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

POST OPEN OFFER REPORT

IN RESPECT OF OPEN OFFER MADE BY KRISHIRAJ TRADING LIMITED (“KTL” / “ACQUIRER”) ALONG WITH WELSPUN MERCANTILE LIMITED (“WML” / “PAC 1”) AND WELSPUN WINTEX LIMITED (“WWL” / “PAC 2”), (COLLECTIVELY PAC 1 AND PAC 2, REFERRED TO AS “PERSONS ACTING IN CONCERT” / “PAC”) TO ACQUIRE SHARES OF WELSPUN INVESTMENTS AND COMMERCIALS LIMITED (“TARGET COMPANY”/ “WICL”/ “TC”)

A. Names of the parties involved

1.	Target Company (TC)	Welspun Investments and Commercials Limited
2.	Acquirer	Krishiraj Trading Limited
3.	Persons acting in concert with Acquirers (PAC)	Welspun Mercantile Limited (PAC 1) and Welspun Wintex Limited (PAC 2)
4.	Manager to the Open Offer	Prime Securities Limited
5.	Registrar to the Open Offer	Link Intime India Private Limited

B. Details of the offer: Offer made in compliance with Regulation 3(2) of SEBI (SAST) Regulations

- **Whether conditional offer: Not Applicable**
- **Whether voluntary offer: Not Applicable**
- **Whether competing offer: Not Applicable**

C. Activity Schedule

Sl. No	Activity	Due dates as specified in the SAST Regulations	Actual Dates **
1.	Date of the public announcement (PA)	Tuesday, September 18, 2012	Tuesday, September 18, 2012
2.	Date of publication of the Detailed Public Statement (DPS)	Wednesday, September 26, 2012	Wednesday, September 26, 2012
3.	Date of filing of draft letter of offer (LOF) with SEBI	Wednesday, October 03, 2012	Wednesday, October 03, 2012
4.	Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE)	Wednesday, October 03, 2012	Wednesday, October 03, 2012
5.	Date of receipt of SEBI comments	Monday, November 19, 2012*	Monday, November 19, 2012
6.	Date of dispatch of LOF to the shareholders ~~/ custodian in case of~~	Thursday, November 29, 2012	Thursday, November 29, 2012

	~~Depositary Receipts~~		
7.	Dates of price revisions / offer revisions (if any)	Not Applicable	Not Applicable
8.	Date of publication of recommendation by the independent directors of the TC	Monday, December 03, 2012	Monday, December 03, 2012
9.	Date of issuing the offer opening advertisement	Wednesday, December 05, 2012	Wednesday, December 05, 2012
10.	Date of commencement of the tendering period	Thursday, December 06, 2012	Thursday, December 06, 2012
11.	Date of expiry of the tendering period	Wednesday, December 19, 2012	Wednesday, December 19, 2012
12.	Date of making payments to shareholders / return of rejected shares	Thursday, January 03, 2013	Monday, December 31, 2012

** At the time of filing of Draft Letter of Offer the date of receipt of SEBI comments was Thursday, October 25, 2012.*
*** Note: There were no delays beyond the due dates specified in the SAST Regulations, 2011.*

D. Details of the payment consideration in the open offer

(Value in Rs Lakhs)

Sl. No.	Item	Details
1.	**Offer Price** for fully paid shares of TC (Rs. per share)	Rs 20 per equity share
2.	**Offer Price** for partly paid shares of TC, if any	Not Applicable
3.	**Offer Size** (9,50,164 Equity Shares x Rs 20 per equity share)	Rs. 190.03 lakhs
4.	**Mode of payment of consideration**	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. The shares of TC have been frequently traded at National Stock Exchange of India Limited ("**NSE**") during 12 calendar months period prior to PA, and the volume of trading relative to the total outstanding weighted average equity shares of the TC was 10.30%.

2. Details of Market Price of the shares of TC on NSE:

Sl. No	Particulars	Date	Closing Price (Rs. per share)
1.	1 trading day prior to the PA date	Monday, September 17, 2012	20.00
2.	On the date of PA	Tuesday, September 18, 2012	21.05
3.	On the date of commencement of the tendering period.	Thursday, December 06, 2012	23.95
4.	On the date of expiry of the tendering period	Wednesday, December 19, 2012	27.90
5.	10 days after the last date of the tendering period.	Thursday, January 03, 2013	25.05
6.	Average market price during the tendering period (*viz. Average of the volume weighted market prices for all the days)*	December 6, 2012 to December 19, 2012	26.32

3. Further, as directed in the SEBI Observation letter vide no CFD/DCR/OW/25711/2012 dated November 19, 2012 please find below the details of market prices of the TC as traded on NSE and Bombay Stock Exchange Limited ("**BSE**") as under:

Trading Details on NSE:

Sl. No	Particulars	Date	Opening Price (Rs. per share)	Closing Price (Rs. per share)
1.	On the date of Public Announcement	Tuesday, September 18, 2012	21.50	21.05
2.	On the date of DPS	Wednesday, September 26, 2012	20.50	20.45
3.	On the date of commencement of the tendering period.	Thursday, December 06, 2012	24.20	23.95
4.	On the date of expiry of the tendering period	Wednesday, December 19, 2012	27.55	27.90
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 (Rs. per share)				22.18

Trading Details on BSE:

Sl. No	Particulars	Date	Opening Price (Rs. per share)	Closing Price (Rs. per share)
1.	On the date of Public Announcement	Tuesday, September 18, 2012	23.45	21.80
2.	On the date of DPS	Wednesday, September 26, 2012	22.40	20.55
3.	On the date of commencement of the tendering period.	Thursday, December 06, 2012	20.50	23.30
4.	On the date of expiry of the tendering period	Wednesday, December 19, 2012	27.70	27.80
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 (Rs. per share)				22.27

F. Details of escrow arrangements

1. Details of creation of Escrow account, as under

	Dates of creation	Amount (Rs Lakhs)	Form of escrow account
Escrow account	Thursday, September 20, 2012	-	-
Escrow account	Friday, September 21, 2012	55.00	Cash (Fixed Deposit)

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: Yes Bank Limited, Nehru Centre, 9th Floor, Discovery of India Bldg., Dr. Annie Besant Road, Worli, Mumbai – 400 018.

ii. The amount deposited in escrow account was released, as under

Release of escrow account		
Purpose	**Date**	**Amount (Rs Lakhs)**
Transfer to Special Escrow Account, for payment to shareholders whose shares were accepted in the Offer	Thursday, December 27, 2012	Rs. 14.77
Amount released to Acquirer • Upon withdrawal of Offer • Any other purpose (to be clearly specified)* • Other entities on forfeiture	NIL	NIL

**Apart from closure*

3. For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, the details are as under: **Not Applicable**

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) - (F)**	**Reasons**
A.	**B.**	**C.**	**D.**	**E.**	**F.**	**G.**	**H.**	**I.**
9,50,164	26%	74,284	7.82%	0.08x	73,856	99.42%	428	Rejections have been on account of transfer deeds being not attached, share certificates being those of companies other than TC and Form of acceptance being received without receipt of Shares in the Special Depository Account.

*** Note: All the shares of the Target Company are fully paid-up. There are no outstanding partly paid up shares, shares with differential voting rights, any other category, as 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
Thursday, January 03, 2013	Monday, December 31, 2012	Not Applicable

- Details of special escrow account where it has been created for the purpose of payment to shareholders are as under,

  – Special Escrow Account Number: 000180200003808
  – Date of transfer of funds from Escrow Account to Special Escrow Account: December 27, 2012
  – Amount Transferred from Escrow Account to Special Escrow Account: Rs 14.77 Lakhs
- Name of the concerned Bank: Yes Bank Limited, Nehru Centre, 9th Floor, Discovery of India Bldg., Dr. Annie Besant Road, Worli, Mumbai – 400 018.
- 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	33	0.04
Electronic mode (ECS/ direct transfer, etc.)	97	14.73
Total	**130**	**14.77**

I. Pre and post offer Shareholding of the Acquirer / PAC in TC

Sl. No	Shareholding of acquirer and PACs	No of shares	% of total share capital of TC as on closure of tendering period*
1.	Shareholding before PA	10,29,390	28.17%
2.	Shares acquired by way of an agreement, if applicable	NIL	NIL
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	• 7,88,295 • NIL	• 21.57% • NIL
4.	Shares acquired in the open offer	73,856	2.02%
5.	Shares acquired after the expiry of tendering period. - Through market purchases - Through negotiated deals/ off market deals	• NIL • NIL	• NIL • NIL
6.	Shares acquired during exempted 21 day period after offer (if applicable)	Not Applicable	Not Applicable
7.	Post - offer shareholding	18,91,541	51.76%

**Total share capital of TC as on closure of tendering period: 36,54,476 equity shares*

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

1.	Name of the entity who acquired the shares	Krishiraj Trading Limited
2.	Whether disclosure about the above entity was given in the LOF as either Acquirer or PAC.	Yes as Acquirer
3.	No of shares acquired	7,88,295
4.	Purchase price per share	Up to Rs. 20
5.	Mode of acquisition	Market Purchases
6.	Date of acquisition*	November 29, 2012 and November 30, 2012
7.	Name of the Seller in case identifiable	• For 4,90,316 shares – Dunearn Investments (Mauritius) Pte Ltd and Baytree Investments (Mauritius) Pte Ltd • For 2,97,979 shares – IFCI Ltd.

**No acquisition was made before 3 business days prior to commencement of tendering period till the expiry of tendering period. Further, no acquisition has been made post expiry of tendering period.*

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

		Shareholding in a TC			
	Class of entities	**Pre- offer**		**Post offer (Actuals)**	
		No.	**%**	**No.**	**%**
1.	Acquirers PACs	10,29,390	28.17%	18,91,541	51.76%
2.	Erstwhile Promoters (persons who cease to be promoters pursuant to the Offer)	Not Applicable			
3.	Continuing Promoters	7,17,002	19.62%	7,17,002	19.62%
4.	Sellers if not in 1 and 2	Not Applicable			
5.	Other Public Shareholders	19,08,084	52.21%	10,45,933	28.62%
	TOTAL	**36,54,476**	**100.00%**	**36,54,476**	**100.00%**

L. Details of Public Shareholding in TC

Sl. No	Particulars	No of Shares	% of Share Capital*
1.	Minimum public shareholding the TC is required to maintain for continuous listing	9,13,619 shares	25.00% of the total share capital
2.	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~~	10,45,933 shares	28.62% of the total share capital

**Total share capital of TC as on date 36,54,476 equity shares.*

M. Other relevant information, if any: Not Applicable

For ***Prime Securities Limited (Manager to the Offer),***

R.Ramachandran
Director – Corporate Finance

Date: January 8, 2013
Place: Mumbai