

FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF NORTHERN INDIA HOTELS LIMITED

Registered Office: The Gateway Hotel, Fatehabad Road, Taj Ganj, Agra, Uttar Pradesh – 282001; CIN: U55101UP1971PLC003838
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This Public Announcement ('PA') is being issued by **Piem Hotels Limited ('Piem')**, the Promoter of Northern India Hotels Limited ('NIHL' / 'the Company') in respect of the proposed Exit Offer to the Public Shareholders of NIHL in accordance with SEBI Circular no. SEBI/HO/MRD/DSA/CIR/P/2016/110 dated October 10, 2016 (hereinafter referred to as "SEBI Circular").

I. BACKGROUND

NIHL is a Public Limited Company incorporated under the provisions of the Companies Act, 1956, having its registered office at The Gateway Hotel, Fatehabad Road, Taj Ganj, Agra, Uttar Pradesh - 282001. NIHL is in the business of hospitality and currently owns The Gateway Hotel at Agra. The equity shares of NIHL were listed on the Delhi Stock Exchange Limited ('DSE').

Consequent to the derecognition of DSE vide SEBI Order no. WTM/PS/45/MRD/DSA/NOV/2014 dated November 19, 2014, the Company was moved to the Dissemination Board ('DB') of BSE Limited ('BSE').

Piem, having its registered office at 90, Cuffe Parade, Mumbai – 400005, has in terms of applicable provisions of SEBI Circular, given an intent to provide an exit opportunity to the public shareholders of NIHL and has submitted the "Plan of Action" to BSE on 9th January, 2017. Piem has appointed Keynote Corporate Services Limited ('Keynote') a category I Merchant Banker and empanelled Registered Valuer on BSE Limited as the Independent Valuer to carry out valuation of equity shares of NIHL and carry out the process of Exit Offer.

The issued equity share capital of the Company comprises of 4,49,050 equity shares of ₹ 10/- each aggregating to ₹ 44,90,500/-. The subscribed and paid up capital of the Company as on date comprises of 4,37,600 equity shares of ₹ 10/- each aggregating to ₹ 43,76,000/- and 11,450 forfeited equity shares of ₹ 10/- each aggregating to ₹ 39,250/-.

Based on the audited financial statements for the financial year ended March 31, 2016, NIHL had earned a total income (including other income) of ₹ 3.53 crores with a PAT of ₹ 2.32 crores. The networth of NIHL as on that date was ₹ 22.38 crores. As per audited statement of financial results for the period ended December 31, 2016, the company earned a total income (including other income) of ₹ 2.26 crores with a PAT of ₹ 1.45 crores.

As on date, Piem holds 4,07,567 equity shares of ₹ 10/- each of NIHL representing 93.14% of the paid-up equity share capital of NIHL. Piem now seeks to acquire the balance 30,033 equity shares of ₹ 10/- each, representing 6.86 % of the paid-up equity share capital of NIHL from the Public Shareholders of NIHL. Subsequent to the completion of the process, NIHL shall make an application to BSE for removal of its name (NIHL) from the DB of BSE.

This PA is being issued in terms of the said SEBI Circular and shall be published in "Financial Express" (All Editions) – being the English National Daily and "Jansatta" - Hindi being the regional language newspaper of the region where the exited stock exchange i.e. DSE is located. In addition this PA is also being published in "Hindustan" (Agra Edition) being Hindi daily at the place of the registered office. Piem will inform the Public Shareholders by way of a notice in the same newspapers in which the present PA is published, of material changes, if any, to the information set out in this PA.

II. EXIT OFFER PRICE AND JUSTIFICATION

As per the Valuation Report dated February 13, 2017 submitted by Keynote, the fair value per equity share of ₹ 10/- each of NIHL works out to ₹ 1,426/- (Rupees One Thousand Four Hundred and Twenty Six only). Based on the Valuation Report, Piem is making an offer to acquire the equity shares from the Public Shareholders at an Exit Price of ₹ 1,426/- (Rupees One Thousand Four Hundred and Twenty Six only) per equity share of face value of ₹ 10/- each. The Exit Price has been determined based on the fair value which is arrived at by applying the Market Adjusted Asset Value Method and Discounted Cash Flow Method.

III. ACTIVITY SCHEDULE FOR EXIT OFFER

Date of Opening of Offer	Thursday, March 16, 2017
Date of Closing of Offer	Wednesday, March 22, 2017
Last Date for Payment of Consideration	Thursday, April 13, 2017

IV. PROCEDURE FOR SETTLEMENT

The payment for equity shares accepted under the exit offer will be made within fifteen (15) working days from the date of closure of this offer by way of pay order/demand draft/RTGS/NEFT or any other permitted electronic mode of transfer. In case of joint holders, payments will be made in the name of the first holder.

V. LIABILITY OF THE PROMOTER

Piem being the Promoter is liable to acquire the equity shares of Public Shareholders who have not offered their shares under the Exit Offer upto a period of one year from the completion of the offer, at the same price as determined by the Independent Valuer.

The promoter of NIHL shall certify to the satisfaction of BSE that appropriate procedure has been followed for providing exit to the Public Shareholders of the Company. Subsequently, BSE upon satisfaction shall remove the Company from the DB.

The Exit Offer Letter along with the form of acceptance shall be dispatched to all the Public Shareholders of the Company. In case of non receipt of the Letter of Offer, such shareholders of the Company may download the same from the Company's website i.e. www.northernindiahotelsltd.com or Merchant Banker's website i.e. www.keynoteindia.net

MERCHANT BANKER TO THE OFFER

KEYNOTE

KEYNOTE CORPORATE SERVICES LTD.

The Ruby, 9th Floor, Senapati Bapat Marg,
Dadar (W), Mumbai – 400 028.

Tel : +91-022-30266000-10; Fax: + 91-022-30266088

Contact Person: Ms. Saifi Sonawane

Email: mbd@keynoteindia.net

SEBI Registration No.: INM 000003606

For Piem Hotels Limited

Sd/-

Mithun Jayaraman

Place: Mumbai

Date: March 01, 2017

Size 12 x 22 cm