

## POST OPEN OFFER REPORT

(Under Regulation 27 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011)

In respect of open offer made by Mr. Anil Jain (“Acquirer 1”), Mrs. Dimple Jain (“Acquirer 2”), Mrs. Ugam Devi Jain (“Acquirer 3”), Sherisha Technologies Private Limited (“Acquirer 4”) (Hereinafter collectively referred as the “Acquirers”) & Mr. Tarachand Jain (Person Acting in Concert (“PAC”)) to acquire 11,67,374 Equity Shares of Face Value ₹10/- each at price of ₹13/- (Indian Rupees Thirteen only) per equity share for cash of YKM Industries Limited (the “Target Company”)

### A. NAMES OF THE PARTIES INVOLVED

<b>1</b>	Name of the Target Company (TC)	YKM Industries Limited
<b>2</b>	Name of the Acquirers	Mr. Anil Jain (“Acquirer 1”), Mrs. Dimple Jain (“Acquirer 2”), Mrs. Ugam Devi Jain (“Acquirer 3”), Sherisha Technologies Private Limited (STPL) (“Acquirer 4”)
<b>3</b>	Persons acting in concert with Acquirers (PAC)	Mr. Tarachand Jain
<b>4</b>	Manager to Open Offer	Keynote Corporate Services Limited
<b>5</b>	Registrar to the Open Offer	Cameo Corporate Services Limited

### B. DETAILS OF THE OFFER

- Whether Conditional offer - No
- Whether voluntary offer - No
- Whether competing offer - No

### C. ACTIVITY SCHEDULE

Sr. No	Activity	Due dates as specified in the SAST Regulations – Original in Draft Letter of Offer	Revised Due Dates in Letter of Offer	Actual Dates
1.	Date of the public announcement (PA)	April 11, 2018	April 11, 2018	April 11, 2018
2.	Date of publication of the Detailed Public Statement (DPS)	April 18 2018	April 18, 2018	April 18, 2018
3.	Date of filing of draft letter of offer (LOF) with SEBI	April 25, 2018	April 25, 2018	April 25, 2018
4.	Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE)	April 25, 2018	April 25, 2018	April 25, 2018
5.	Date of receipt of SEBI Comments	May 18, 2018	May 28, 2018	May 28, 2018
6.	Date of dispatch of LOF to the shareholders/custodian in case of Depository Receipts	May 29, 2018	June 06, 2018	June 06, 2018

Sr. No	Activity	Due dates as specified in the SAST Regulations – Original in Draft Letter of Offer	Revised Due Dates in Letter of Offer	Actual Dates
7.	Dates of price revisions/offer revisions(if any)	May 31, 2018	June 08, 2018	There was no revision in offer price
8.	Date of publication of recommendation by the independent directors of the Target Company	June 01, 2018	June 11, 2018	June 09, 2018
9.	Date of issuing the offer opening advertisement	June 04, 2018	June 12, 2018	June 12, 2018
10.	Date of commencement of the tendering period	June 05, 2018	June 13, 2018	June 13, 2018
11.	Date of expiry of tendering period	June 18, 2018	June 26, 2018	June 26, 2018
12.	Date of making payments to shareholders/return of rejected shares	July 02, 2018	July 10, 2018	July 06, 2018

#### D. DETAILS OF THE PAYMENT CONSIDERATION IN THE OPEN OFFER

1.	Offer Price for fully paid shares of TC (₹ per share)	13/-
2.	Offer Price for partly paid shares of TC, if any	N.A.
3.	Offer Size (No. of shares x offer price per share)	₹1,51,75,862/-
4.	Mode of payment of consideration (cash or shares or secured listed debt instruments or convertible debt securities or combination)	Cash
5.	If mode of payment is other than cash, i.e. through shares / debt or convertibles	Not Applicable
A.	<b>Details of offered security</b> <ul style="list-style-type: none"> <li>• Nature of the security (shares or debt or convertibles)</li> <li>• Name of the company whose securities have been offered</li> <li>• Salient features of the Security</li> </ul>	Not Applicable
B.	<b>Swap Ratio</b> (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)	Not Applicable

#### E. DETAILS OF MARKET PRICE OF THE SHARES OF TC

- Name of the Stock Exchange where the shares of TC have been most frequently traded during the 12 (twelve) calendar months prior to month of PA (April 01, 2017 to March 31, 2018), and the volume of trading relative to the total outstanding shares of the TC.

Name of Stock Exchange	Number of Shares Traded during the 12 calendar months prior to the month of PA	Total Outstanding Shares	Trading Turnover (in terms of % to total listed equity shares)
BSE	Nil	4,489,900	N.A

2. Details of Market Price of the shares of TC on the aforesaid Stock Exchanges in the following format:

Sr. No.	Particulars	Date	₹ per share
1	One trading day prior to the PA date	Tuesday, April 10, 2018	No Trading
2	On the date of PA	Wednesday, April 11, 2018	No Trading
3	On the date of commencement of the tendering period	Wednesday, June 13, 2018	No Trading
4	On the date of expiry of the tendering period	Tuesday, June 26, 2018	No Trading
5	10 working days after the last date of the tendering period	Tuesday, July 10, 2018	No Trading
6	Average market price during the tendering period (viz. Average of the volume weighted market prices for all the days)	Wednesday, June 13, 2018 to Tuesday, June 26, 2018	No Trading

## F. DETAILS OF ESCROW ARRANGEMENTS

1. Details of creation of Escrow account, as under:

	Date(s) of creation	Amount (₹ in Lakhs)	Form of escrow account (Cash or Bank guarantee (BG) or Securities) (In case escrow consists of BG or securities, at least 1% consideration is to be deposited in cash; the same may be indicated separately)
Escrow Account	March 23, 2018	143.22	Cash

2. For such part of escrow account, which is in the form of cash, give following details:

a) Name of the Scheduled Commercial Bank where cash is deposited.

Kotak Mahindra Bank Limited having its Branch office at Mittal court Nariman Point, Mumbai and Registered office at 2nd Floor, 27 BKC, Plot No. C-27,G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051

b) Indicate when, how and for what purpose the amount deposited in escrow account was released, as under:

Release of Escrow Account		
Purpose	Date	Amount (₹ in Lakhs)
Transfer to Buying Brokers Account	July 05, 2018	143.22
Amount released to Acquirer <ul style="list-style-type: none"> <li>• Upon withdrawal of Offer</li> <li>• Any other purpose (to be clearly specified)*</li> <li>• Other entities on forfeiture</li> </ul>	Balance yet to be released	

\*Apart from Closure

3. For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details

• For Bank Guarantee

Name of Bank	Amount of Bank Guarantee (₹ in Lakhs)	Date of		Validity period of bank guarantee	Date of release if applicable	Purpose of release
		Creation	Revalidation			
Not Applicable						

• For Securities

Name of company whose security is deposited	Type of security	Value of securities as on date of creation of escrow account	Margin considered while depositing the securities	Date of release if applicable	Purpose of release
Not Applicable					

**G. DETAILS OF RESPONSE TO OPEN OFFER**

Share Proposed to be acquired		Shares Tendered		Response level (No. of times)	Shares Accepted		Shares Rejected	
No	% to total diluted share capital of TC	No	% w.r.t. (A)	(C) / (A)	No	% w.r.t. (C)	No=(C)-(F)	Reasons
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)
11,67,374	26.00	10,97,710	24.45	0.94	10,97,210	99.95	500	Rejected as documents were not received

## H. PAYMENT OF CONSIDERATION

Due date for paying consideration to shareholders whose shares have been accepted	Actual date of payment of consideration	Reasons for delay beyond the due date
Tuesday, July 10, 2018	Friday, July 6, 2018	Not Applicable

- Details of Special Escrow Account where it has been created for the purpose of payment to shareholders:** The Special Escrow Account was created with Kotak Mahindra Bank Limited having its Branch office at Mittal court Nariman Point, Mumbai and Registered office at 2nd Floor, 27 BKC, Plot No. C-27,G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051
- Details of the manner in which consideration (where consideration has been paid in cash), has been paid to shareholders whose shares have been accepted:**

Mode of paying the consideration	No. of shareholders	Amount of Consideration(₹)
The Consideration was paid in cash through settlement mechanism on the floor of BSE	9	1,42,63,730/-

Mode of paying the consideration	No. of shareholders	Amount of Consideration(₹)
Physical Mode	-	--
Electronic Mode (ECS/ NEFT/RTGS/Direct Transfer, etc.)	9	1,42,63,730/-

## I. PRE AND POST OFFER SHAREHOLDING OF THE ACQUIRER IN TARGET COMPANY:

Sr. No.	Shareholding of Acquirers and PACs	No of shares	% of Total Share Capital of TC as on closure of tendering period
1	Shareholding before PA	Nil	Nil
2	Shares acquired by way of Share Purchase Agreement	28,76,880	64.07
3	Shares acquired after the PA but before 3 working days prior to commencement of tendering period. - Through market purchases - Through negotiated deals/ off market deals	Nil Nil	Nil Nil
4	Shares acquired in the Open Offer	10,97,210	24.44
5	Shares acquired during exempted 21-day period after offer (if applicable)	Nil	Nil
6	Post - Offer Shareholding	39,74,090	88.51

**J. GIVE FURTHER DETAILS, AS UNDER, REGARDING THE ACQUISITIONS MENTIONED AT POINTS 3, 4 & 5 OF THE ABOVE TABLE:**

1	Name(s) of the entity who acquired the shares	<ul style="list-style-type: none"> <li>• Mr. Anil Jain (“Acquirer 1”)</li> <li>• Sherisha Technologies Private Limited (“Acquirer 4”)</li> </ul>
2	Whether disclosure about the above entity(s) was given in the LOF as either Acquirer or PAC	Disclosed in LOF as Acquirers
3	No of shares acquired per entity	
	Mr. Anil Jain (“Acquirer 1”)	8,51,910
	Sherisha Technologies Private Limited (“Acquirer 4”)	2,45,300
4	Purchase price per share	₹ 13/-
5	Mode of acquisition	Acquired in Open Offer
6	Date of acquisition	July 06, 2018*
7	Name of the Seller in case identifiable	All the Shareholders of Target Company who have validly tendered in the Open Offer

\*Being the date on which payment was completed for all the shares validly tendered in the offer and accepted by the Acquirers and PAC

**K. PRE AND POST OFFER SHAREHOLDING PATTERN OF THE TARGET COMPANY:**

Sr. No.	Class of Entities	Shareholding in TC			
		Pre-Offer		Post-Offer	
		No. of shares	%	No. of shares	%
1	Acquirers & PAC	Nil	Nil	39,74,090	88.51
2	Erstwhile Promoters (persons who cease to be Promoters pursuant to the Offer)	28,76,880	64.07	Nil	Nil
3	Continuing Promoters (Promoter Group)	Not Applicable		Not Applicable	
4	Sellers if not in 1 and 2	Not Applicable		Not Applicable	
5	Other Public Shareholders	16,13,020	35.93	5,15,810	11.49
	<b>TOTAL</b>	<b>44,89,900</b>	<b>100.00</b>	<b>44,89,900</b>	<b>100.00</b>

**L. DETAILS OF PUBLIC SHAREHOLDING IN TARGET COMPANY:**

1	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	11,22,475 Equity Shares which represent 25.00 % of the Post Offer Shareholding of TC.
2	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the steps which will be taken in accordance with the disclosures given in the LoF	<p>Post Offer Public Shareholding is 5,15,810 Equity Shares which represent 11.49 %.</p> <p>The Acquirers &amp; PAC have undertaken to comply with Regulation 7 (4) of the SEBI (SAST) Regulations. The public shareholding in the Target Company will be enhanced, in such manner and within such time period specified in the SCRR, so that the Target Company complies with the requirement of Minimum Public Shareholding.</p>

**M. OTHER RELEVANT INFORMATION, IF ANY:** NoneFor **Keynote Corporate Services Limited****Uday S. Patil****Director – Investment Banking****Place:** Mumbai**Date:** July 12, 2018