TURNAROUND

A SEBI Registered Category-I Merchant Banker

Post Open Offer Report under Regulation 27 (7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

POST OPEN OFFER REPORT

IN RESPECT OF OPEN OFFER MADE BY MR. PAWAN KUMAR MITTAL AND MRS. KIRAN MITTAL (HEREINAFTER COLLECTIVELY REFERRED TO AS "THE ACQUIRERS") TO ACQUIRE UP TO 816,400 EQUITY SHARES OF RS. 10 EACH ("OFFER SHARES") OF SHREE WORSTEX LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "SHREE") FROM THE SHAREHOLDERS OF THE TARGET COMPANY BY THE ACQUIRERS ("OPEN OFFER" OR "OFFER").

Capitalized terms used but not defined in this post offer report shall have the meanings assigned to such terms in the Letter of Offer dated March 21, 2017.

A. Names of the parties involved

1.	**Target Company (TC)**	Shree Worstex Limited
2.	**Acquirers**	Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal
3.	**Persons acting in concert with Acquirers (PAC(s))**	There are no 'Persons Acting in Concert' within the meaning of Regulation 2(1)(q)(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof ("SEBI (SAST) Regulations") in relation to this Open Offer
4.	**Manager to the Open Offer**	Turnaround Corporate Advisors Private Limited
5.	**Registrar to the Open Offer**	Skyline Financial Services Private Limited

B. Details of the offer

This Open Offer was made by the Acquirers to the Eligible Shareholders in compliance with Regulation 3(1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations for substantial acquisition of Equity Shares and voting rights, accompanied with a change in management control of the Target Company.

- **Whether conditional offer** : No
- **Whether voluntary offer** : No
- **Whether competing offer** : No

C. Activity Schedule

	Activity	Due dates as specified in the SAST Regulations#	Actual Dates
1.	Date of the Public Announcement (PA)	Saturday, October 01, 2016	Saturday, October 01, 2016
2.	Date of publication of the Detailed Public	Friday, October 07, 2016	Friday, October 07, 2016

	Statement (DPS)		
3.	Date of filing of Draft Letter of Offer (DLOF) with SEBI	Tuesday, October 18, 2016	Tuesday, October 18, 2016
4.	Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE)	Tuesday, October 18, 2016	Tuesday, October 18, 2016
5.	Date of receipt of SEBI comments	Friday, March 10, 2017	Friday, March 10, 2017
6.	Date of dispatch of Letter of Offer (LOF) to the shareholders ~~/ custodian in case of Depositary Receipts~~	Wednesday, March 22, 2017	Not Applicable
7.	Dates of price revisions / offer revisions (if any)	Thursday, March 23, 2017	Thursday, March 23, 2017
8.	Date of publication of recommendation by the independent directors of the TC	Friday, March 24, 2017	Friday, March 24, 2017
9.	Date of issuing the offer opening advertisement	Monday, March 27, 2017	Monday, March 27, 2017
10.	Date of commencement of the tendering period	Thursday, March 30, 2017	Thursday, March 30, 2017
11.	Date of expiry of the tendering period	Thursday, April 13, 2017	Thursday, April 13, 2017
12.	Date of making payments to shareholders / return of rejected shares	Friday, April 28, 2017	Monday, April 24, 2017##

#Revised Schedule
##Settlement Date for payment to the Shareholders who have tendered their Equity Shares in the Offer.

Note: There were no delays on part of the Acquirers beyond the due dates specified in the SEBI (SAST) Regulations.

D. Details of the payment consideration in the Open Offer

(Value in Rs. Lakhs, except where mentioned)

Sl. No.	Item	Details
1.	**Offer Price** for fully paid shares of TC (In Rupees)	Rs. 11.50 per Equity Share
2.	**Offer Price** for partly paid shares of TC, if any	Not Applicable
3.	**Offer Size** (no. of shares x offer price per share)	Rs. 93.89 Lakh
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:**	
a.	**Details of offered security** • Nature of the security (shares or debt or convertibles) • Name of the company whose securities have been offered • Salient features of the security	Not Applicable

b.	**Swap Ratio** (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

1. Name of the Stock Exchange where the shares of TC have been most frequently traded during 12 calendar months period prior to PA, and the volume of trading relative to the total outstanding shares of the TC

The Equity Shares of the Target Company are listed on MSEI. The Company was also listed on DSE. However, SEBI vide its Order No. WTM/PS/45/MRD/DSA/NOV/2014 dated November 19, 2014 had withdrawn the recognition granted to DSE. Hence, as on date of this LOF, the Target Company is listed exclusively on MSEI. The total trading turnover in the Equity Shares of the Target Company on MSEI based on trading volume during the twelve calendar months prior to the month of PA (i.e. from October 01, 2015 to September 30, 2016) is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the Twelve months prior to the month of PA	Total No. of Equity Shares listed	Total Trading Turnover (as % of total Equity Shares listed)
MSEI	Nil	11,40,000	Nil

2. Details of Market Price of the shares of Target Company on MSEI:

Sl. No.	Particulars	Date	Opening Price (Rs. per share)	Closing Price (Rs. per share)
1.	1 trading day prior to the PA date	Friday, September 30, 2016	Not Traded	Not Traded
2.	On the date of PA	Saturday, October 01, 2016	Trading Holiday	Trading Holiday
3.	On the date of commencement of the tendering period.	Thursday, March 30, 2017	Not Traded	Not Traded
4.	On the date of expiry of the tendering period	Thursday, April 13, 2017	Not Traded	Not Traded
5.	10 working days after the last date of the tendering period.	Friday, April 28, 2017	Not Traded	Not Traded
6.	Average market price during the tendering period (viz. *Average of the volume weighted market prices for all the days)*	Thursday, March 30, 2017 to Thursday, April 13, 2017	Not Traded	Not Traded

3. The details of market prices of the TC, if traded, on the following dates specified by SEBI in para 9. of its Observation Letter no. SEBI/HO/CFD/DCR1/OW/P/2017/0000005406/1 dated March 10, 2017 are as under:

Sl. No.	Particulars	Date	Opening Price (Rs. per share)	Closing Price (Rs. per share)
1.	As on the date of Public Announcement	Saturday, October 01, 2016	Trading Holiday	Trading Holiday
2.	As on the date of Detailed Public Statement	Friday, October 07, 2016	Not Traded	Not Traded
3.	As on Offer Opening date	Thursday, March 30, 2017	Not Traded	Not Traded
4.	As on Offer closing date	Thursday, April 13, 2017	Not Traded	Not Traded
5.	The average of the weekly high and low of the closing prices of the shares during the period from the date of PA till closure of the offer	Saturday, October 01, 2016 to Thursday, April 13, 2017	Not Traded	Not Traded

F. Details of escrow arrangements

1. Details of creation of Escrow account, as under

	Date(s) of creation	Amount (Rs 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	Saturday, October 01, 2016	24.00	Cash

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

i. Name of the Scheduled Commercial Bank where cash is deposited: **ICICI Bank Limited through its branch situated at Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400020**

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

Release of escrow account		
	Date	Amount (Rs Lakhs)
Purpose		
Transfer to Special Escrow Account, if any	Wednesday, April 19, 2017#	14.38#
Amount released to Acquirers		

• Upon withdrawal of Offer • Any other purpose (to be clearly specified)* • Other entities on forfeiture	Not Applicable	Not Applicable

*Apart from closure

 # From the Special Account, the sum of Rs. 14.38 Lakh was transferred to Buying Broker pool account on April 20, 2017 for payment to the shareholders who have tendered their Equity Shares in the Open Offer.

3. For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, the details are as under:

For Bank Guarantee

Name of Bank	Amount of Bank Guarantee	Date of creation/ revalidation of guarantee	Validity period of Bank Guarantee	Date of Release if applicable	Purpose of release
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 the open offer

Shares 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)-(E)	Reasons
A.	B.	C.	D.	E.	F.	G.	H.	I.
816,400	26.00%	125,000	3.98%	0.15	125,000	3.98%	Nil	Nil

 # i.e 3,140,000 Equity Shares of Rs. 10 each which is inclusive of 20,00,000 Equity Shares allotted to the Acquirers on April 11, 2017.

H. Payment of Consideration

Due date for paying	Actual date of payment of	Reasons for delay beyond

consideration to shareholders whose shares have been accepted	consideration	the due date
Friday, April 28, 2017	Monday, April 24, 2017#	Not Applicable

#Settlement Date for payment to the Shareholders who have tendered their Equity Shares in the Offer.

- Details of special escrow account where it has been created for the purpose of payment to shareholders: **The Special Account was opened with ICICI Bank Limited. On April 19, 2017, a sum of Rs. 14.38 Lakh was transferred from Escrow Account to Special Account (equivalent to 100% of consideration to be paid to the Shareholders who have their Equity Shares in the Open Offer). From the Special Account, the sum of Rs. 14.38 Lakh was transferred to Buying Broker pool account on April 20, 2017 for payment to the shareholders who have tendered their Equity Shares in the Open Offer.**

- Name of the concerned Bank: **ICICI Bank Limited**

- Details of the manner in which consideration (where consideration has been paid in cash), has been paid to shareholders whose shares have been accepted are as under:

Mode of paying the Consideration	No. of Shareholders	Amount of Consideration (Rs lakhs)
Physical mode	Not Applicable	Not Applicable
Electronic mode (Through Stock Exchange Mechanism	3	14.38

I. Pre and post offer shareholding of the Acquirers in TC

Sl. No.	Shareholding of Acquirers	No of shares	% of total share capital of TC as on closure of tendering period
1.	Shareholding before PA	86,900	2.77%
2.	Shares acquired by way of an agreement, if applicable	Not Applicable	Not Applicable
3.	Shares acquired after the PA but before 3 business days prior to commencement of tendering period. -Through market purchases -Through negotiated deals/ off market deals	Nil	Nil
4.	Shares acquired in the open offer	125,000	3.98%
5.	Shares acquired during exempted 21-day period after offer (if applicable)	Not Applicable	Not Applicable
6.	Post - offer shareholding	2,211,900#	70.44%#

 # Inclusive of 2,000,000 Equity Shares acquired by the Acquires through Preferential Allotment on April 11, 2017.

J. Further details regarding the acquisitions mentioned at points 3, 4 & 5 of the above table are as under:

1	Name(s) of the entity who acquired the shares	Mr. Pawan Kumar Mittal and has acquired 1,25,000 Equity Shares from Open Offer. Besides this, Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal have also acquired 20,00,000 Equity Shares through Preferential Allotment on April 11, 2017.
2	Whether disclosure about the above entity(s) was given in the LOF as either Acquirers or PAC.	Yes, as the Acquirers
3	No of shares acquired per entity	**Pawan Kumar Mittal:** 1,000,000 Equity Shares through Preferential Allotment 125,000 Equity Shares through Open Offer **Kiran Mittal:** 1,000,000 Equity Shares through Preferential Allotment
4	Purchase price per share	Rs. 10 per Equity Share for Preferential Allotment Rs. 11.50 per Equity Share for Open Offer
5	Mode of acquisition	Preferential Allotment and Open Offer
6	Date of acquisition	Preferential Allotment: April 11, 2017 Open Offer: April 24, 2017 (settlement date)
7	Name of the Seller in case identifiable	Not Applicable since Acquisition is through Preferential Allotment and Open Offer.

K. Pre and post offer Shareholding Pattern of the Target Company:

	Class of entities	Shareholding in the TC			
		Pre-Offer		Post Offer (actual)	
		No.	%#	No.	%#
1.	Acquirers	86,900	2.77%	2,211,900	70.44%
2.	Erstwhile Promoters (persons who cease to be	76,500	2.44%	76,500	2.44%

	promoters pursuant to the Offer)				
3.	Continuing Promoters	-	-	-	-
4.	Sellers if not in 1 and 2	-	-	-	-
5.	Other Public Shareholders	976,600	31.10%	851,600	27.12%

***As a percentage of Expanded paid up capital of the Target Company after taking into account of preferential allotment of 2,000,000 Equity shares by the Board of Directors at their meeting held on April 11, 2017.*

L. Details of Public Shareholding in the Target Company:

Sl. No.	Particular	No of shares	% of total share capital of TC
1.	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	785,000	25.00%
2.	Indicate the actual public shareholding ~~and if it has fallen below the minimum public shareholding limit, delineate the further steps which will taken in accordance with the disclosures given in the LOF~~.	928,100#	29.56%#

#Including 76500 Equity Shares held by current Promoter Group of the Target Company which shall be classified as Public Shareholders subject to the Compliance of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal (Jointly referred to as "**the Acquirers**") have also initiated an Open Offer for acquisition of substantial shareholding and management control of M/s Rita Finance And Leasing Limited (Formerly known as M/s Rita Holdings Limited) ["**Rita**"], one of the entities under the current Promoter Group of the Target Company, in terms of SEBI (SAST) Regulations. The Public Announcement for the Open Offer of Rita was issued by Turnaround Corporate Advisors Private Limited on behalf of the Acquirers on December 15, 2016.

In the event of successful completion of the Open Offer of Rita by the Acquirers, Rita will continue to be one of the Promoters of the Target Company in terms of Regulation 2(zb)(iv) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. In that Scenario, shareholding of Rita (44,400 Equity Shares) in the Target Company will be classified as Promoter Group and public shareholding in the Target Company will be reduced by the shareholdings of Rita. Even, if the Rita is categorized under Promoter group, Public Shareholdings of the Target Company will not fall below the minimum public shareholdings of 25%.

M. Other relevant information, if any: Nil

For **Turnaround Corporate Advisors Private Limited,**

Turnaround Corporate Advisors Private Limited * New Delhi *

(HEEMADRI MUKEJEA)
Managing Director
Date: May 04, 2017
Place: New Delhi