

# PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS FOR DELISTING OF EQUITY SHARES



# CIRCUIT SYSTEMS (INDIA) LIMITED

(Corporate Identification Number (CIN): L74140GJ1995PLC024524)

Registered Office: A/1001-1002, 10th Floor, Titanium Square, Thaltej Cross Road, Thaltej, Ahmedabad-380 054, Gujarat, India

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This public announcement ("PA") is being issued by PL Capital Markets Private Limited ("Manager to the Offer") on behalf of Mr. Pares N. Vasani ("Promoter") in respect of the proposed acquisition and voluntary delisting of the equity shares of face value of Rs. 10 each ("Equity Shares" or "Shares") of Circuit Systems (India) Limited ("Company") from the BSE Limited ("BSE") pursuant to Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended ("Delisting Regulations"), and in accordance with the terms and conditions set out below:

## 1. Background of the Delisting Offer

- The Company is a public limited company incorporated under the Companies Act, 1956. As of the date of this PA, the total paid-up equity share capital of the Company ("Share Capital") is Rs. 13,86,90,160 comprising 1,38,69,016 Equity Shares. The Equity Shares are listed on the BSE.
- Mr. Pares N. Vasani ("Promoter") is the sole promoter of the Company residing at 350, Satyagraha Chhavan, Lane 18, Satellite, Ahmedabad - 380 015. As on the date of this PA, the Promoter holds 98,93,180 Equity Shares representing 71.33% of the Share Capital.
- The Promoter seeks to acquire up to 39,75,836 Equity Shares representing 28.67% of Share Capital held by the public shareholders of the Company ("Public Shareholders") in terms of the Delisting Regulations ("Delisting Offer"). If the Delisting Offer is successful as explained in paragraph 14 of this PA, the Promoter will apply for delisting of the Equity Shares of the Company from the BSE where they are currently listed, pursuant to the Delisting Regulations.
- On September 29, 2015, the Promoter intimated his intention to make this Delisting Offer ("Promoter's Letter") to the board of directors of the Company for its approval and requested the board of directors of the Company to seek the approval of the Public Shareholders for the proposed delisting of the Company by way of a special resolution through postal ballot in terms of Regulation 8(1)(b) of the Delisting Regulations.
- Pursuant to the intimation received from the Promoter, the board of directors of the Company, in its meeting held on October 5, 2015, took on record the Promoter's Letter and appointed PL Capital Markets Pvt. Ltd to carry out due diligence as required in terms of Regulation 8(1A)(ii) of the Delisting Regulations. On receipt of the due diligence report from PL Capital Markets Pvt. Ltd, the board of directors of the Company met on October 19, 2015 and approved the proposed delisting in terms of Regulation 8(1)(a) of the Delisting Regulations subject to approval of the Public Shareholders. The result of the meeting of the board of directors of the Company held on October 19, 2015 for approving the Delisting Offer was notified to the BSE on October 19, 2015.
- The shareholders of the Company passed a special resolution through postal ballot, the result of which was declared on November 27, 2015 and notified to the BSE on November 28, 2015, approving the delisting of the Equity Shares from the BSE pursuant to the Delisting Regulations. The votes cast by the Public Shareholders in favour of the Delisting Offer were more than two times the number of votes cast by the Public Shareholders against it. Specifically, 99.95% of the valid votes cast by the Public Shareholders who participated in the postal ballot were in favour of the Delisting Offer.
- The Company has received in-principle approval for the proposed delisting of Equity Shares from BSE on Thursday, February 4, 2016.
- The Promoter reserves the right to withdraw the Delisting Offer in the event any statutory approvals set out in paragraph 22 of the PA are refused or the conditions set out in paragraph 14 of this PA have not been fulfilled.
- This PA is being issued in the following newspapers as required under Regulation 10(1) of the Delisting Regulations:

Newspaper	Language	Editions
Financial Express	English National Daily	All
Jansatta	Hindi National Daily	All
Financial Express	Gujarati	Ahmedabad
Navashakti, being the regional language news paper where BSE is located	Marathi	Mumbai

The Promoter will inform the Public Shareholders, by way of a notice in the aforementioned newspapers in which the present PA is published, of material changes, if any, to the information set out in this PA.

## 2. Objective of Delisting

- The objective of the Promoter in making the Delisting Offer is to obtain full ownership of the Company which will provide enhanced operational flexibility to his business.
- Additionally, the Promoter believes that on account of low volume in the trading of the Equity Shares on BSE, the Delisting Offer would provide an opportunity to the Public Shareholders to exit at an attractive price.

## 3. Background of the Promoter

- The Promoter, aged 48 years, is the son of late Shri Navnitbhai Vasani. The Promoter resides at 350, Satyagraha Chhavan, Lane 18, Satellite, Ahmedabad-380 015. He has obtained a bachelor's degree in engineering in the discipline of electronics and communication from L.D. College of Engineering, Gujarat University. He has also obtained a master's degree in science in the discipline of computer engineering from the University of Texas at Austin, USA.
- The Promoter is the sole promoter and the managing director of the Company. He has experience of over 24 years in various capacities in the field of electronics. He has worked with Intel Corporation USA as "Senior Design Engineer" from 1991 to 1994. He returned to India and in 1995, along with certain other promoters ("Erstwhile Promoters"), promoted the Company. He was also appointed the managing director of the Company. Since then, he has been in control of the day to day management of the Company.
- On June 30, 2011 and July 4, 2011, the Promoter purchased a total of 50,55,090 Equity Shares from the Erstwhile Promoters representing 32.20% of the then total paid up equity share capital of the Company. He made a public announcement on July 6, 2011 in compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997 to acquire upto 20% of the Equity Shares from the public shareholders. After complying with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 1997, Mr. Pares N. Vasani became the sole promoter of the Company.
- As per the certificate dated October 14, 2015 issued by M/s. Kanish Shah & Associates, Chartered Accountant (Firm Registration No.136455W), having office at B-31, Ghanshyam Avenue, Nr. C. U. Shah College, Income Tax, Ashram Road, Ahmedabad, the net worth of the Promoter as on October 14, 2015 is over Rs. 24,95,00,000 and he has immediate access to liquid assets amounting to at least Rs. 6,00,00,000.
- As on the date of this PA, the Promoter holds 98,93,180 Equity Shares representing 71.33% of the Share Capital.

## 4. Background of the Company

- The Company was incorporated on February 8, 1995 as Circuit Systems (India) Limited under Companies Act, 1956 as a public limited company. Thereafter, on August 1, 2001, the Company was converted into a private limited company and consequently, its name was changed to Circuit Systems (India) Private Limited. Later, on October 7, 2005, the Company was reconverted into a public limited company and its name was changed to its present name, Circuit Systems (India) Limited. The registered office of the Company is located at A/1001-1002, 10th Floor, Titanium Square, Thaltej Cross Road, Thaltej, Ahmedabad - 380 054, Gujarat, India.
- The Promoter is the sole promoter of the Company.
- The Equity Shares were listed on BSE in the year 2007 and are presently traded in "XD" group on the BSE.
- The Company is engaged in the business of manufacturing of printed circuit boards. This activity has been carried out by the Company for more than a decade. The existing manufacturing plant of the Company is located at B-24, GIDC Electronic Estate, Sector-25, Gandhinagar.
- Present Equity Share Capital Structure of the Company.

Particulars	No. of Equity Shares	Amount (Rs. in Lac)
Authorized Capital	1,60,00,000	1600.00
Subscribed and paid-up	1,38,69,016	1386.90

There are no partly paid-up equity shares of the Company. There are no outstanding instruments in the nature of convertible preference shares / warrants / fully convertible debentures / partly convertible debentures etc., which are convertible into equity shares later.

A brief summary of the standalone audited financials for the financial years ended March 31, 2015, March 31, 2014 & March 31, 2013 are as follows:

## Profit and Loss Account

(Rs. in Lac)

Particulars	For the Year Ended		
	31-Mar-15	31-Mar-14	31-Mar-13
Income from Operation	2,424.95	2,477.49	2,611.02
Other Income	45.66	35.34	25.18
<b>Total Income</b>	<b>2,470.61</b>	<b>2,512.83</b>	<b>2,636.20</b>
Total Expenses	2,153.35	2,209.60	2,395.04
<b>Profit/(Loss) before Depreciation Interest and Tax</b>	<b>317.26</b>	<b>303.23</b>	<b>241.16</b>
Depreciation	103.40	15.57	14.50
Finance Costs	105.90	92.49	144.02
<b>Profit/(Loss) before Tax</b>	<b>107.96</b>	<b>55.06</b>	<b>(47.81)</b>
Tax Expenses	(7.55)	8.57	(2.16)
<b>Profit (Loss) before Tax</b>	<b>115.41</b>	<b>46.49</b>	<b>(45.65)</b>
Exceptional Items	(677.24)	(14.44)	(406.50)
<b>Profit/(Loss) after Tax and Exceptional Items</b>	<b>(561.73)</b>	<b>32.05</b>	<b>(452.15)</b>

## Balance Sheet as at

(Rs. in Lac)

Particulars	31-Mar-15	31-Mar-14	31-Mar-13
<b>Equity Share Capital</b>	<b>1,386.90</b>	<b>1,386.90</b>	<b>1,570.00</b>
Reserves and Surplus	604.97	2,033.98	1,965.30
<b>Shareholder's Fund</b>	<b>1,991.87</b>	<b>3,420.88</b>	<b>3,535.30</b>
Non-Current Liabilities	226.03	315.87	312.44
Current Liabilities	981.16	535.28	912.87
<b>Total Liabilities</b>	<b>1,207.19</b>	<b>851.15</b>	<b>1,225.31</b>
<b>Total Equity &amp; Liabilities</b>	<b>3,199.07</b>	<b>4,272.04</b>	<b>4,760.62</b>
Net Fixed Assets	992.38	1,900.16	1,971.39
Non-current investments	642.25	642.25	647.25
Other Non Current Assets	35.12	43.04	136.11
Current Assets	1,529.32	1,686.59	2,005.87
<b>Total Assets</b>	<b>3,199.07</b>	<b>4,272.04</b>	<b>4,760.62</b>

## Other Financial Data

Particulars	31-Mar-15	31-Mar-14	31-Mar-13
Earnings per Share (Rs.)	(4.05)	0.23	(2.88)
Net Worth (Rs. in Lac)	1,991.87	3,420.88	3,535.30
Return on Networth (%)	(28.20)	0.94	(12.79)
Book Value (Rs.)	14.36	24.67	22.52

## 5. Stock Exchange from where the Equity Shares are proposed to be delisted

- The Equity Shares are currently listed only on the BSE.
- The Promoter is seeking to acquire all the Equity Shares held by the Public Shareholders and to delist the Equity Shares from the BSE.

## 6. Manager to the Offer

The Promoter has appointed PL Capital Markets Private Limited, having its office at 3rd Floor, Sadhana

House, 570, PB. Marg, Behind Mahindra Towers, Worli, Mumbai - 400 018, Tel: 022- 6632 2222; Fax: 022- 6632 2229; E-mail: csdelist@plindia.com as Manager to the Offer.

## 7. Registrar to the Offer

The Promoter has appointed Cameo Corporate Services Limited, having its office at Subramaniam Building No.1, Club House Road, Chennai - 600 002, Tel: +91 - 44 - 2846 0390; Fax: +91 - 44 - 2846 0129; E-mail: investor@cameoindia.com as Registrar to the Offer.

## 8. Details of the Buyer Broker

The Promoter has appointed Prabhudas Lilladher Private Limited ("Buyer Broker"), having its office at 3rd Floor, Sadhana House, 570, PB. Marg, Behind Mahindra Towers, Worli, Mumbai - 400 018, Tel: 022-6632 2222; Fax: 022- 6632 2229 as the Buyer Broker.

## 9. Present Capital Structure and Shareholding of the Company

Present Equity Share Capital Structure of the Company is as under.

Particulars	No. of Equity Shares of Face Value of Rs 10 each	Amount (Rs. in Lac)
Authorized Capital	1,60,00,000	1,600.00
Issued, Subscribed and Paid-up	1,38,69,016	1,386.90

There are no partly paid-up equity shares of the Company. There are no outstanding instruments in the nature of convertible preference shares / warrants / fully convertible debentures / partly convertible debentures etc., which are convertible into equity shares later.

## 9.3 The shareholding of the Company as on date is as under:

Particulars	No. of Equity Shares	% of Equity Share Capital
Promoter/ Acquirer	98,93,180	71.33
Public	39,75,836	28.67
<b>Total</b>	<b>1,38,69,016</b>	<b>100.00</b>

## 10. Likely Post Delisting Capital Structure

The likely post delisting capital structure of the Company, assuming all the Equity Shares held by the Public Shareholders are acquired pursuant to the Delisting Offer, will be as under:

Particulars	No. of Equity Shares	% of Equity Share Capital
Promoter/ Acquirer	1,38,69,016	100.00
Public	Nil	Nil
<b>Total</b>	<b>1,38,69,016</b>	<b>100.00</b>

## 11. Information regarding Stock Market Data

The Equity Shares are listed on BSE. The Equity Shares are placed under Group 'B' having a scrip code of 532913 on BSE. The ISIN for the Equity Shares of the Company is INE720H01010.

The high, low and average market prices of the Equity Shares during the preceding three financial years on BSE (April 1, 2012 to March 31, 2015) are as follows:

Year	High*	Low*	Average**
April 1, 2014 - March 31, 2015	20.10	8.05	13.75
April 1, 2013 - March 31, 2014	9.73	3.60	6.67
April 1, 2012 - March 31, 2013	10.23	4.62	7.69

\* High of intra-day highs/low of intra-day lows during the period

\*\* Volume Weighted Average Market Price during the period

Source: www.bseindia.com

The monthly high and low market prices of the Equity Shares and the trading volumes (number of Equity Shares) for six calendar months immediately preceding the date of the PA on BSE (i.e. August 2015 to January 2016) are as follows:

Month	High*	Low*	Volume of the Month
January 2016	17.96	11.75	74,904
December 2015	15.00	11.31	20,603
November 2015	15.34	10.13	35,153
October 2015	16.38	11.81	33,037
September 2015	13.24	11.06	8,578
August 2015	18.90	11.10	32,077

\* High of intra-day highs/low of intra-day lows during the period

Source: www.bseindia.com

## 12. Determination of the Floor Price

The Promoter proposes to acquire the Equity Shares from the Public Shareholders pursuant to a reverse book-building process in terms of Schedule II of the Delisting Regulations.

The Equity Shares are listed on BSE. The Equity Shares are placed under Group 'B' having a Scrip Code of 532913 on BSE.

The annualized trading turnover in the Equity Shares on BSE based on trading volume during the twelve calendar months prior to the month of the PA is as given below:

Stock Exchange	Total Number of Equity Shares traded during the twelve calendar months prior to the month of Public Announcement	Total Number of listed Equity Shares	Annualized Trading turnover (as % of total Equity Shares Listed)
BSE	353,325	1,38,69,016	2.55%

Source: www.bseindia.com

Based on the above information, the Equity Shares are infrequently traded on the BSE within the meaning of explanation provided in Regulation 2(1)(j) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations")

Accordingly, in terms of Regulation 8 of the Takeover Regulations, the floor price shall be higher of the following:

a	the highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	Not Applicable
b	the volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the public announcement;	Not Applicable
c	the highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the twenty six weeks immediately preceding the date of the public announcement	Not Applicable
d	the volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are infrequently traded	Not Applicable as the Equity Shares are infrequently traded
e	where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies;	Rs. 11.78 (Refer Notes 12.6 and 12.7 of this PA)
f	the per share value computed under Regulation 8(5) of the Takeover Regulations	Not Applicable

As of March 31, 2015 based on the audited standalone and consolidated accounts of the Company, the following financial parameters have been determined:

Parameters	Standalone basis	Consolidated basis
Book Value (Rs.)	14.36	14.05
Return on Networth (%)	(28.20)	(28.58)
Earnings per Share (Rs.)	(4.05)	(4.01)
P/E (Considering the date (September 29, 2015) on which the Promoter has informed the Company, his intention to delist the Company, the closing market price on such date was Rs.11.26)	*Not applicable	*Not applicable

\*Price Earning multiple (P/E) is not applicable as Earnings per Share is negative.

Mr. B. K. Baheti, Partner (Membership No. 070808, partner of M/s. Baheti Bhadada & Associates, Chartered Accountants (Firm Regn. No. 100865W), having their office at 201, Shaily Complex, Opp. Loha Bhavan, Old Gujarat High court Lane, Ashram Road, Navrangpura, Ahmedabad - 380 009, vide certificate dated October 5, 2015 have issued a valuation report to determine the fair value of the Equity Shares as on September 28, 2015 taking into consideration the Book Value Method, Capitalization of Profit Method and Average Market Price Method. The value per Equity Share comes to Rs. 11.78 as per this valuation report.

There have been no corporate actions in the Company warranting adjustment of relevant price parameters.

In view of the contents of paragraphs 12.6, 12.7 and 12.8 above, the Promoter has, in consultation with the Manager to the Offer, set the floor price at Rs. 13 (Rupees Thirteen Only) per Equity Share ("Floor Price").

The Promoter reserves the right not to acquire the Equity Shares at any higher price established pursuant to the reverse book-building process ("RBP").

## 13. Determination of the Discovered Price and Exit Price

The Promoter proposes to acquire the Equity Shares pursuant to RBP in accordance with the Delisting Regulations.

All Public Shareholders can tender their Equity Shares during the Bid Period (as hereinafter defined) at or above the Floor Price.

In accordance with the Delisting Regulations, the price payable by the Promoter for the Equity Shares will not be less than the price at which Equity Shares accepted through eligible bids would take the shareholding of the Promoter to 90% of the Share Capital ("Discovered Price") in the manner specified in Schedule II of the Delisting Regulations.

The Promoter is under no obligation to accept the Discovered Price. The Promoter may at his sole discretion, acquire the Equity Shares at the Discovered Price or offer to pay a price higher than the Discovered Price. The price so accepted by the Promoter (being not less than the Discovered Price) is referred to as the exit price ("Exit Price").

The Promoter will announce the Discovered Price, his decision to accept or reject the Discovered Price, and if accepted, the Exit Price, as applicable, in the same newspapers in which the PA has been published, in accordance with the timetable set out herein.

If the Promoter announces an Exit Price, the Promoter will, subject to the terms and conditions of the PA and the Offer Letter (defined in paragraph 17.1 of this PA) which will be sent to the Public Shareholders holding Equity Shares as on the Specified Date (defined in paragraph 17.1 of this PA), acquire all the Equity Shares that have been tendered at a price up to and equal to the Exit Price and will pay a cash consideration equal to the Exit Price for each such Equity Share. The Promoter will not accept the Equity Shares that have been offered at a price that exceeds the Exit Price.

In the event either the Promoter does not accept the Discovered Price in terms of Regulation 16 of the Delisting Regulations or failure of the Delisting Offer in terms of Regulation 17 of the Delisting Regulations:

- The Promoter through the Manager to the Offer, will within five working days, announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all the newspapers in which the PA has been published in accordance with the Delisting Regulations.
- No final application shall be made to the BSE for delisting of the Equity Shares.

The Promoter will return the Equity Shares tendered in the Delisting Offer within ten working days from the end of the bidding period in terms of proviso of Regulation 19(2)(a) of the Delisting Regulations.

## 14. Conditions of the Delisting Offer

In accordance with Regulation 17 of the Delisting Regulations the Offer made shall be deemed to be successful if:

- The Promoter, in his sole and absolute discretion, decides to accept the Discovered Price or offer the Exit Price. It may be noted that notwithstanding anything contained in this PA, the Promoter reserves the right to reject the Discovered Price if the same is higher than the Floor Price.
- A minimum number of 25,88,935 Equity Shares are validly tendered at or below the Exit Price so as to cause the cumulative number of Equity Shares held by the Promoter to exceed 90% of Share Capital as per Regulation 17(a) of the Delisting Regulations.
- At least 25% of the Public Shareholders holding Equity Shares in the demat mode as on the date of the meeting of the Board of Directors approving the Delisting Offer have participated in the RBP, as contemplated in Regulation 17(b) of the Delisting Regulations. Provided that, if the Promoter along with the Manager to the Offer demonstrates to BSE that he has sent the Offer Letter of this Delisting Offer to all the Public Shareholders either through registered post or speed post or courier or hand delivery with proof of dispatch or through email as a text or as an attachment to email or as a notification providing electronic link or uniform resource locator including a read receipt, the provision of the mandatory participation of at least 25% of the Public Shareholders holding Equity Shares in the demat mode in the reverse book building process for the Delisting Offer to be successful, is not applicable.
- All applicable statutory/regulatory approvals for the Delisting Offer are received. To the best of the Promoter's knowledge, as on date, there are no statutory or regulatory approvals required for acquiring the Equity Shares and implementing the Delisting Offer. If any statutory or regulatory approvals become applicable, the acquisition of the Equity Shares by the Promoter and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.
- There being no other applicable laws or regulations or any order from a court or a competent regulatory authority which would prejudice the Promoter from proceeding with the Delisting Offer.

## 15. Acquisition Window Facility

SEBI, vide its circular /FCD/POLICYCELL/1/2015 dated April 13, 2015 ("SEBI Circular") has provided a framework for acquisitions pursuant to a delisting offer to be made through the stock exchanges ("Stock Exchange Mechanism"). As prescribed under the SEBI Circular, the facility for such acquisitions shall be in the form of a separate window provided by a designated stock exchange having nationwide trading terminals. Further, the SEBI Circular provides that the stock exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism.

As such, the Promoter has opted to avail of the Stock Exchange Mechanism and to acquire the Equity Shares under the Delisting Offer through a separate acquisition window provided by the BSE ("Acquisition Window Facility") in compliance with the SEBI Circular. BSE, being the only stock exchange where the Equity Shares are listed, is the designated stock exchange for the purpose of the Stock Exchange Mechanism.



17.11 The Public Shareholders holding the Equity Shares under multiple folios are eligible to participate in the Delisting Offer and their Bids would not be rejected.

#### 18. Method of Settlement

Upon finalization of the basis of acceptance as per the Delisting Regulations:

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- For consideration towards the Equity Shares accepted under the Delisting Offer, the money of the Special Account (defined in paragraph 20.4 of this PA) shall be used to pay the consideration to the Buyer Broker on or before the pay-in date for settlement. The Buyer Broker will transfer the funds to the Clearing Corporation, which will 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 would pay the consideration to their respective clients.
- The Equity Shares acquired in the demat form would either be transferred directly to the Promoter's account provided it is indicated by the Buyer Broker or it will be transferred by the Buyer Broker to the Promoter's account on receipt of the Equity Shares pursuant to the clearing and settlement mechanism of the Stock Exchange. In case of the Equity Shares acquired in the physical form, the same will be transferred directly to the Promoter by the Registrar to the Offer.
- In case of rejected demat Equity 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 rejected Equity Shares to their respective clients on whose behalf the Bids have been placed. In case of rejection of physical Equity Shares, the same will be returned back to the respective Public Shareholders directly by the Registrar to the Offer.
- The Seller Member would issue contract note & pay the consideration to the respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer. Buyer Broker would also issue a contract note to the Promoter for the Equity Shares accepted under the Delisting Offer.
- The 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 Equity Shares in the Delisting Offer (secondary market transaction). The consideration received by the Public Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Promoter, the Company, the Buyer Broker, the Registrar to the Offer and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred by the Public Shareholders.

#### 19. Period for which the delisting shall be valid

Once the Equity Shares have been delisted, all Public Shareholders whose Equity Shares have not been acquired by the Promoter may validly tender their Equity Shares to the Promoter at the Exit Price up to a period of one year from the date of delisting of the Equity Shares. A separate offer letter in this regard will be sent to the remaining Public Shareholders which will contain terms and conditions for participation post delisting. Such remaining Public Shareholders may tender their Equity Shares by submitting the required documents to the Registrar to the Offer within the stipulated time period.

#### 20. Details of the escrow account and the amount deposited therein

20.1 The estimated consideration payable under the Delisting Regulations, at the Floor Price of Rs. 13 (Rupees Thirteen only) per Equity Share multiplied by the number of Equity Shares outstanding with the Public Shareholders (i.e. 39,75,836 Equity Shares), is Rs. 5,16,85,868 (Rupees Five Crore Sixteen Lac Eighty Five Thousand Eight Hundred and Sixty Eight Only).

20.2 In accordance with the Delisting Regulations, the Promoter, the Manager to the Offer and Corporation Bank having its branch office at Rangoli Complex, 1st Floor, Opp. V S Hospital, Ellisbridge, Ashram Road, Ahmedabad – 380 006, have entered into an Escrow Agreement to the Offer dated December 8, 2015. By way of security for performance of his obligations under the Delisting Regulations, the Promoter has made an escrow arrangement for the Delisting Offer comprising of cash deposit of an amount of Rs. 5,25,00,000 (Rupees Five Crore Twenty Five Lac Only) in an escrow account ("**Escrow Account**"), representing more than 100% of the estimated consideration payable on the basis of the Floor Price of Rs. 13 per Equity Share as calculated in paragraph 20.1 above. This has been confirmed by a confirmation letter dated December 28, 2015 issued by Corporation Bank.

20.3 The Manager to the Offer has been solely authorized by the Promoter to operate and realize the amount of the Escrow Account in terms of the Delisting Regulations.

20.4 If the Promoter accepts the Discovered Price or offers an Exit Price under Regulation 18 of the Delisting Regulations, the Promoter will forthwith deposit in the Escrow Account such additional sum as may be required to make up the entire sum due and payable as consideration in respect of the Equity Shares in compliance of Regulation 11(2) of the Delisting Regulations. A special account ('Special Account') opened with the Escrow Bank, shall be used for payment to the Public Shareholders whose Equity Shares are accepted in the Delisting Offer.

#### 21. Proposed timeline for the Delisting Offer

Activity	Day	Date
Publication of the PA by the Promoter	Friday	February 5, 2016
Specified Date for determining the names of Public Shareholders to whom the Offer Letter shall be sent	Friday	January 29, 2016
Dispatch of Offer Letter/ Bid Form to the Public Shareholders as on specified date	Tuesday	February 9, 2016
Bid Opening Date	Tuesday	February 16, 2016
Last date for withdrawal or upward revision of bids	Friday	February 19, 2016
Bid Closing Date	Monday	February 22, 2016
Last date of making public announcement of the Discovered Price/ Exit Price and the Promoter's acceptance/ rejection of the Discovered Price/ Exit Price	Monday	February 29, 2016
Last date for payment of consideration for the Equity Shares to be acquired in case of successful Delisting Offer	Tuesday	March 8, 2016
Last date for return of the Equity Shares to the Public Shareholders in case of failure of the Delisting Offer/ rejection of Bids	Tuesday	March 8, 2016

- All dates are subject to change and depend on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed timetable, if any, will be notified to the Public Shareholders by way of corrigendum in all the newspapers in which the PA has appeared.
- Specified Date is only for the purpose of determining the names of the Public Shareholders to whom the Offer Letter will be sent. However, all Public Shareholders (registered or unregistered) are eligible to participate in the Delisting Offer any time on or before the Bid Closing Date.
- Last date of payment is subject to the acceptance of the Discovered Price or offer of an Exit Price higher than the Discovered Price by the Promoter.

#### 22. Statutory and Regulatory Approvals

22.1 To the best of the Promoter's knowledge, as on date, there are no statutory or regulatory approvals required for acquiring the Equity Shares and implementing the Delisting Offer. If any statutory or regulatory approvals become applicable, the acquisition of the Equity Shares by the Promoter and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.

22.2 The Promoter reserves the right to not to proceed with the Delisting Offer in the event that any of the statutory or regulatory approvals, if any required, are not obtained or conditions, which the Promoter considers in his sole discretion to be onerous are imposed in respect of such approvals.

22.3 It shall be the responsibility of the Public Shareholders to obtain all requisite approvals (including corporate, statutory or regulatory approvals) if any, prior to tendering of the Equity Shares in the Delisting Offer. The Promoter assumes no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable.

22.4 If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and other foreign investors) had required any approvals (including from the RBI, the FIPB or any other regulatory body) 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 Equity Shares, to tender the Equity Shares held by them in this Delisting Offer, along with the other documents required to be tendered to accept this Delisting Offer. In the event such approvals are not submitted, the Promoter reserves the right to reject such Equity Shares tendered in the Delisting Offer.

22.5 In the event that receipt of the requisite statutory and regulatory approvals are delayed, the Promoter 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 Promoter by issuing an appropriate corrigendum in all the newspapers in which the PA has appeared.

#### 23. Taxation

23.1 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. The STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. **Shareholders are advised to consult their tax advisors for tax treatment arising out of this Delisting Offer and appropriate course of action that they should take. The Promoter neither accepts nor holds any responsibility for any tax liability arising to any shareholder as a reason of this Delisting Offer.**

#### 24. Certification by the Board of the Directors of the Company

The Board of Directors of the Company vide its letter dated October 19, 2015 has certified that:

24.1 The Company has not raised any funds by issuance of securities during last five years preceding the date of this PA.

24.2 All material information which is required to be disclosed under the applicable provisions of the continuous listing requirements have been disclosed to the BSE, as applicable.

24.3 The Company is in compliance with the applicable provisions of the securities laws.

24.4 The Promoter or his related entities have not carried out any transactions during the past two years to facilitate the success of the Delisting Offer which is not in compliance with the provisions of Regulation 4(5) of the Delisting Regulations; and

24.5 The Delisting Offer is in the interest of the Public Shareholders

#### 25. Compliance Officer

25.1 The Compliance Officer of the Company is:

**Ms. Amrita Chandwani,**  
**Compliance Officer,**

Circuit Systems (India) Limited  
A/1001-1002, 10th Floor, Titanium Square, Thaltej Cross Road,  
Thaltej, Ahmedabad -380054, Gujarat, India

**Tel:** 079-23287086; **Fax:** 079-23287089; **E-mail:** cs@mcsil.com

25.2 In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for the Equity Shares offered or on the delisting process and procedure, they may address the same to their respective Seller Member.

#### 26. Extract of letter from the Promoter to BSE

The Public Shareholders may make a note of the following paragraphs extracted from the letter dated January 12, 2016 issued by the Promoter to BSE:

"BSE will make available the software for Offer To Buy (OTB) Acquisition Window

It has been distinctly understood that the permission given by BSE to use their network and software of the Online OTB platform should not in any way be deemed or construed that the compliance with various statutory requirements approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of the offerer.

It has also been distinctly understood that the approval given by BSE is only to use the software for participating in OTB process.

The Exchange shall provide its services on a best effort basis. However, the Exchange shall not be liable for failure of the system or for any loss, damage, or other costs arising in any way out of:

- Telecom network or system failures including failure of ancillary or associated systems or fluctuation of power or other environmental conditions, or
- Accident, transportation, neglect, misuse, errors, frauds of the trading members or its authorized persons or the agents or any third party including other stock exchange
- Any fault in any attachments or associated equipment (either supplied by the Exchange or approved by the Exchange) which forms or does not form part of the trading workstation installation or OTB system including any system issue or fault at other stock exchange
- Act of God, fire, flood, war, act of violence, or any other similar occurrence, or
- Any accidental special or consequential damages including without limitation of loss of profit."

#### 27. General Disclaimer

Every person who desires to participate in the Delisting Offer 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 or the Promoter or the Manager to the Offer or the Company or the Buyer Broker or Registrar to the Offer, whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with this Delisting Offer and tender their Equity Shares through the Stock Exchange Mechanism whether by reason of anything stated or omitted to be stated or for any other reason whatsoever.

#### The Manager to the Offer

**Prabhudas Lilladher**  
**POWERING YOUR FINANCIAL GROWTH**

#### PL CAPITAL MARKETS PVT. LTD.

3rd Floor, Sadhana House, 570, P.B.Marg, Worli, Mumbai – 400 018

**Tel:** +91 - 22 - 6632 2222; **Fax:** +91-22 -6632 2229;

**Website:** www.plindia.com; **Email:** csdelist@plindia.com;

**Contact person:** Mr. Bhavin Shah / Mr. Ajesh Dalal;

**SEBI Registration No.:** INM000011237

**Date:** February 4, 2016

**Place:** Ahmedabad

This PA is issued on behalf of the Promoter  
Sd/-

**Paresh N. Vasani (Promoter)**