

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 13(4) AND 15(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

KAYCEE INDUSTRIES LIMITED

(Corporate Identification Number: L70102MH1942PLC006482)
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OPEN OFFER ("THE OFFER") FOR ACQUISITION OF UPTO 16,503 (SIXTEEN THOUSAND FIVE HUNDRED AND THREE) EQUITY SHARES OF ₹ 100 EACH CONSTITUTING 26% OF EQUITY SHARE & VOTING CAPITAL ("OPEN OFFER SHARES") OF KAYCEE INDUSTRIES LIMITED ("THE TARGET COMPANY") FROM THE SHAREHOLDERS IN CASH AT A PRICE OF ₹3,475/- PER EQUITY SHARE ("OFFER PRICE") BY SALZER ELECTRONICS LIMITED ("ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH REGULATION 3(1) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AS AMENDED ("THE SEBI (SAST) REGULATIONS").

This Detailed Public Statement ("DPS") is being issued by Systematix Corporate Services Limited ("Manager to the Offer") for and on behalf of the Acquirer, pursuant to and in compliance with Regulations 3(1) and 4 read with Regulation 13(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") and pursuant to the Public Announcement dated May 24, 2019 ("PA") in relation to this Offer, filed with the BSE Limited, Mumbai ("BSE") and subsequently filed with Securities and Exchange Board of India ("SEBI") and sent to the Target Company at its registered office in terms of Regulation 14(2) of the SEBI (SAST) Regulations.

DEFINITIONS

- "Equity Shares" means the fully paid up equity shares of the Target Company of face value of ₹100/- (Rupees One Hundred Only) each.
- "Equity Share & Voting Capital" means total voting equity share capital of the Target Company consisting of 63,470 Equity Shares of ₹100/- each. Each Equity Share confers to one voting rights in the Target Company.
- "Offer Period" means the period between the date on which the SPA was executed and the date on which the payment of consideration to the eligible shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
- "Shareholders" means the public shareholders of the Target Company excluding parties to the SPA (defined below) and the persons deemed to be acting in concert with the parties to the SPA.
- "Seller" means the 2015 Grover Family Trust (acting through its trustee Universal Trustees Private Limited).
- "SPA" means the share purchase and transfer of control agreement dated Friday, May 24, 2019 executed between Seller, Mrs. Raju Grover and Ms. Aarti Grover (Collectively referred to as "Exiting Promoters"), the Acquirer, and the Target Company whereby 45,899 (Forty-Five Thousand Eight Hundred and Ninety-Nine) Equity Shares ("SPA Shares") at a price of Rs. 3,475.00 (Rupees Three Thousand Four Hundred and Seventy-Five only) per Equity Share (the "Negotiated Price") aggregating to Rs. 15,94,99,025 (Rupees Fifteen Crore Ninety-Four Lakh Ninety-Nine Thousand and Twenty-Five only) and control of the Target Company have been agreed to be acquired by the Acquirer.

ACQUIRER, SELLER, TARGET COMPANY AND OFFER

A. INFORMATION ABOUT THE ACQUIRER (SALZER ELECTRONICS LIMITED)

- Salzer Electronics Limited is a public limited company which was incorporated on January 08, 1985 bearing CIN L03210TZ1985PLC001535 under the Companies Act, 1956 in the State of Tamilnadu. The name of the Acquirer has not been changed since its inception.
- The registered office of the Acquirer is situated at Samichettipalayam, Jothipuram Post, Coimbatore - 641047, Tamilnadu, India.
- The Acquirer operates in four divisions namely Switchgear, Building Segment, Wires & Cables and Energy Management. The Acquirer has altogether 5 manufacturing facilities and all are situated at or around Coimbatore.
- The Acquirer is a part of Salzer Group of Companies.
- There is no person acting in concert with the Acquirer within the meaning of 2(1)(q)(1) of SEBI (SAST) Regulations.
- Mr. R. Doraiswamy - Managing Director and Mr. D. Rajesh Kumar - Joint Managing Director are the persons having the control over the Acquirer. Details of the key shareholders of the Acquirer as on March 31, 2019 is given below:

Category of shareholder	Total no. shares held	Shareholding as a % of total no. of shares
Individual		
D Vishnurangaswamy	7,54,500	4.72
Thilagam R	4,57,255	2.86
R Doraiswamy	3,13,428	1.96
D Rajesh Kumar	2,41,966	1.51
R Pappannmal	59,922	0.37
R Damodaraswamy	43,220	0.27
Samhitha Rajesh	13,000	0.08
Others		
Saradha Investments Limited	7,48,968	4.69
Quebec Information Services I Ltd	6,54,842	4.10
Srve Industries Limited	6,15,605	3.85
Salzer Exports Ltd	3,45,725	2.16
KR Health Care P Ltd	3,52,783	2.21
Salzer Securities Holdings Limited	1,01,007	0.63
Salzer Magnet Wires Ltd	10,30,000	6.44
Total	57,32,221	35.87

- The equity shares of the Acquirer are listed and traded on NSE and BSE. The equity shares of the Acquirer are frequently traded within the meaning of the SEBI (SAST) Regulations.
- As of the date of this DPS, except for Mr. R. Doraiswamy, Managing Director of the Acquirer, who holds two (2) Equity Shares in the Target Company for more than last three years, no other directors hold any Equity Shares in the Target Company. The transaction contemplated by the Acquirer in the SPA which has triggered this Offer, neither the Acquirer, nor any of its directors nor its key employees have any other interest in the Target Company except as disclosed in the SPA.
- The Acquirer has not been categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") or under any other regulations made under the SEBI Act.
- The key financial information of the Acquirer based on its audited financials as at and for the 12 (twelve) months period ended March 31, 2019, March 31, 2018 and March 31, 2017 are as follows:

(₹ Lakh except EPS)			
Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
	Audited	Audited	Audited
Total Income (incl. Other Income)	56,047.32	44,587.38	39,042.24
Net Profit After Tax	2,395.73	2,001.65	1,734.22
Earnings per Share: Basic	15.21	13.82	12.53
Earnings per Share: Diluted	15.10	13.45	12.11
Networth / Shareholder Funds	28,717.83	27,060.09	23,225.36

- Source: BSE
- The Acquirer undertakes that if it acquires any Equity Shares of the Target Company during the Offer Period, the Acquire shall inform to the Stock Exchange and the Target Company within 24 hours of such acquisitions and further the acquirer will not acquire any Equity Shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period ("TP") and until the closure of the TP in accordance with Regulation 18(6) of SEBI (SAST) Regulations.

13. Acquirer undertakes not to sell the equity shares of the Target Company held by it during the "Offer Period" in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

14. All Open Offer Shares that are validly tendered and accepted in the Offer shall be solely subscribed by the Acquirer.

B. INFORMATION ABOUT THE SELLER (2015 GROVER FAMILY TRUST)

- 2015 Grover Family Trust ("Trust" or "Seller") is an unregistered trust under Indian Trust Act, 1882.
- The Trust has been set up pursuant to a trust deed dated May 20, 2015.
- Universal Trustees Private Limited ("UTPL" or "Trustee"), a private limited company is acting as the Trustee of 2015 Grover Family Trust.
- The office of the Trust is located at A/902 Marathon Futorex, N.M. Joshi Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India.
- The Trust is the sole promoter of the Target Company in terms of the shareholding pattern filed by the Target Company with BSE as at March 31, 2019.
- As on the date of this Draft Letter of Offer, the Trust (acting through the Trustee) holds 45,899 Equity Shares constituting 72.32% of the Equity Share and Voting Capital of the Target Company.
- The Trust has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under section 11B of the SEBI Act or under any regulations made under the SEBI Act.
- The Sale Shares held by the Trust are in dematerialised form.

C. BACKGROUND OF THE TARGET COMPANY (KAYCEE INDUSTRIES LIMITED)

- Kaycee Industries Limited was incorporated as a 'public limited company' by the Registrar of Joint Stock Companies of Punjab, Lahore (now in Pakistan), on December 15, 1942, under the Indian Companies Act, 1913. Subsequently, pursuant to special resolution and an Order of the High Court dated July 2, 1948 (Judicature for the province of East Punjab at Simla) provisions of Memorandum of Association were altered with respect to transfer of the Registered Office from the province of East Punjab to the province of Bombay vide fresh certificate of incorporation from Registrar of Companies, Mumbai, on July 23, 1953. The CIN of the Target Company is L70102MH1942PLC006482.
- The Registered Office of the Target Company is situated at Old Kamani Chambers, 32-Ramjibhai Kamani Marg, Ballard Estate, Mumbai – 400 001, Maharashtra, India. Tel. No. +91-22-22613521; Fax. No. +91-22- 22616106; Email: complianceofficer@cms-kaycee.co.in; Web: www.kayceeiindustries.com. The Corporate Office of the Target Company is situated at 70 Lake Road, Bhandup (West), Mumbai 400 078, Maharashtra, India. Tel. No. +91-22-41259000; Fax. No. +91-22-41259001.
- The Target Company is mainly involved in manufacturing and trading of switchgears. Principal products are Rotary Switches, Rotary Cam Switches, Micro and Toggle Switches, Weather Tight Switches, Breaker Control Switches, Water Meters, Counters and Fuse Fittings.
- The manufacturing facilities of the Target Company are situated at Plot No F-25, Addl. Ambarnath Industrial Area, Anand Nagar, Ambarnath (East), Thane – 421 502, Maharashtra.
- The Equity Shares of the Target Company are currently listed on the BSE Ltd, Mumbai ("BSE") having a Scrip Code as 540084 and Symbol as KAYCEEI. The ISIN of Equity Shares of the Target Company is INE813G01015. The Equity Shares of the Target Company are currently not suspended from trading on BSE.
- As of the date of this DPS, there are no: (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants/ fully convertible debentures/ partially convertible debentures) issued by the Target Company.
- The key financial information of the Target Company based on its audited financials as at and for the 12 (twelve) months period ended March 31, 2019, March 31, 2018 and March 31, 2017 are as follows:

(₹ Lakh except EPS)			
Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
	Audited	Audited	Audited
Total Revenue (incl. Other Income)	2,655.47	2,516.93	2,453.74
Net Profit After Tax	135.19	113.49	64.16
EPS (Basic & Diluted)	213.00	178.81	101.16
Networth / Shareholder Funds	1,297.96	1,175.85	1,229.89

D. Details of the Offer

- This Offer is being made under Regulations 3(1) and 4 of the SEBI (SAST) Regulations to all the Public Shareholders of the Target Company.
- This Offer is being made by the Acquirer to acquire up to 16,503 (Sixteen Thousand Five Hundred and Three) Equity Shares ("Open Offer Shares") of the face value of ₹100/- each representing 26% of the fully Equity Share & Voting Capital of the Target Company at the "Offer Price" of ₹3,475/- (Rupees Three Thousand Four Hundred and Seventy-Five only) per Equity Share payable in "Cash", aggregating to a total consideration of approximately ₹5,73,47,925 (Rupees Five Crore Seventy-Three Lakh Forty-Seven Thousand Nine Hundred and Twenty-Five only) ("Offer Consideration") and subject to the terms and conditions set out in the DPS and the Letter of Offer ("LOF").
- The Offer is being made to all the Shareholders of the Target Company except the parties to the SPA. The Equity Shares of the Target Company under the Offer will be acquired by the Acquirer as fully paid-up, free from any lien, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights after offer declared thereon.
- The Offer is neither conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations nor it is a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. Also, there is no differential pricing in this Offer as all the Equity Shares of the Target Company are fully paid-up.
- As on the date of this DPS, to the best of the knowledge of the Acquirer, except as mentioned in paragraph VI of this DPS, there are no statutory approvals that are required by the Acquirer to complete this Offer. However, in case of any further statutory approvals are required by the Acquirer or become applicable at a later date prior to the completion of

- the Offer, this Offer shall be subject to such statutory approvals and the Acquirer shall make the necessary applications for such statutory approvals. In the event that such statutory approvals are refused for any reason outside the reasonable control of the Acquirer, the Acquirer shall have the right to withdraw this Offer in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) working days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to BSE, SEBI and the Target Company at its registered office.
- The Offer (assuming full acceptance to the Offer Size) will result in the minimum public shareholding ("MPS") to fall below 25% of Equity Share & Voting Capital of the Target Company in terms of Regulation 38 of the Listing Regulations read with Rule 19A(1) of the Securities Contracts (Regulations) Rules, 1957 ("SCRR"). If the MPS falls below 25% of the Equity Share & Voting Capital, the Acquirer will comply with the provisions of Regulation 7(4) of the SEBI (SAST) Regulations to maintain the MPS in accordance with the SCRR and the applicable laws.
- In terms of Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer does not currently have any intention to alienate, restructure, dispose of or otherwise encumber any assets of Target Company in the succeeding two years from the completion of this Offer, except in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company. Notwithstanding anything contained herein and except with the prior approval of the Shareholders of Target Company through a special resolution, passed by way of postal ballot, the Acquirer undertake that they will not restructure, sell, lease, dispose of or otherwise encumber any substantial assets of Target Company other than in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company.
- The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer and as on the date of this DPS. The Manager to the Offer further declares and undertakes that it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.

II. BACKGROUND TO THE OFFER

- This Offer is a mandatory open offer being made by the Acquirer in terms of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations pursuant to the execution of SPA to acquire in excess of 25% of the equity share capital of the Target Company and control over the Target Company.
- The SPA was executed on Friday, May 24, 2019, pursuant to execution of the SPA for acquisition of 45,899 ("Sale Shares") Equity Shares of the Target Company aggregating to 72.32% of the Equity Share & Voting Capital of the Target Company at a price of ₹3,475/- (Rupees Three Thousand Four Hundred and Seventy-Five only) per Equity Share for an overall consideration amount of ₹15,94,99,025/- (Rupees Fifteen Crore Ninety-Four Lakh Ninety-Nine Thousand and Twenty-Five only).
- In terms of Regulation 22(2) of the SEBI (SAST) Regulations the Acquirer has deposited in the Escrow Account, an amount equal to 100% of the Offer Consideration (assuming full acceptance), the Acquirer may, subject to fulfilment of statutory/regulatory conditions as mentioned in paragraph VI of this DPS, complete the acquisition of the Sale Shares, pursuant to the SPA during the offer period.
- Salient features of the Share Purchase Agreement (SPA):
 - The SPA sets forth the terms and conditions agreed between the existing promoters of the Target Company, the Acquirer, and the Target Company, and their respective rights and obligations.
 - The Exiting Promoters
 - shall not have any special rights in the Target Company through any formal or informal arrangements, in terms of the SEBI (LODR) Regulations
 - themselves and their Relatives shall resign from the Board of the Target Company and from any positions held by them in the Target Company; and
 - themselves and their nominees shall be removed as the authorized signatories of the Target Company including for the purpose of operating any bank accounts and nominees of the Incoming Promoter shall be appointed for the said purpose
 - In addition, consummation of the Underlying Transaction is subject to the fulfillment of the conditions precedent as specified under the SPA, including the following:
 - Receipt of approval of the income tax authorities in terms of the provisions of section 281 of the Income Tax Act, 1961, for sale of Secondary Sale Shares by the Seller
 - Target Company having received the consent of Saraswat Co-operative Bank Limited for the purpose of consummating the transactions contemplated herein including (i) transfer of control from the Exiting Promoters to the Acquirer; and (ii) change in directorship pursuant to the change of control;
 - the Acquirer having deposited in an escrow account an amount equal to 100% (one hundred percent) of the consideration payable under the Open Offer assuming full acceptance of the Open Offer, in terms of the Takeover Regulations;
 - Non-Compete Undertaking:
 - The Exiting Promoters have given a Non-compete undertaking to the Acquirer effective for a period of 5 years from the Closing Date (i.e. the date of closure of the Tendering Period of the Open Offer)
- The Acquirer shall achieve substantial acquisition of Equity Shares and voting capital, accompanied with effective management control over the Target Company after completion of the proposed Open Offer. The main object of this acquisition is to acquire substantial stake and management control of the Target Company in compliance with the SEBI (SAST) Regulations.
- The Acquirer intends to seek reconstitution of Board of Directors of the Target Company after successful completion of this Offer. However, no firm decision in this regard has been taken or proposed so far.
- The Acquirer may continue the existing line of business of the Target Company if members' approval is not obtained or may diversify business activities in future subject to prior approval/consent of the shareholders and subject to approval of the requisite statutory authorities. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the business place of Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer in the Target Company and the details of the acquisition are as follows:

Details	The Acquirer	
	No. of Equity Shares	% of Equity Share & Voting Capital
Particulars		
Shareholding as on the PA date	NIL	NIL
Shares acquired between the Public Announcement date and the DPS date	NIL	NIL
Shareholding as on the DPS date	NIL	NIL
Shareholding after completion of acquisitions under the SPA (based on Equity Share & Voting Capital)	45,899	72.32
Shares to be acquired in the Offer [assuming full acceptance]	16,503	26.00
Post Offer shareholding [assuming full acceptance] (On diluted basis, as on 10th working day after closing of Tendering Period)	62,402	98.32

IV. OFFER PRICE

- The Equity are of the Target Company are currently listed and traded on BSE. The Equity Shares of the Target Company are frequently traded on BSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- The annualized trading turnover of the Equity Shares of the Target Company on BSE based on trading volume during twelve calendar months preceding the month of PA (May 2018 to April 2019) is given below:

Name of the Stock Exchange	Total number of Equity Shares traded during twelve calendar months preceding the month of PA	Total Number of Listed Equity Shares on Stock Exchange	Trading Turnover (in terms of % to Total Listed Equity Shares)
BSE	56,013	63,470	88.25

Source: www.bseindia.com

- The Offer Price of ₹3,475/- (Rupees Three Thousand Four Hundred and Seventy-Five only) per Equity Share is justified in terms of Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations as it is higher of the following:

(a) Highest Negotiated Price per equity share for any acquisition under the Agreement (SPA) attracting the obligation to make the PA	₹ 3,475.00
(b) The volume-weighted average price paid or payable for acquisition during the 52 week immediately preceding the date of the PA	Not Applicable
(c) The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA	Not Applicable
(d) The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on BSE	₹ 3,168.54

- There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six weeks after the closure of TP at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose Equity Shares have been accepted in this Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- As on date of this DPS, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer will comply with all the provisions of the Regulation 18(5) of the SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done one working day prior to the date of commencement of the TP in accordance with Regulation 18(4) of the SEBI (SAST) Regulations and would be notified to the shareholders by way of another public announcement in the same newspapers where the DPS is appearing.

V. FINANCIAL ARRANGEMENTS

- The total fund requirement for the Offer (assuming full acceptance) is ₹ 5,73,47,925 (Rupees Five Crore Seventy-Three Lakh Forty-Seven Thousand Nine Hundred and Twenty-Five only).
- In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirer, the Manager to the Offer and IndusInd Bank Limited ("the Escrow Agent") have entered into an escrow agreement on May 24, 2019 (the "Escrow Agreement"). Pursuant to the Escrow Agreement, the Acquirer has opened an escrow account under the name and title of "Kaycee Industries Limited-Open Offer-Escrow Account" bearing account number 250556773836 with the Escrow Agent at its branch located at IndusInd Bank Ltd, Premises no. 61, Sonawala Building, Mumbai Samachar Marg, Fort, Mumbai – 400001.
- The Acquirer has deposited a sum of ₹5,73,48,000 (Rupees Five Crore Seventy Three Lakh Forty-Eight Thousand only) to the Cash Escrow Account on May 28, 2019 in accordance with the Regulation 17(3)(a) read with Regulation 22(2) of the SEBI (SAST) Regulations being more than 100% of the total fund obligation for the Offer.

- A lien has been marked on the said Cash Escrow Account in favour of the Manager to the Offer by the Escrow Agent. The Manager to the Offer has been solely authorised by the Acquirer to operate and realise the value of Cash Escrow Account in terms of the Regulation 17(5) of the SEBI (SAST) Regulations.
- The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of their networth. Swamy & Ravi, Chartered Accountants, (Membership no. 023783), having office at No.90, Co-operative "A" Colony, K.K. Pudur, Coimbatore 641 038; Tamilnadu. (Tel: +91-422-2446357; 4384536), has certified that the Acquirer has sufficient liquid network to meet the total financial obligations under the Offer vide their certificate dated May 28, 2019.
- Based on the networth of the Acquirer, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfil the Offer obligations.

VI. STATUTORY AND OTHER APPROVALS

- As of the date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required by the Acquirer to complete this Offer. However, in case of any statutory approvals being required by the Acquirer at a later date before the closure of the Tendering Period, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. In the event the statutory approvals (the grant or satisfaction of which are considered to be outside the reasonable control of the Acquirer) are not granted or satisfied, the Acquirer shall have the right to withdraw this Offer in terms of Regulation 23 of the SEBI (SAST) Regulations.
- All Public Shareholders of the Target Company who are either Non-Resident Indian (the "NRIs") and Overseas Corporate Bodies (the "OCBs") are subject to approval/exemption, if applicable, from the Reserve Bank of India ("RBI"). NRI and OCB holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to this Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, QFIs and FIs) had required any approvals (including from the RBI) in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding the Equity Shares, to tender the Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.
- The Acquirer, in terms of Regulation 23(1)(a) of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals are refused. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which the DPS is appeared.
- The Offer cannot be withdrawn by the Acquirer except the conditions as stipulated at Regulation 23(1) of the SEBI (SAST) Regulations.
- In case of delay in receipt of the above statutory approvals, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company whose Equity Shares have been accepted in the Offer, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

VII. TENTATIVE SCHEDULE OF ACTIVITIES

MAJOR ACTIVITIES	DATE & DAY*
Date of the Public Announcement (PA)	Friday, May 24, 2019
Date of the Detailed Public Statement (DPS)	Friday, May 31, 2019
Last date of filing Draft Letter of Offer (DLOF) with SEBI	Monday, June 10, 2019
Last date for a Competitive Bid / Offer Identified Date*	Monday, June 24, 2019
Date by which LOF to be posted to the equity shareholders of the Target Company	Wednesday, July 03, 2019
Last date for public announcement by the Independent Directors committee of the Target Company on the Offer	Monday, July 15, 2019
Last date for upward revision of the Offer Price or any increase in the Offer Size	Tuesday, July 16, 2019
Offer Opening Public Announcement (Pre-Offer PA)	Tuesday, July 16, 2019
Date of Opening of the Tendering Period (TP) / Offer	Wednesday, July 17, 2019
Date of Closure of the Tendering Period (TP) / Offer	Tuesday, July 30, 2019
Last date for communicating the rejection/acceptance; Completion of payment of consideration or refund to the shareholders	Monday, August 05, 2019
Date of releasing Post-Offer Public Announcement (Post-Offer PA)	Tuesday, August 13, 2019
Submission of Final Report by the Manager to the Offer with SEBI	Wednesday, August 21, 2019

*The Identified Date is only for the purpose of determining the Shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that all holders (registered or unregistered) of Equity Shares (except the parties to the SPA and persons deemed to be acting in concert with the parties to the SPA) are eligible to participate in the Offer any time before the Offer Closing Date.

#The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of relevant approvals from various regulatory authorities and may have to be revised accordingly

VIII. PROCEDURE FOR TENDERING THE SHARES IN THE OFFER

- All the Shareholders, holding the shares in dematerialized form are eligible to participate in this Offer at any time during the period from Offer Opening Date and Offer Closing Date ("Tendering Period") for this Offer. Please refer to Paragraph 8 below for details in relation to tendering of Offer Shares held in physical form.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Draft Letter of Offer, may also participate in this Offer.
- The Open Offer will be implemented by the Company through Stock Exchange Mechanism made available by BSE Limited ("BSE") in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by SEBI.
- BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.
- The Equity Shareholders will have to ensure that they keep a DP/Demat Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.
- The Acquirer has appointed Systematix Shares and Stocks (India) Limited as the "Buying Broker" for the Open Offer through whom the purchase and the settlement of the Open Offer shall be made during the Tendering Period. The contact details of the Buying Broker are as mentioned below:
Systematix Shares and Stocks (India) Limited
A/603-606, The Capital, Plot C-70,
G-Block, BKC, Bandra (East), Mumbai 400 051, India
Tel. No. +91-22-6704 8000; **Fax No.** +91-22-6704 8029;
Email: compliance@systematixgroup.in;
Contact Person: Mr. Rajkumar Gupta.
- All the shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock broker ("Selling Broker") during the normal trading hours of the secondary market during the TP. Upon placing the bid, the Selling Broker(s) shall provide the Transaction Registration Slip ("TRS") generated by the exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
- As per the provisions of Regulation 40(1) of the LODR Regulations and SEBI PR 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019. Accordingly, the Shareholders who are holding equity shares in physical form and are desirous of tendering their equity shares in the Offer can do so only after the equity shares are dematerialised. Such Shareholders are advised to approach any depository participant to have their equity shares dematerialised.
- If the Seller's broker is not a registered member of BSE, the Seller can place their bids through the Buying Broker subject to fulfillment of the account opening and other KYC requirements of the Buying Broker.

IX. Detailed procedure for tendering the shares in the offer will be available in the Letter of Offer ("LOF"). Kindly read it carefully before tendering Equity Shares in the Offer. Equity Shares once tendered in the Offer cannot be withdrawn by the Shareholders.

X. OTHER INFORMATION

- The Acquirer and its directors accept full responsibility for the obligations of the Acquirer as laid down in terms of the SEBI (SAST) Regulations and for the information contained in the Public Announcement and this DPS.
- In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
- In this DPS, all references to "Rs." or "INR" or "₹" are references to the Indian Rupee.
- Shareholders are also requested to read the recommendations of Independent Directors of the Target Company before tendering their Equity Shares in the Offer.
- The tentative schedule as mentioned at Section VII of this DPS may change if the Manager to the Offer does not receive final observations from SEBI within the time due to any reasons whatsoever.
- If the Offer gets delayed, the Manager to the Offer will release a revised schedule for the activities one working day prior to the revised TP alongwith details of the "Acceptance Date" and the "Settlement Date" for the Offer in the same newspapers in which this DPS is published.
- The Acquirer refrain to send the LOF to non-resident shareholders in accordance with Regulation 18(2) of the SEBI (SAST) Regulations since the local laws or regulations of any jurisdiction outside India may expose to them or to the Target Company to material risk of civil, regulatory or criminal liabilities in case the LOF is sent in its original form. However, non-resident can participate in the Offer even if LOF is not sent to them but they need to provide relevant tax-declarations as mentioned in the LOF.
- Pursuant to Regulation 12 of the Regulations, the Acquirer has appointed Systematix Corporate Services Limited as "Manager to