

- k) **In order for Bids to be valid, the Public Shareholders who hold Offer Shares in physical form should send their Bid Form together with the share certificate and duly executed transfer deed to the Trading Member who shall immediately after entering their Bids on its system send them to the Registrar for confirming their genuineness. The Registrar shall deliver the certificates which are found to be genuine to the Manager to the Offer. The bids in respect of the certificates which are found to be not genuine shall be deleted from the system. The share transfer forms should be executed in favour of "Hira Infra-Tek Limited".**
- l) The Manager to the Offer will hold in trust the Offer Shares /share certificates, Offer Shares lying in credit of the Special Depository Account and the transfer form(s) or pledged Offer Shares, until the Acquirer completes its obligations under the Delisting Offer in accordance with the Delisting Regulations.
- m) The ISIN for the Equity Shares of the Company is INE573I01011.
- n) If any Public Shareholder fails to receive or misplaces the Letter of Offer, a copy may be obtained by writing to the Registrar to the Offer, by clearly marking the envelope **"Hira Ferro Alloys - Delisting Offer"**. Alternatively, such Public Shareholder may obtain copies of Bid Forms from the Bid Centres mentioned above. The Letter of Offer shall also be available on the websites of the Stock Exchanges.
- o) The Offer Shares to be acquired under this Delisting Offer are to be acquired free from all liens, charges and encumbrances and together with all rights attached thereto. Offer Shares that are subject to any charge, lien or encumbrance are liable to be rejected.
- p) It shall be the responsibility of the Public Shareholders tendering in the Delisting Offer to obtain all requisite approvals (including corporate, statutory and regulatory approvals) prior to tendering their Offer Shares in the Delisting Offer and the Acquirer shall take no responsibility for the same. The Public Shareholders should also provide all relevant documents, which are necessary to ensure transferability of the Offer Shares failing which the Bid may be considered invalid and may be liable to be rejected. The Public Shareholder should attach a copy of any such approval to the Bid.
- q) In accordance with Clause 5 of Schedule II of the Delisting Regulations, Public Shareholders who have tendered their Offer Shares by submitting Bids pursuant to the terms of the PA and the Letter of Offer, may withdraw or revise their Bids upwards not later than one day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for revision or withdrawal of the Bids can only be exercised by submitting the Bid Revision/Withdrawal Form ("**Bid Revision Form**") to the same Trading Member and same Bid Centre through whom the original Bids were submitted so as to reach the Trading Member at the Bid Centres on or before 3.00 p.m. as on one day before Bid Closing Date. Any such request for revision or withdrawal Bids received after 3.00 p.m. on one day before the Bid Closing Date shall not be accepted. Please note that the Bid Revision Form for withdrawal or revision of Bids will not be accepted at other Bid Centres.
- r) Shareholders who obtain shares after the Specified Date may request for a form as per paragraph 14(n) above.
- s) If the Delisting Offer is successful all the Public Shareholders whose Bids are verified to be genuine shall, subject to paragraphs 11 and 12, be paid the Exit Price, subject to deduction of tax at source, where applicable, within 10 working days from the closure of the Delisting Offer by way of a crossed account payee cheque/ demand draft/ pay order/ ECS/RTGS/NEFT/Direct Credit. All cheques/demand drafts will be drawn in the name of the first holder, in case of joint holder(s), and will be dispatched to the Public Shareholders by registered post, at the Public Shareholder's sole risk, and at the address registered with the Company.
- t) Share certificates for any invalid bid, will be dispatched to the Public Shareholders by registered post, at the Public Shareholder's sole risk within the period specified in paragraph 19. Offer Shares tendered in dematerialized form for any invalid Bid will be credited back to the respective beneficiary account with their respective Depository Participants (DPs) as per the details furnished by the respective Public Shareholder in the Bid Form.
- u) Where the Delisting Offer fails in the circumstances stated in paragraphs 10 and 11 of this Public Announcement-
- the Offer Shares deposited or pledged by a Public Shareholder shall be returned or released to him within ten working days from the Bid Closing Date in terms of the Proposed Timetable as set out in paragraph 19 below;
 - no final application shall be made to the Stock Exchanges for delisting of the Equity Shares; and
 - the Escrow Account (as defined in paragraph 17(b) of this Public Announcement) shall be closed.

15. MANAGER TO THE OFFER

The Acquirer has appointed Motilal Oswal Investment Advisors Private Limited having its registered office at 2nd Floor, Palm Spring Centre, Palm Court Complex, New Link Road, Mumbai 400 064, India and registered with the Securities and Exchange Board of India ("SEBI"), as the Manager to the Offer ("**Manager to the Offer**").

16. REGISTRAR TO THE OFFER

The Acquirer has appointed Link Intime India Private Limited, a company incorporated and registered under the Companies Act, having its registered office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai 400 078, India and registered with SEBI, as the Registrar to the Offer ("**Registrar to the Offer**"). The certificate of registration issued by SEBI was valid till May 5, 2014. The registrar has made an application vide its letter dated January 30, 2014 to SEBI for grant of renewal of the registration and renewal of the same is awaited.

17. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- a) The estimated consideration payable under the Delisting Regulations, being the Floor Price of Rs. 20.58 per Equity Share multiplied by the number of Offer Shares outstanding with the Public Shareholders, i.e., 53,74,218 (Fifty three lacs seventy four thousand two hundred and eighteen) Offer Shares, is Rs.11,06,01,406.44 (Rupees Eleven crore six lacs one thousand four hundred six and forty four paise) (as may be increased from time to time, the "**Escrow Amount**").
- b) In accordance with Regulations 11(1) and 11(3) of the Delisting Regulations, the Acquirer, the Manager to the Offer and Axis Bank Limited, a banking company governed under the Companies Act, and having its registered office at 'Trishul', 3rd Floor, Opposite Samarsheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad 380 006, Gujarat, India (the "**Escrow Bank**"), have entered into an escrow agreement dated May 05, 2014, pursuant to which the Acquirer has opened an escrow account number 914020015989132 in the name of "Hira Ferro Alloys Limited - Delisting Escrow Account", with the Escrow Bank (the "**Escrow Account**"). The Acquirer has deposited an amount of Rs. 11,55,45,700/- (Rupees eleven crore fifty five lacs forty five thousand seven hundred only) in cash, being an amount higher than the estimated consideration as calculated in paragraph 17 (a) above.
- c) Following the determination of the Exit Price and the issuance of the Public Announcement in accordance with Regulation 18 of the Delisting Regulations accepting the Exit Price, the Acquirer shall deposit such additional amount to the Escrow Account (and the definition of "Escrow Amount" shall be deemed to include such increase, if any) as may be required to acquire all of the Equity Shares validly tendered in the Delisting Offer at the Exit Price.

18. PROCEDURE FOR SETTLEMENT

- a) In case the Acquirer accepts the Discovered Price or offer an Exit Price and makes the Public Announcement in accordance with paragraph 10(e) and all other conditions attaching to the Delisting Offer are satisfied, the Acquirer shall, along with the Manager to the Offer, instruct the Escrow Bank to open a special account, which shall be used for payment to the Public Shareholders who have tendered Equity Shares in the Delisting Offer ("**Special Account**"). The Acquirer will instruct the Manager to the Offer who in turn will thereafter instruct the Escrow Bank to transfer the Escrow Amount from the Escrow Account to the Special Account. The Acquirer shall thereafter acquire all Offer Shares that have been validly tendered at prices up to or equal to the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share, subject to applicable taxes as described in paragraph 21 (Tax Deduction at Source) of this Public Announcement.
- b) All the Public Shareholders whose Bids were at a price up to or equal to the Exit Price and whose Bids were verified to be genuine by the Trading Member, the Registrar to the Offer and the Company or the share transfer agent, in accordance with the Delisting Regulations, shall be paid the Exit Price for each Offer Share validly tendered, within ten working days from Bid Closing Date (i.e June 18, 2014) by way of crossed account payee cheque/demand draft/pay order/electronic credit. All cheques/demand drafts/pay orders/electronic credit will be drawn in the name of the first holder in case of joint holders of Equity Shares. Dispatches involving payment of monies by way of crossed account payee cheque/demand draft/pay order will be made by the registered post/ courier/ speed post. The sale consideration in respect of Equity Shares held on a non-repatriation basis by NRIs, and validly tendered in the Delisting Offer, shall be credited to the 'NRO' account of such NRIs.
- c) Additionally, if and once the Equity Shares have been delisted, all Public Shareholders whose Offer Shares have not been acquired by the Acquirer may validly tender their Equity Shares to the Acquirer at the Exit Price during a period of up to 12 months following the date of delisting of the Equity Shares from the BSE and the MPSE (the "**Exit Window**"). Such Public Shareholders may tender their Equity Shares by submitting the required documents

to the Registrar to the Offer during the Exit Window, in pursuant to the exit offer letter issued by the Acquirer to such Public Shareholders. A separate offer letter in this regard will be sent to the Public Shareholders who continue to hold Equity Shares after the Delisting Offer. Such Public Shareholders will be required to submit the required documents to the Registrar to the Offer within the stipulated time.

- d) If the Acquirer does not accept or offer an Exit Price, all dematerialized Offer Shares deposited in the Special Depository Account or pledged with the Manager to the Offer in favour of the Special Depository Account, in accordance with paragraph 14(f) (Deposit or Pledge of Demat Shares) of this Public Announcement and physical Offer Shares tendered in accordance with paragraph 14(k) (Transfer of Physical Shares) of this Public Announcement, will: (i) in the case of dematerialized Offer Shares deposited in the Special Depository Account, be credited back to the respective depository account with the respective depository participants as per the details furnished by the relevant Public Shareholder in the Bid Form; (ii) in the case of dematerialized Offer Shares pledged to the Manager to the Offer in favour of the Special Depository Account, have the pledge revoked; and (iii) in the case of physical Offer Shares, be dispatched together with the share transfer deed to the relevant Public Shareholders by registered post/speed post, at the Public Shareholder's sole risk; the actions in respect of (i), (ii) and (iii) above being completed within ten working days from the Bid Closing Date (i.e. June 18, 2014), as stipulated under the Delisting Regulations.
- e) Offer Shares from any invalid Bid will: (i) in the case of dematerialized Offer Shares deposited in the Special Depository Account, be credited back to the respective depository account with the respective depository participants as per the details furnished by the relevant Public Shareholder in the Bid Form; (ii) in the case of dematerialized Offer Shares pledged to the Manager to the Offer in favour of the Special Depository Account, have the pledge revoked; and (iii) in the case of physical Offer Shares, be dispatched together with the share transfer deed to the relevant Public Shareholders by registered post/ speed post, at the Public Shareholder's sole risk; the actions in respect of (i), (ii) and (iii) above being completed within ten working days from the Bid Closing Date (i.e. June 18, 2014), as stipulated under the Delisting Regulations.

19. PROPOSED TIMETABLE FOR THE DELISTING OFFER

Activity	Date #	Day #
Resolution for delisting of Equity Shares passed by the Shareholders of the Company	March 25, 2014	Tuesday
Date of publication of the Public Announcement by the Acquirer	May 16, 2014	Friday
Specified Date **	May 16, 2014	Friday
Dispatch of Letter of Offers/ Bid Forms to Public Shareholders as on Specified Date	May 21, 2014	Wednesday
Bid Opening Date (10.00 am)	June 12, 2014	Thursday
Last Date of Revision (upwards) or withdrawal of bids	June 17, 2014	Tuesday
Bid Closing Date (3.00 pm)	June 18, 2014	Wednesday
Last date of making Public Announcement of Discovered Price/Exit Price and the Acquirer's Acceptance/Non-acceptance of Discovered Price / Exit Price	June 30, 2014	Monday
Last date for payment of consideration for the Offer Shares to be acquired in case of a successful Delisting Offer***	July 02, 2014	Wednesday
Last date for return to Public Shareholders of Offer Shares tendered but not acquired under the Delisting Offer	July 02, 2014	Wednesday

* *Changes to the proposed timetable, if any, will be notified to the Public Shareholders by way of corrigendum to this Public Announcement in the same newspapers where this Public Announcement is being issued.*

** *Specified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer will be sent. However, all Public Shareholders, (whether registered or unregistered), are eligible to participate in the Delisting Offer by submitting their Bid on or before 3:00 pm on the Bid Closing Date.*

*** *Subject to the acceptance of the Discovered Price or offer of an Exit Price by the Acquirer.*

20. STATUTORY AND REGULATORY APPROVALS

- a) The Public Shareholders of the Company have accorded their consent by way of special resolution passed through postal ballot, results of which declared on March 25, 2014, in respect of delisting of Equity Shares from the Stock Exchanges in accordance with the Delisting Resolutions.
- b) BSE and MPSE have given their in-principle approvals for delisting of the Equity Shares vide their letters dated April 29, 2014 and April 30, 2014, respectively.
- c) NRI shareholders and Overseas Corporate Bodies ("OCBs"), if any, who wish to tender their Equity Shares must obtain the prior approval of the RBI before tendering their Equity Shares and submit a copy along with the Bid Form. Any Bids submitted by such Public Shareholders that are not supported by the requisite RBI approval, may be rejected by the Acquirer.
- d) Non-resident shareholders, including, NRIs, OCBs are also requested to read the Letter of Offer and the Bid Form for details of supporting documents / information to be provided in connection with their Bids.
- e) To the best of the Acquirer's knowledge, as of the date of this Public Announcement, there are no other statutory or regulatory approvals required to acquire the Offer Shares and implement the Delisting Offer, other than as indicated above. If any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Acquirer and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.
- f) It shall be the responsibility of the Public Shareholders tendering in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Acquirer shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable.
- g) The Acquirer reserves the right not to proceed with the Delisting Offer in the event the approvals indicated above are not obtained or conditions which the Acquirer considers in its sole discretion to be onerous are imposed in respect of such approvals.
- h) In the event that receipt of the requisite statutory and regulatory approvals are delayed, the Acquirer may, with such permission as may be required, make changes to the proposed timetable or may delay the Delisting Offer and any such change shall be intimated by the Acquirer by issuing an appropriate corrigendum in all the newspapers where this Public Announcement is published.

21. TAX DEDUCTED AT SOURCE

All the Public Shareholders would be either classified as resident or non-resident, determined on the basis of criteria laid down in Section 6 of the Income Tax Act, 1961 ("IT Act"). Tax withholding for resident Public Shareholders and non-resident Public Shareholders are mentioned as under:

Withholding tax for Public Shareholders being Tax Residents of India

- a) No Tax will be deducted at source for Public Shareholders who are tax residents of India. Resident Public Shareholders must specify the details requested in the Bid Form, including but not limited to their residential status.

Withholding tax for Public Shareholders who are not Tax Residents of India

- a) As per the provisions of Section 195(1) of the IT Act, any person responsible for paying to a non-resident any sum chargeable to tax is required to deduct tax at source (including cess & surcharge as applicable). Since, the consideration payable under the Delisting Offer would be chargeable to capital gains under Section 45 of the IT Act, the Acquirer will need to deduct tax at source (including cess & surcharge as applicable) at the applicable tax rate on the entire consideration payable to the following categories of Public Shareholders, who are not tax residents of India as given below:
- Non-Resident Indians / Overseas Corporate Bodies / Non-Domestic Companies:** Acquirer will deduct tax at source at the applicable rates (including applicable cess & surcharge) on the Exit Price as may be applicable on short-term capital gains or business profits or long-term capital gains, as the case may be.
 - Foreign Institutional Investors ("FI"):** Acquirer will not deduct tax at source on the Exit Price if the Shares are held on investment / capital account in view of the provisions of Section 196D(2) of the IT Act read with the provisions of Section 115AD of the IT Act. Tax will be deducted at source at the applicable rates (plus cess &

surcharge as applicable) on the Exit Price if the Shares are held on trade account or if the FI fails to certify in the bid form that the Shares are held by it on investment / capital account.

- b) The rate of deduction of tax in the case of non-residents is dependent on several factors. Since the Acquirer does not have in-house information in respect of various non-resident Public Shareholders, such Public Shareholders must specify the details requested in the Bid Form, including but not limited to the following information: (i) Residential status of the Public Shareholder; (ii) Category to which the non-resident Public Shareholder belongs i.e., Non Resident Indian, Overseas Corporate Body, Nondomestic company, Foreign Institutional Investor, FI other than a company or any other non-resident; (iii) Date of acquisition of Equity Shares; (iv) Whether the Equity Shares are held on investment account or trading account; (v) Whether the shares qualify as long term capital asset or short term capital asset.

Further, for the purpose of determining whether the capital gains are short-term or long-term, Acquirer shall take the following actions based on the information obtained from the Company.

- In the case of Equity Shares held in physical form that are registered with the Company in the name of the Shareholder, the date of registration of the Equity Shares with the Company shall be taken as the date of acquisition.
- In the case of Equity Shares held in a physical form and where the Public Shareholder is not the registered shareholder, the capital gain shall be assumed to be short-term.
- In the case of dematerialized Shares, the date of credit of the Equity Shares to the Public Shareholder's demat account shall be taken as the date of acquisition.

In case of the documents / information as requested in the Bid Form are not submitted to the Acquirer or the Acquirer considers the documents / information submitted to be ambiguous / incomplete / conflicting, the capital gain shall be assumed to be short-term and Acquirer reserves the right to withhold tax on the gross consideration at the applicable rate.

- c) If the aforementioned categories of Shareholders require the Acquirer not to deduct tax or to deduct tax at a lower rate or on a lower amount, they would need to obtain a certificate from the Income Tax authorities under Section 195(3) or under section 197(1) of the IT Act, and submit it to the Acquirer while submitting the Bid Form. On failure to produce such certificate from the Income Tax authorities, the Acquirer will deduct tax as aforesaid on the entire consideration, and a certificate in the prescribed form shall be issued to that effect.

- d) The tax deducted at source ("TDS") provisions summarized above are applicable only to those Public Shareholders who have obtained permanent account number ("PAN") under the IT Act and furnished the same in the Bid Form. A self-attested copy of the PAN card / PAN allotment number is also required to be attached as evidence.

If PAN is not mentioned in the Bid Form or a self attested copy of PAN card / PAN allotment letter is not attached, in view of Section 206AA of the IT Act, the Acquirer will arrange to deduct tax at the rate of 20% or the rate as may be applicable to the category of the Public Shareholder under the IT Act, whichever is higher.

Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. Further, the tax laws as mentioned above are based on the prevailing provisions of the IT Act and may undergo change in view of any amendment, if any made in the IT Act. The Acquirer reserves the right to apply the rates for tax withholding, as applicable at the time of payment to Public Shareholders.

22. CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY

The Board of Directors of the Company hereby certify that -

- the Company has not raised capital by issuing securities during the five years preceding the date of this PA;
- all material information which is required to be disclosed under the provisions of the continuous listing requirement under the relevant listing agreement have been disclosed to the BSE and the MPSE, as applicable.

23. COMPLIANCE OFFICER

The Compliance Officer of the Company is:

Mr. Mohit Chande
Company Secretary and Compliance Officer
First Floor, Hira Arcade, Near New Bus Stand Pandri,
Raipur, Chhattisgarh - 492 004
Telephone No.: +91 771 4082000/4082746
Facsimile No.: +91 771 4057601

In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting process and procedure, they may address the same to the Registrar to the Offer or the Manager to the Offer.

24. DISCLAIMER CLAUSE OF THE BSE

- 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 Hira Ferro Alloys Limited 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.
- 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 public announcement has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted.
- 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.

25. GENERAL DISCLAIMER

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 offer and tender of Equity Shares through RBP.

This PA is issued on behalf of the Acquirer by the Manager to the Offer.

MANAGER TO THE OFFER



Motilal Oswal Investment Advisors Private Limited
Motilal Oswal Tower, Junction of Gokhale & Sayani Road,
Prabhadevi, Mumbai - 400 025, India
Tel: +91 22 3980 4380; **Fax:** +91 22 3980 4315
Email: rupesh.khant@motilaloswal.com; **Contact Person:** Rupesh Khant
SEBI Registration No: INM000011005

REGISTER TO THE OFFER



Link Intime India Private Limited
C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078, India
Tel: +91 22 2569 0320; **Fax:** +91022 2569 0329
Email: hira.delisting@linkintime.co.in; **Contact Person:** Pravin Kasare
SEBI Registration No.: INR000004058

For and on behalf of **HIRA INFRA-TEK LIMITED**

Sd/-
Siddharth Agrawal
Director

Sd/-
Promod Kumar Shrivastava
Director

Place : Raipur
Date : May 15, 2014