

## HIND SYNTAX LIMITED

Registered Office: Plot No. 2,3,4 and 5 Industrial Growth Centre, Kurawar, Raigarh - 465667 (Madhya Pradesh)

This Advertisement is being issued by Microsec Capital Limited ("Manager to the Offer"), on behalf of Mr. Manish Kumar, Mrs. Ritika Kumar, RDM Family Trust and Devmanu Family Trust (hereinafter collectively referred to as "the Acquirers" and individually referred to as "the Acquirer") pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"), in respect of the open offer ("Offer") to acquire up to 33,06,836 fully paid-up equity shares of face value of ₹ 10 each (each an "Equity Share") of Hind Syntax Limited ("Target Company"). The detailed public statement ("DPS") with respect to this Offer was published on February 20, 2013 in following newspaper:

Name of the Newspaper	Edition
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Nav Shakti (Marathi)	Mumbai - Edition
BPN Times (Hindi)	Bhopal-Edition

- The Offer price is ₹ 8/- per Equity Share ("Offer Price"). There is no revision in the Offer Price.
- A committee of independent directors ("IDC") of the Target Company have opined that the Offer Price of ₹ 8/- is fair and reasonable and in accordance with SEBI (SAST) Regulations. The IDC's recommendation was published on April 10, 2013 in the same newspapers in which the DPS was published, as mentioned above.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- The dispatch of the Letter of Offer dated March 30, 2013 to all the Shareholders has been completed on April 05, 2013.
- Please note that a copy of the Letter of Offer (including Form of Acceptance cum Acknowledgment) will also be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) and the Shareholders can also apply by downloading such forms from SEBI website. Further, in case of non-receipt / non-availability of the Form of Acceptance cum Acknowledgment, the application can be made on plain paper along with the following details:
  - In case of Equity Shares held in physical form: Name, address, number of shares held, number of shares tendered, distinctive numbers, folio number, along with original Share Certificate(s), valid Transfer Deed(s), duly signed and witnessed.
  - In case of Equity Shares held in dematerialized form: Name, address, number of Equity Shares tendered, Depository Participant ("DP") name, DP ID number, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the DP, in favour of the Depository Escrow Account, the details of which are given below:

DP Name	HDFC Bank Limited
DP ID	IN301549
Client ID	37410886
ISIN	INE155B01012
Account name	BSPL ESCROW A/C HSL OPEN OFFER
Depository	National Securities Depository Limited

The Shareholders having their beneficiary account in CDSL shall use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Depository Escrow Account with NSDL.

- All observations of SEBI by way of its letter no: CFD/DCR/OW/7077/2013 dated March 22, 2013 and received on March 25, 2013 in terms of Regulation 16(4) of the SEBI (SAST) Regulations have been incorporated in the Letter of Offer dispatched to the Shareholders.
- Pursuant to the Share Purchase Agreement ("SPA") dated February 12, 2013 as mentioned in paragraph 3.1.4 of the Letter of Offer and in terms of regulation 22(2) of the SEBI (SAST) Regulations, 2011, the parties to the SPA have acted upon the agreement and the Acquirers have completed the acquisition of the Sales Shares i.e. 38,61,994 equity shares of the Target Company from the Sellers. Further, on March 23, 2013, Mr. Manish Kumar and Mr. Vilas Agrawal, the nominees of the Acquirers have been appointed on the Board of Target Company and the Seller's nominee i.e. Mr. Ravi Mohan, Promoter Director has resigned from the directorship of the Target Company. Furthermore, the Target Company has appointed Mr. Manadath Pillai Rajan and Mr. Viveck Somiah Krishna as Independent Directors on the Board of Target Company in place of Mr. Manohar Keshav and Mr. Gurendra Singh Chopra who have resigned from the Board of Target Company on March 23, 2013.
- To the best of the knowledge of the Acquirers, no statutory approvals are required by the Acquirers to complete this Offer. However, in case of any statutory approvals being required at a later date, this Offer will be subject to such approvals.

### 9. Schedule of Activities

Activities	Original Day & Date	Revised Day & Date
Public Announcement	Tuesday, February 12, 2013	Tuesday, February 12, 2013
Detailed Public Statement	Wednesday, February 20, 2013	Wednesday, February 20, 2013
Last Date for Competing Offer	Wednesday, March 13, 2013	Wednesday, March 13, 2013
Identified Date*	Friday, March 22, 2013	Thursday, March 28, 2013
Date by which the Letter of Offer will be despatched to the shareholders	Tuesday, April 02, 2013	Friday, April 05, 2013
Last date for revising the Offer Price/ Offer Size	Wednesday, April 03, 2013	Monday, April 08, 2013
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Friday, April 05, 2013	Wednesday, April 10, 2013
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers	Monday, April 08, 2013	Friday, April 12, 2013
Date of commencement of Tendering Period (Offer Opening Date)	Tuesday, April 09, 2013	Monday, April 15, 2013
Date of Expiry of Tendering Period (Offer Closing Date)	Thursday, April 25, 2013	Tuesday, April 30, 2013
Date of communicating the rejection/acceptance and payment of consideration for the accepted shares	Friday, May 10, 2013	Wednesday, May 15, 2013

\*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers and the Sellers) are eligible to participate in the Offer any time before the closure of the Offer.

Capitalised terms used but not defined in this advertisement shall have the meanings assigned to such terms in the PA and/or DPS and/or Letter of Offer.

The Acquirers accepts full responsibility for the information contained in this advertisement and also accepts responsibility for the obligations of the Acquirer laid down under the SEBI (SAST) Regulations.

Issued by the Manager to the Offer for and on behalf of the Acquirers



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 Contact Person : Mr. Manav Goenka

Dated : April 12, 2013  
 Place : Kolkata