

## VOGUE TEXTILES LIMITED

Regd. Office : A-206, Somdutt Chambers-1, 5, Bhikaji Cama Place, New Delhi-110066

CIN No.: U18101DL1992PLC049370 (Old CIN NO. L18101DL1992PLC049370)

Email : info@voguetextiles.com, Tel. : 011-26101915, 26170298

### EXIT OFFER

To,

The Public Shareholders of VOGUE TEXTILES LIMITED,

13/03/2019

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") and in compliance with the Order of Delisting Committee of BSE DATED 26/06/2018 EFFECTIVE FROM 4TH JULY 2018.

We wish to inform you that The BOMBAY Stock Exchange of India Limited ("BSE") vide Press Release dated JULY 4th, 2018, "Press Release" has Compulsory Delisted VOGUE TEXTILES LIMITED w.e.f. JULY 4, 2018. 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 Compulsorily Delisted Company at the exit price computed by the Independent Valuer appointed by BSE pursuant to regulation 23(1) of SEBI (Delisting of Equity Shares) Regulations, 2009 and published by BSE in the Press Release.

In the present case, as per the Press Release, the exit price has been arrived at Rs. 5.79 (Rupees Five and Seventy Nine Paise Only) per equity share of the Company. In the interest of the Public shareholders, "ANIL DUTT" and "SUNIL DUTT" (HEREIN AFTER REFERRED AS OFFEROR AND/OR PROMOTERS), the Promoter Directors of the Company have decided to offer Rs. 5.79 (Rupees Five and Seventy Nine Paise Only) per equity share to the Public Shareholders of the Company for the purpose of Exit Offer.

Accordingly, ANIL DUTT AND SUNIL DUTT (Offerors & Promoters), the Promoter Directors of the Company have given a public announcement dated 12-03-2019 in Financial Express (English & Gujarati) all editions, Navshakti (Marathi) Mumbai and Jansatta (Hindi) all editions.

#### I. BACKGROUND OF THE COMPANY

- VOGUE TEXTILES LIMITED was incorporated on 1-07-1992, under the Companies Act, 1956.
- The Registered Office of the Company is presently situated at A-206 SOMDUTT CHAMBER-1, 5 BHIKAJI CAMA PLACE, NEW DELHI-110066,
- The Company Identification Number of the Company **U18101DL1992PLC049370 (Old CIN NO. L18101DL1992PLC049370)**
- The paid-up Share Capital of the Company is Rs. 5,90,09,700 comprising of 5900970 Equity Shares of Rs. 10- each.
- The Equity Shares of the Company were listed on BOMBAY Stock Exchange and were suspended on 21st March, 2013.
- The Equity Shares of the Company were listed on BOMBAY Stock Exchange of India Limited ("BSE"). The Company was compulsorily delisted by BSE as per chapter V of the SEBI Regulations vide a press release dated JULY 04th 2018 ("Press Release"). The company preferred appeal in Securities Appellate Tribunal but the delisting was reconfirmed on 15th November, 2018.
- Pursuant to regulation 23(3) of the SEBI Regulations, the Promoters 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.
- Accordingly, the Promoters on behalf of the Promoter and Promoter Group Members of the Company, in compliance with regulation 23(3) of the SEBI Regulations are hereby making Exit Offer to the Public Shareholders of the Company.
- Exit Price of Rs. 5.79 (Rupees Five and Seventy Nine Paise Only) per Equity Share has been determined by the valuer appointed by BSE.

#### II. SHARE CAPITAL STRUCTURE OF VOGUE TEXTILES LIMITED

##### a. Equity Share Capital

Particulars	No of Equity Shares	Total Amount ( in INR)
Authorised Capital ( Face Value of Rs 10 each)	10000000	10,00,00,000
Issued , Subscribed and Paid up Capital	5900970	59009700

### III. SHAREHOLDING PATTERN OF THE COMPANY

Category	No of Equity Share Holders	No of Equity Shares Held	Of Total Equity Share Capital %
Promoter and Promoter Group	2	3379250	57.266
Public	7119	2521720	42.734
Total	7121	5900970	100.00

### IV. BOARD OF DIRECTORS OF THE COMPANY

SR NO	Name	Address	DIN	Designation	Date of Appointment
1	ANIL DUTT	SURYA LOK-124, C-8/2 LANE CENTRAL AVENUE, NEAR KHANPUR SAINIK FARMS DEOLI, SOUTH DELHI-110062	01568921	MANAGING DIRECTOR	01.07.1992
2	SUNIL DUTT	HOUSE NO. 4, MODEL TOWN NEW FRIENDS COLONY, PANIPAT-132103	01514028	NON-EXECUTIVE CHAIRMAN	01.07.1992
3	SURINDER SINGH BAKSHI	D-20/620, GALI NO.4 GANESH NAGAR-2 SHAKARPUR DELHI-110092	02309650	NON-EXECUTIVE INDEPENDENT DIRECTOR	30.10.2007
4	YOGAINDER KUMAR SINGLA	1573E SECTOR-21 PKL PANCHKULA HARYANA-134109	02863548	NON-EXECUTIVE INDEPENDENT DIRECTOR	29.01.1999
5	AKANKSHA DUTT	SURYA LOK-124, C-8/2 LANE CENTRAL AVENUE, NEAR KHANPUR SAINIK FARMS DEOLI, SOUTH DELHI-110062	06459198	NON-EXECUTIVE INDEPENDENT DIRECTOR	31.03.2015
6	JOGENDER KUMAR MINOCHA	HOUSE NO. 2/276, WARD NO.2, MEHRAULI, SOUTH DELHI-110030	07069120	NON-EXECUTIVE INDEPENDENT DIRECTOR	15.05.2015

### V. BACK GROUND OF THE (“OFFERORS/ PROMOTERS ”)

- MR. ANIL DUTT, Aged 62 years , is Managing Director and Promoter of the company. He holds a Bachelors’ Degree in Science. He has more than 40 years of experience in exports of Home Furnishings.
- MR. SUNIL DUTT, Aged 61 years, is Non -Executive Chairman and Promoter of the Company. He holds a Bachelors’ Degree in Science. He has more than 40 years of Experience in Exports and Manufacturing of Home Furnishings.
- The Promoters are complying with the direction of BSE and giving the Exit Offer.

### VI. EXIT PRICE AND FINANCIAL ARRANGEMENTS

- The Company was compulsorily delisted by BSE as per chapter V of the SEBI Regulations. The Fair Value per Equity Share of Rs. 5.79 to be paid by the Offerors/Promoters to the Public Shareholders under the Exit Offer has been determined by the independent valuer appointed by the BSE. Accordingly, the Promoters shall acquire the Equity Shares tendered by the Public Shareholders for cash at Rs. 5.79 (Rupees Five and Seventy Nine Paise Only ) per Equity Share.
- The Promoters have opened a Separate Account bearing account No.033305005460 with ICICI Bank Limited, 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 -Vadodra, Gujarat and acting through its Branch Office at Darya Ganj, Delhi-110002 and have facilitated Funds to the tune of Rs.1,600,0000-(Rupees One Crore Sixty Lacs Only) in the said special Account. The amount facilitated in Bank Account represents more than 100% of the total consideration payable to the Public Shareholders under this Exit Offer.

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

- The Exit Offer shall remain open for a period of one month w.e.f. 15.03.2019 to close on 14.04.2019. After the closure of Official Exit Offer period the Offerors will keep open this Exit Offer for a further period of eleven months which will end on 14.03.2020 to facilitate the “non-exited Public Shareholders”.
- 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 desire to participate in the Exit Offer may tender their equity shares to the Offerors.
- RTA to the Exit Offer are M/s. Alankit Assignments Ltd . having its office at 3E/7, Jhandewalan Extension, New Delhi-110055 Phone: 011-42541234, 42541955, Email: rta@alankit.com.

The RTA M/s. Alankit Assignments Limited shall ensure that Payment of the shareholders have been made for who have transferred shares in Electronic Form as well as in Physical Mode. Upon satisfaction that Payment is made to the shareholders, the RTA shall transfer the Shares to Promoters.

- 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 Alankit Assignments Ltd., the Registrar and Transfer Agent ("RTA"), at 3E/7, Jhandewalan Extension, New Delhi-110055 Phone -011-42541234, 42541955, Email - rta@alankit.com, clearly marking the envelope "VOGUE TEXTILES LIMITED-Exit Offer". THE SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM MUST SUBMIT A COUNTERFOIL/PHOTOCOPY OF THEIR DEPOSITORY PARTICIPANT INSTRUCTION EVIDENCING TRANSFER OF DEMATERIALISED EQUITY SHARES IN THE DEMAT ACCOUNT OF EITHER OF THE PROMOTER IN "OFF MARKET MODE".
- e) "THE SHARES IN PHYSICAL MODE SHALL BE ACCEPTED TILL 31-3-2019". From 01.04.2019, all physical shares shall be required to be compulsorily demat for transfer, as per Rule 9A of Companies (Prospectus & Allotment of Securities) Rules 2014. The Form along with Share Transfer Form to be filled and returned by Public Shareholders is being 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.voguetextiles.com."
- f) The Offerors 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 Offerors will not accept locked-in Equity Shares and non-transferrable Equity Shares still in the pendency of the lock-in or till the Equity Shares become transferable.
- 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 Offerors shall acquire all the equity shares validly tendered either in full or in part at the 'Exit Price', for a cash consideration of Rs. 5.79 for each Equity Share.
- i) The acceptance of the Exit Offer made by the Offerors is entirely at the discretion of the Public Shareholders of the Company. The Offerors and the Company does not accept any responsibility for the decision of any Public Shareholder to either participate or not to participate in the Exit Offer. The Offerors 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.
- j) For Shares held in Dematerialised form

The share holders Holding Equity Shares in Dematerialized form, must transfer their Equity from their respective Depository Accounts to EITHER OF the following Depository account of the( Promoter /Offeror) Mr. Anil Dutt OR Mr. Sunil Dutt IN "OFF MARKET MODE"

**Either**

**A) IN MR. ANIL DUTT ACCOUNT**

DEPOSITORY ACCOUNT NAME	ANIL DUTT
DEPOSITORY PARTICIPANT	ALANKIT ASSIGNMENTS LTD.
DPID NO	IN300118
CLIENT ID	10472528
DEPOSITORY	NSDL
ISIN OF VOGUE TEXTILED LIMITED	INE047F01012

**OR**

**B) IN MR. SUNIL DUTT ACCOUNT**

DEPOSITORY ACCOUNT NAME	SUNIL DUTT
DEPOSITORY PARTICIPANT	ALANKIT ASSIGNMENTS LTD.
DPID NO	IN300118
CLIENT ID	10472510
DEPOSITORY	NSDL
ISIN OF VOGUE TEXTILED LIMITED	INE047F01012

Shareholders who hold their Equity shares through Central Depository Services (India) Limited, (CDSL) will have to Execute Inter Depository delivery Instruction for the purpose of crediting their equity shares in favour of the EITHER of aforesaid depository Account.

THE SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM MUST SUBMIT A COUNTERFOIL/PHOTOCOPY OF THEIR DEPOSITORY PARTICIPANT INSTRUCTION EVIDENCING TRANSFER OF DEMATERIALISED EQUITY SHARES IN THE DEMAT ACCOUNT OF EITHER OF THE PROMOTER IN " OFF MARKET MODE".

#### **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 Offerors/Promoters by way of electronic credit.
- b) In Case of acceptance and submission of shares the payment shall be released within 15 days from the completion of offer i.e. 14.04.2019.
- c) In case of joint holders, the cheque / pay order / demand draft / electronic credit 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. The Details of Compliance Officer of the Company.**

Mrs . Jaswant Kaur, Company Secretary, & Compliance Officer  
Address: A-206, Somdutt Chambers-I, 5, Bhikaji Cama Place, New Delhi-110066  
Phone:011-26101915, 26170298  
Email: info@voguetextiles.com

#### **X. 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 Offerors/Promoters 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 BSE. 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,

Promoters of Vogue Textiles Limited

**Sd/-**

**Anil Dutt**  
(Promoter)

**Sd/-**

**Sunil Dutt**  
(Promoter)

Encl:

- A) Form of Acceptance
- B) Securities Transfer Form.
- C) Form of Rejection.