

**EXIT OFFER PUBLIC ANNOUNCEMENT PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") CIRCULAR NO. SEBI/HO/MRD/DSA/CIR/P/2016/110 DATED OCTOBER 10, 2016 ("EXIT CIRCULAR") FOR THE ATTENTION OF THE REMAINING PUBLIC SHAREHOLDERS OF**

**SWASTIK SPINTEX LIMITED**

(Corporate Identification Number: L17124MP1994PLC008721)

**Registered Office:** 20th Km. Sanwer Road, Village Rajoda, Post Solsinda, Indore 453562, Madhya Pradesh, India.

**Corporate Office:** 318, Orbit Mall, AB Road, Indore 452 010, Madhya Pradesh, India.

**Tel. No.** +91-7321-2551741; **Email:** [swastik@bsnl.in](mailto:swastik@bsnl.in)

This public announcement ("PA") is being issued by Mr. Ghanshyam Das Rathi ("Offering Promoter") residing at 48, Manishpuri Colony, Saket, Indore – 452001, Madhya Pradesh, India, one of members of the Promoter Group of Swastik Spintex Limited ("the Company") having its registered office at 20th Km. Sanwer Road, Village Rajoda, Post Solsinda, Indore -453562, Madhya Pradesh, India ("SSL" or "the Company" or "ELC"), on behalf of Promoter Group of SSL to provide Exit Opportunity to the Remaining Public Shareholders (defined below) of SSL in terms of Exit Circular.

SSL was listed on Calcutta Stock Exchange Limited ("CSE"). The Company was transferred to the dissemination board ("DB") of National Stock Exchange of India Limited ("NSE") vide their letter dated NSE/LISCO/2019/78482/10 dated April 08, 2019 ("NSE Letter") in furtherance to the Exit Circular.

As on the date of this PA, the paid up share capital of the Company is Rs. 5, 11,46,000 consisting of 51, 14,600 fully paid-up equity share of Rs. 10 each. Out of these, the Promoter Group jointly holds 23,07,300 Equity Share representing 45.11% of the Paid-up Equity Share Capital and balance 28,07,300 Equity Share representing 54.89% of the Paid-up Equity Share Capital are held by the public shareholders.

In terms of clarification on Exit Offer, the Promoters of the Company have approached some of the major shareholders of the Company and had given them an option to continue as shareholders of the Company instead of opting for Exit Offer. Certain shareholders have availed the option to continue as shareholders instead exit by providing an irrevocable affidavit to this effect by the closure of business hours of July 17, 2019, details of which are as follows:

Category	No. of Shareholders	No. of shares held	% of paid-up share capital
Public shareholders as on date of submission of Plan of Action to NSE	260	28,07,300	54.89%
Public shareholders who have opted to continue as public shareholders	16	14,88,800	29.11%
Remaining Public Shareholders who are eligible for the Exit (hereinafter referred to as "Remaining Public Shareholders")	<b>244</b>	<b>13,18,500</b>	<b>25.78%</b>

SEBI vide Exit Circular, has stipulated the procedure of exit of Exclusively Listed Companies ("ELCs") from the DB. In terms of clause (i) of Annexure A of Exit Circular, the Offering Promoter has appointed Systematix Corporate Services Limited, a Category-I Merchant Banker registered with SEBI and empanelled as Expert Valuer on the panel of NSE and BSE Limited ("Independent Valuer") for valuation of equity shares of the Company and related services. The Independent Valuer in its valuation report dated July 09, 2019 ("Valuation Report") has determined the fair value of each equity share of SSL at Rs. 12.20 (Rupees Twelve and Paise Twenty only).

In the view of the above, the Offering Promoter has decided to make an Exit Offer to the Remaining Public Shareholders of the Company at a price of Rs. 12.20 (Rupees Twelve and Paise Twenty only) per equity share ("Offer Price") and Remaining Public Shareholders are invited to tender their Equity Shares of the Company in accordance with the below mentioned details:

Exit Offer Window/ Period	
Exit Offer Opens on	Monday, September 16, 2019
Exit Offer Closes on	Friday, September 20, 2019

Offering Promoter has appointed **Ankit Consultancy Pvt. Ltd.**, as the Registrar to the Exit Offer ("RTA"). The Remaining Public Shareholders are requested to send their 'Form of Acceptance' along with all applicable documents (as specifically provided in the exit offer letter to be dispatched to Remaining Public Shareholders separately), clearly marking the "SWASTIK SPINTEX LIMITED- EXIT OFFER" either by Registered Post/Speed Post/Courier, at your own risk or by hand delivery to the appointed RTA at 60, Electronic Complex, Pardesipura, Indore 452010, Madhya Pradesh, India. Tel No: +91-0731-4065799/797, E-mail: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com), Contact Person: Mr. Saurabh Maheshwari, on or before the closure of business hours on Friday, September 20, 2019.

In accordance with the Exit Circular, the Promoter and Independent Valuer is in process of entering into an Escrow Agreement with Corporation Bank Limited having its branch office at Main Branch Mahavir Empire, Near Regal Square, Indore 452 007, Madhya Pradesh, India. ("Escrow Bank") in terms of which the Offering Promoter will open an Escrow Account with the Escrow Bank. Further, the Escrow Bank has agreed to issue a bank guarantee ("Bank Guarantee") in favour of NSE for an aggregate amount of Rs. 1,61,00,000 (Rupees One Crore and Sixty-One Lakh only) being more than 100% of the Total Consideration payable under the Exit Offer. The said Bank Guarantee shall be valid upto December 31, 2020 i.e. more than (a) date of closing of Exit Offer Period and/or (b) Exit Window Period.

Upon receipt of the complete documents, the Offering Promoter shall acquire offered/tendered equity shares at the Offer Price of Rs. 12.20 per equity share and the payment shall be made within maximum 15 working days of the closing of Exit Offer Period.

The Remaining Public Shareholders may note that, those who could not tender their Equity Shares during the Exit Offer Period may do so during the period between Saturday, September 21, 2019 to Saturday, September 20, 2020, being a period of one year from the closure of Exit Offer Period at the same price of Rs. 12.20 per Equity Share ("Exit Window Period"). The procedure for tendering the shares during Exit Window Period shall be same except the payment of consideration, which shall be released on a monthly basis i.e. within maximum 15 working days of the end of the relevant calendar month in which Shares have been validly tendered by the Remaining Public Shareholders ("Monthly Payment Cycle").

This PA is expected to be available at the website of NSE at [www.nseindia.com](http://www.nseindia.com) and at the website of Independent Valuer at [www.systematixgroup.in](http://www.systematixgroup.in).

**For and on behalf of the Promoter Group of  
Swastik Spintex Limited**

**Sd/-**

**Ghanshyam Das Rathi  
Offering Promoter**

**Date: July 18, 2019**

**Place: Indore.**