

KEYNOTE

Ref# YKM/TO/Let/Ps(01)

April 11, 2018

BSE Ltd.

Corporate Relation Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

- 4269

Dear Sir,

Reg: Open Offer to the Public Equity Shareholders of YKM Industries Limited ("YKM"/"Target Company") [Scrip Code: 531260]

We are pleased to inform you that our services have been retained by **Anil Jain ("Acquirer 1"); Dimple Jain ("Acquirer 2"); Ugam Devi Jain ("Acquirer 3") & Sherisha Technologies Private Limited ("Acquirer 4")** (collectively referred to as the "Acquirers") to act as Manager to the proposed open offer being made to the public equity shareholders of YKM Industries Limited in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**").

The Acquirers have entered into a **Share Purchase Agreement (SPA)** with Mr. Y Meera Reddy, Mr. YMR Prasoona and Mr. A. H. Kishor (being the sellers/promoter, entities belonging to promoter group).

The open offer is being made to acquire upto 11,67,374 Equity Shares of face value ₹ 10/- each constituting 26% of the paid up equity share capital of the Target Company at an offer price of ₹ 13/- ("**Offer Price**") per equity share aggregating to ₹ 1,51,75,862/- ("**Offer Size**") in cash, subject to terms and conditions mentioned in the Public Announcement ("**PA**") and the Detailed Public Statement ("**DPS**") and Letter of Offer ("**LOO**") proposed to be issued in accordance with SAST (SAST) Regulations.

We are enclosing herewith the Public Announcement issued on behalf of the Acquirers as required in terms of the Regulation 12(2) and 14(1) of SAST Regulations. We request you to take the same on record and do the needful.

Should you require any further information we shall be pleased to furnish the same.

Thanking you and assuring you of our best co-operation at all times.

Yours Sincerely,
For **KEYNOTE CORPORATE SERVICES LTD.**


Uday S. Patil
Director – Investment Banking

Encl : a/a


Keynote Corporate Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
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CIN-L67120MH1993PLC072407

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF
YKM INDUSTRIES LIMITED
UNDER REGULATIONS 3(1) & 4 READ WITH REGULATION 15(1) OF SECURITIES AND
EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)
REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO**

Open Offer for Acquisition of 11,67,374 fully paid up Equity Shares of face value ₹ 10/- each representing 26% of the paid up Equity Share Capital (“Voting Share Capital”) of YKM Industries Limited (the “Target Company”/ “YKM”) from the Public Equity Shareholders by Anil Jain (“Acquirer 1”); Dimple Jain (“Acquirer 2”); Ugam Devi Jain (“Acquirer 3”) & Sherisha Technologies Private Limited (“Acquirer 4”) (collectively referred to as the “Acquirers”).

This Public Announcement (“PA”) is being issued by Keynote Corporate Services Limited, the Manager to the Offer (“Manager”), for and on behalf of Acquirers, to the public share holders of the Target Company excluding the parties to the Share Purchase Agreement (“SPA” / “Agreement”), pursuant to and in compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations” / “Takeover Regulations”).

1. Offer Details

- 1.1. **Offer Size:** 11,67,374 equity shares of face value ₹ 10 each, representing 26% of the Paid Up Equity Share Capital of the Company.
- 1.2. **Offer Price/ Consideration:** The offer price is ₹ 13/- (Rupees Thirteen only) per fully paid up equity share (“Offer Price”) aggregating to ₹ 1,51,75,862/- (Rupees One Crore Fifty One Lakhs Seventy Five Thousand Eight Hundred and Sixty Two only), assuming full acceptance in the Open Offer.
- 1.3. **Mode of Payment:** The Offer Price is payable in cash, in accordance with the provision of regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer:** This is a Mandatory Open Offer triggered under Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

2. Transaction which has triggered the open offer obligations (Underlying Transaction)

On April 11, 2018, the Acquirer(s) signed a ‘Share Purchase Agreement’ with the Sellers (as defined herein below) of the Target Company to acquire 28,76,880 fully paid up Equity Shares of ₹ 10/- each at a price of ₹10 (Rupees Ten Only) per Equity Share representing 64.07% of the Paid up Share Capital of the Target Company along with acquisition of complete control and management of the Target Company.

Details of Underlying Transaction						
Type of Transaction	Mode of Transaction	Equity Shares or Voting Rights acquired/ proposed to be acquired		Total consideration for shares / Voting Rights (VR) acquired (₹)	Mode of Payment	Regulation which has triggered
		Number	% vis a vis total equity / voting capital			
Direct	Share Purchase Agreement dated April 11, 2018 between Acquirers and Sellers	28,76,880	64.07%	2,87,68,800	Cash	Regulation 3(1) and 4 of the SEBI (SAST) Regulations

3. Acquirer(s)/PAC

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4
Name of Acquirer(s)/PAC	Anil Jain	Dimple Jain	Ugam Devi Jain	Sherisha Technologies Private Limited
Address	151, Habibullah Road, T. Nagar, Chennai-600017	151, Habibullah Road, T. Nagar, Chennai-600017	151, Habibullah Road, T. Nagar, Chennai-600017	1/171, old Mahabalipuram road, Thiruporur-603110, Kanchipuram District
Name(s) of persons in control/promoters of acquirers/PAC where Acquirers/PAC are companies	N.A	N.A	N.A	Anil Jain & Tara Chand Jain
Name of the Group, if any, to which the Acquirer/PAC belongs to	Not Applicable			
Pre Transaction shareholding	Nil	Nil	Nil	Nil
• Number				
• % of total share capital				
Proposed shareholding after the acquisition of shares which triggered the Open Offer (Including Open Offer shares)*				
• Number	15,74,609	2,24,495	2,24,495	20,20,455
• % of total share capital	35.07%	5.00%	5.00%	45.00%
Total Post Transaction shareholding				
• Number	40,44,054			
• % of total share capital	90.07%			
Any other interest in the TC	None			

For the purpose of this offer there are no Person Acting in Concert (PAC) with the Acquirer

4. Details of selling shareholders, if applicable

Sr. No.	Name	Part of promoter group (Yes/No)	Details of shares/ voting rights held by the selling shareholders			
			Pre Transaction		Post Transaction	
			Number of shares	%	Number of shares	%
1.	Y Meera Reddy	Yes	24,16,460	53.82	Nil	Nil
2.	YMR Prasoona	Yes	3,31,610	7.39	Nil	Nil
3.	A. H. Kishor	Yes	1,28,810	2.87	Nil	Nil
	Total		28,76,880	64.07	Nil	Nil

5. Target Company

Name	YKM Industries Limited
Registered Office	4, Jayalakshmiapuram, First Street, Nungambakkam, Chennai, Tamil Nadu - 600034
Exchanges where listed	BSE Limited (Scrip Code - 531260)

6. Other details:

- 6.1. The details of the Open Offer would be published in the newspapers vide a Detailed Public Statement (“DPS”) on or before April 18, 2018 in compliance with Regulation 13(4) and Regulation 14(3) of the SEBI (SAST) Regulations, 2011.
- 6.2. The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet Open Offer obligations.
- 6.3. Completion of the Open Offer and the underlying transactions as envisaged under the SPA is subject to receipt of statutory approvals, if any, and satisfaction of the other conditions precedent set out in the DPS and the LoF.
- 6.4. This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.5. This Offer is not conditional upon any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations.
- 6.6. The Acquirers accept full responsibility for the information contained in the Public Announcement.

Manager to the offer

KEYNOTE

Keynote Corporate Services Limited

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Senapati Bapat Marg,

Dadar (West), Mumbai – 400028

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E-mail: mbd@keynoteindia.net

Contact Person: Ms. Pooja Sanghvi

Website: www.keynoteindia.net

SEBI Registration No.: INM 000003606

For and on behalf of Acquirers

			Sherisha Technologies Private Limited
Sd/- Anil Jain	Sd/- Simple Jain	Sd/- Ugam Devi Jain	Sd/- Anil Jain

Place: Chennai

Date: April 11, 2018