-Borwala Rd., Dombivli, Dist. Palghar, Mumbai	0	1. Cepham Agarwal Pvt Ltd. 2. Cepham Laboratories Ltd. 3. Cepham Oppenno Ltd. 4. Cepham Pharma Ltd. 5. D P Traders Ltd. 6. Rajeshwar Antikolika Ltd. 7. Sh Dhanraj Pruthi 8. Sh Purseet Pruthi 9. Sophia Buzan Inc. Japan	Data not available
2	Citronix Laboratories Limited	No. 6, First Floor, Newman House, 41-43, Police Court Lane, Fort, Mumbai - 400 001	0	1. Mr. S. N. Agarwal	18/2, Bhogal Tower House, 27, Nandan Road No.6, J V D F, Vile Parle (West), Mumbai - 400 059
3	Derraris Capital Markets Limited	Akshar Press Property, Station Road, Ahmednagar - 414 001	0	1. Mr. Megh C. Derraris 2. Parvez C. Derraris	Akshar Press Property, Station Road, Ahmednagar - 414 001 804/C, Laxmi Niwas Lady Jahangir Road, Dadar, Mumbai - 400 014
4	Dedolux and Research Technologies Limited	4th Floor, Lawrence & Mayo House, 4A-B, 4th Floor, 276, Dr. D.N. Road, Fort, Mumbai - 400 001	0.01	The Company is part of the DALAL STREET JOURNALS Group which has the other main companies/businesses as mentioned below: 1. Dalal Street Communications (P) Limited 2. Dalal Street Press Private Limited 3. Dalal Street Finance Co. Limited & Dalal Street Credit Capital Limited 4. Paduka Communications Private Limited	Data not available
5	Empoo Industries Limited	Plot No.4, Somnathpur Industrial Estate, Bhusawal, Orissa	0	1. R. P. Jhanjhanwala	2B Hastings Park Road, Kolkata - 700 027
6	HMG Industries Limited	C-21/5, TTC Industrial Area, MIDC, Phanshi Village, Thane District Road, Near Mumbai - 400 703	3.10	1. Zaid A. Hejebhoy 2. Ranvika A. Gad 3. HQ Logistic Services LLP 4. Emcoos Finance Ltd. 5. GH Logistic Services Pvt. Ltd. 6. HMG Investments & Trading Ltd. 7. HMG Engineering Ltd. 8. Mathoo Hejebhoy 9. Emcoos Coal Services Pvt. Ltd. 10. Nitoufer Dugar 11. Tanya Chhabral 12. Tishya Chhabral	Data not available
7	Manaku Industries Limited	147-151A, Sector 'F', Starver Rd., Ind. Area, Indore - 462 003	0	1. Mr. Madhusudan Jain 2. Mr. Shivrajit Kolwadra	Data not available
8	Nova Steel India Limited	Sr. MG No. 43, Parijat Extension, Nalhu Nagar, Chandigarh - 160 001	0	1. Sh. G K Gambhir 2. Sh. R K Gambhir 3. Smt. Savita Gambhir 4. Smt. Veena Gambhir	14/95, Punjab Bagh, New Delhi - 110 029 14/95, Punjab Bagh, New Delhi - 110 029 Data not available Data not available
9	Rajinder Pipes Limited	Rajinder House, 117/1-1/303, Model Town, Pantnagar, Kanpur - 208 005	14.501	1. Shri D.S. Bhatra	Data not available
10	Rajinder Steels Limited	Rajinder House, 117/1-1/303, Model Town, Pantnagar, Kanpur - 208 005	0	1. Shri D.S. Bhatra 2. Smt. G.K. Bhatra	Data not available
11	Rupangt Impex Limited	57, Gujarat Vapori Mahamandal Estate, Chhann, Ahmedabad - 382 410	0	Data not available	Data not available
12	Sanderson Industries Limited	A-195, Survey Park, Saranampur, Kolkata - 700 076	0	Data not available	Data not available
13	Sunder Lubricants Limited	2/10 Haffay Road, Suite 2, New Delhi - 110 001	0	1. Mr. Uday Singh 2. Mr. Ashok Behadur	31, Paschim Marg, Vasant Vihar, New Delhi 14, Jawahar Road, Civil Lines, Delhi
14	Zen Global Finance Limited	No. 20-A, 3rd Cross Street, Truspuram, Kochi/Cochin, Chennai - 600 024	0	Data not available	Data not available

\*Note: As available in the Exchange records or received from the concerned ROCs or Depositories.

The consequences of compulsory delisting include the following:-

- The above companies shall cease to be listed on the stock exchange with effect from November 22, 2016. They will be moved to the dissemination board of the stock exchange.
- In terms of Regulation 24 of Delisting Regulations, the delisted company, its whole-time directors, promoters and group companies shall be debarred from accessing securities market for a period of 10 years from the date of compulsory delisting.
- The onus of giving exit to the public shareholders and providing information to the stock exchanges for fair valuation is on the promoters of the company. In case exit is not provided by the promoters, appropriate action would be taken against them.

Any queries can be addressed to Delisting Committee, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051. Tel: +91 22 2606236/26, 26062346, 26062460/26062462, e-mail: delisting@nse.co.in.

\*\*Punjab State Industrial Development Corp. Ltd., is named as promoter for Cepham Milk Specialties Limited.

\*\*\*Valuation arrived by the Independent valuers appointed by NSE pursuant to Regulation 23 (1) of SEBI (Delisting of equity shares) Regulations, 2009.

Place: Mumbai

Date: 5th November, 2016