POST OPEN OFFER REPORT

In Respect of Open Offer to acquire 14,26,300 Equity Shares of Nylofils India Limited made by Mr. Raghuveer Sakuru ('Acquirer 1') and Mrs. Anita Sakuru ('Acquirer 2') (hereinafter collectively referred to as 'Acquirers')

A. NAMES OF THE PARTIES INVOLVED:

1) Name of the Target Company (TC)	:	Nylofils India Limited
2) Name of Acquirers	:	1) Mr. Raghuveer Sakuru ('Acquirer 1'); and 2) Mrs. Anita Sakuru ('Acquirer 2')
3) Persons Acting in Concert with the Acquirers	:	None
4) Manager to the Open Offer	:	Mark Corporate Advisors Private Limited
5) Registrar to the Open Offer	:	System Support Services

B. DETAILS OF THE OFFER:

This Offer is made in terms of Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto **[SEBI (SAST) Regulations]**.

C. ACTIVITY SCHEDULE:

Sr. No.	Activity	Due dates as specified in the SEBI (SAST) Regulations	Actual Dates
1)	Date of Public Announcement (PA)	Wednesday, May 27, 2015	Wednesday, May 27, 2015
2)	Date of publication of Detailed Public Statement (DPS)	Wednesday, June 03, 2015	Wednesday, June 03, 2015
3)	Date of filing of Draft Letter of Offer (DLoF) with SEBI	Wednesday, June 10, 2015	Wednesday, June 10, 2015
4)	Date of sending a copy of the Draft LoF to the TC and concerned Stock Exchange(s)	Wednesday, June 10, 2015	Wednesday, June 10, 2015
5)	Date of receipt of SEBI comments	Wednesday, July 01, 2015	Wednesday, August 26, 2015
6)	Date of dispatch of LoF to the shareholders / custodian in case of Depository Receipts	Friday, September 04, 2015	Friday, September 04, 2015
7)	Date of Price revisions / Offer revisions (if any)	Tuesday, September 08, 2015	Tuesday, September 08, 2015
8)	Date of publication of recommendation by the independent directors of the Target Company	Wednesday, September 09, 2015	Wednesday, September 09, 2015
9)	Date of issuing the Offer opening Advertisement	Thursday, September 10, 2015	Thursday, September 10, 2015
10)	Date of commencement of the Tendering Period	Friday, September 11, 2015	Friday, September 11, 2015
11)	Date of expiry of the Tendering Period	Monday, September 28, 2015	Monday, September 28, 2015
12)	Date of making payments to shareholders / return of rejected shares	Tuesday, October 13, 2015	Saturday, October 10, 2015

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

Sr. No.	Item	Details
1)	Offer Price for fully paid shares of TC (₹ per share)	₹3.60 (Rupees Three and Paise Sixty only) per fully paid-up Equity Share
2)	Offer Price for partly paid shares of TC, if any	Nil
3)	Offer Size (No. of shares x offer price per share)	₹51,34,680*
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)	**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	-
b)	**Swap Ratio** (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)	-

* *Assuming full acceptance in the Offer*.

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 Target Company. The details are as under:

Name of the 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 Limited	100	54,85,500	Negligible

The Equity Shares of the Target Company is listed on BSE Limited, Mumbai ('BSE') and Ahmedabad Stock Exchange Limited, Ahmedabad ('ASE'). However, it is infrequently traded.

2) Details of Market Price of the shares of TC on the aforesaid Stock Exchange in the following format:

Sr. No.	Particulars	Date	₹ Per Share*
1)	1 trading day prior to the PA date	May 26, 2015	Not Traded
2)	On the date of PA	May 27, 2015	Not Traded
3)	On the date of commencement of the tendering period	September 11, 2015	Not Traded
4)	On the date of expiry of the tendering period	September 28, 20015	Not Traded
5)	10 working days after the last date of the tendering period	October 13, 2015	Not Traded
6)	Average market price during the tendering period (*viz. Average of the volume weighted market prices for all the days)*	September 11, 2015 to September 28, 20015	Not Traded

* *Closing Price*
(*Source: www.bseindia.com*)

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	May 30, 2015	₹25.00 Lakhs	Cash Deposit

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:

Deposit of ₹25,00,000 (Rupees Twenty Five Lacs only) in cash with IndusInd Bank Limited, Fort Branch.

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 (₹)**
Transfer to Special Escrow Account, if any	October 06, 2015	₹37,500
Amount released to Acquirer • Upon withdrawal of Offer • Any other purpose (to be clearly specified) • Other entities on forfeiture	Not Applicable	NIL

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 THE OPEN OFFER:

Shares proposed to be acquired		Shares tendered		Response level (No of times)	Shares Accepted		Shares rejected	
No	% to Voting Capital	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)
14,26,300	28.31%	10,400	0.73	0.01	10,400	100%	Nil	Not Applicable

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
October 13, 2015	October 08, 2015 and October 10, 2015	Not Applicable

- **Details of Special Escrow Account where it has been created for the purpose of payment to shareholders:** Special Account titled "NIL-OPEN OFFER-SPECIAL RUPEE ACCOUNT" bearing Account No. 201000018181 was opened with IndusInd Bank Limited, Fort Branch, Mumbai.

- 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 (₹)
Physical Mode	16	37,440
Electronic Mode (ECS/ NEFT/RTGS/Direct Transfer, etc.)	Nil	Nil

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

Sr. No.	Shareholding of Acquirers	No of shares	% of Voting Capital of TC as on closure of tendering period
1.	Shareholding before PA	Nil	Not Applicable
2.	Shares acquired by way of an Agreement, if any.	23,09,255	45.84%
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	 Not Applicable Not Applicable
4.	Shares acquired in the Open Offer	10,400	0.21%
5.	Shares acquired during exempted 21-day period after offer (if applicable)	Not Applicable	Not Applicable
6.	Post-Offer Shareholding	23,19,655	46.05%

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

1.	Name(s) of the entity who acquired the shares	N. A.
2.	Whether disclosure about the above entity(s) was given in the LoF as either Acquirer or PAC	N. A.
3.	No of shares acquired per entity	N. A.
4.	Purchase price per share	N. A.
5.	Mode of acquisition	N. A.
6.	Date of acquisition	N. A.
7.	Name of the Seller in case identifiable	N. A.

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

Sr. No.	Class of Entities	Shareholding in a TC			
		Pre-Offer		Post Offer	
		No.	%	No.	%
1.	• Acquirer 1 • Acquirer 2	Nil	Not Applicable	23,19,655	46.05%
2.	Erstwhile Promoters (persons who cease to be Promoters pursuant to the Offer)	23,09,255	45.84%	Not Applicable	Not Applicable
3.	Continuing Promoters (Promoter Group)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4.	Sellers if not in 1 and 2	Not Applicable	Not Applicable	Not Applicable	Not Applicable
5.	Other Public Shareholders	27,28,114	54.16%	27,17,714	53.95%
	TOTAL	**50,37,369**	**100.00%**	**50,37,369**	**100.00%**

L. DETAILS OF PUBLIC SHAREHOLDING IN TARGET COMPANY:

Sr. No	Particulars	Number of Shares	% of Voting Capital
1.	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	12,59,342	25.00%
2.	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the steps which will taken in accordance with the disclosures given in the LOO	27,17,714	53.95%

M. OTHER RELEVANT INFORMATION, IF ANY: None.

For **Mark Corporate Advisors Private Limited**

Manish Gaur
Asst. Vice-President

Place: Mumbai

Date: October 19, 2015