May 24, 2019
SCSL/19-20/009

BSE Limited (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai 400 001, India

National Stock Exchange of India Limited (NSE)
Exchange Plaza, C-1, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051, India

Dear Sir,

Sub: Open Offer to acquire upto 16,503 Equity Shares of ₹100/- each at a price of ₹3475/- per Equity Share of Kaycee Industries Limited ("the Target Company") representing 26% of its Equity Share & Voting Capital by the Acquirer under Regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011.

Ref: Submission of Public Announcement

Salzer Electronics Limited ("**Acquirer**"), a public limited company listed on NSE and BSE has announced an Open Offer for acquisition of upto **16,503** fully paid-up equity shares of ₹100/- each ("**Equity Shares**") from the public shareholders of Kaycee Industries Limited ("**Target Company**"), a public limited company listed on BSE, representing 26% of its Equity Share & Voting Capital, at a price of **₹3475/-** (Rupees Three Thousand Four Hundred and Seventy-Five) per Equity Share ("**Offer Price**") aggregating to total consideration of **₹5,73,47,925/-** (Rupees Five Crore Seventy-Three Lakh Forty-Seven Thousand Nine Hundred and Twenty-Five) payable in cash ("**Offer**").

The Offer is made pursuant to the Share Purchase Agreement dated May 24, 2019 ("**SPA**") entered into by the Acquirer, Existing Promoters of the Target Company and the Target Company in compliance with **Regulation 3(1) & 4** of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended **(the "SEBI (SAST) Regulations").**

We are pleased to inform you that we have been appointed as the "**Manager**" to the captioned Offer by the Acquirer and as required under Regulation 14(1) of the SEBI (SAST) Regulations, we are enclosing herewith a copy of public announcement dated May 24, 2019 **("Public Announcement" or "PA")** in relation to the Offer. Kindly read the PA for details of the Offer.

We request you to take this PA on your records and disseminate the same on your website at the earliest.

Thanking You,
Yours truly,
For Systematix Corporate Services Limited

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Amit Kumar
Sr. Vice President, Investment Banking

Encl: as above.

CC: Kaycee Industries Limited, Mumbai
Salzer Electronics Limited, Coimbatore

Systematix Corporate Services Ltd.
Registered Office : 206 - 207, Bansi Trade Centre, 581/5, M. G. Road, Indore - 452 001. Tel. : +91- 0731-4068253
Corporate Office : The Capital, A-Wing, No. 603 - 606, 6th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
Tel. : +91-22-3029 8000 / 6619 8000 Fax : +91-22-3029 8029 / 6619 8029
CIN : L91990MP1985PLC002969 Website : www.systematixgroup.in Email : secretarial@systematixgroup.in
SEBI Merchant Banking Registration No. : INM000004224

Public Announcement ("PA") under Regulation 15(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Kaycee Industries Limited

Corporate Identification Number ("CIN"): L70102MH1942PLC006482
Registered Office: Old Kamani Chambers, 32-Ramjibhai Kamani Marg, Ballard Estate, Mumbai 400 001, Maharashtra, India.
Tel. No. +91-22-41259072, **Fax:** +91-22-41259001; **Email:** complianceofficer@cms-kaycee.co.in,
Web: www.kayceeindustries.com

Open offer for acquisition of upto 16,503 (Sixteen Thousand Five Hundred and Three) fully paid up equity shares having a face value ₹ 100/- each ("Equity Share") of Kaycee Industries Limited ("Target Company") representing 26% (Twenty Six per cent) of the Equity Share & Voting Capital (as defined below) from the Shareholders (as defined below) of the Target Company by Salzer Electronics Limited ("Acquirer") with an intention to acquire control of the Target Company pursuant to and in compliance with Regulations 3(1) and 4 read with Regulations 13(1) and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI (SAST) Regulations" and reference to a particular "Regulation" shall mean the particular regulation of the SEBI (SAST) Regulations) (the "Open Offer").

This Public Announcement ("PA" or "Public Announcement") is being issued by Systematix Corporate Services Limited ("Manager to the Offer") for and on behalf of the Acquirer, to the Public Shareholders (as defined below) of the Target Company.

1. Definitions

1.1. **"Equity Shares"** means the fully paid up equity shares of the Target Company of face value of Rs.100.00 (Rupees Hundred) each.

1.2. **"Equity Share & Voting Capital"** means a total of 63,470 fully paid-up equity shares of Rs. 100 each carrying single voting rights each of the Target Company.

1.3. **"Open Offer Shares"** means 16,503 (Sixteen Thousand Five Hundred and Three) Equity Shares constituting 26% of the Equity Share & Voting Capital of the Target Company.

1.4. **"Public Shareholders"** means all the equity shareholders of the Target Company excluding existing Promoter & Promoter Group and the Acquirer.

1.5. **"SPA"** means the Share Purchase Agreement dated Friday, May 24, 2019 whereby 45,899 (Forty-Five Thousand Eight Hundred and Ninety-Nine) Equity Shares (**"SPA Shares"**) agreed to be acquired by the Acquirer at a price of Rs. 3475.00 (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) (**"SPA Consideration"**) from the current promoter of the Target Company .

2. Offer Details

2.1. **Offer Size (No. of Equity Shares):** The Offer is for acquisition of 16,503 (Sixteen Thousand Five Hundred and Three) Equity Shares constituting 26% of Equity Share & Voting Capital of the Target Company.

2.2. **Offer Price / Consideration (in Rs.):** The Equity Shares of the Target Company are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price is Rs. 3,475.00 (Rupees Three Thousand Four Hundred and Seventy-Five only) per Equity Share calculated in accordance with Regulation 8(1) of the SEBI (SAST) Regulations. The total funds required by the Acquirer for

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implementation of the Offer (assuming full acceptances) aggregates to Rs. 5,73,47,925 (Rupees Five Crore Seventy Three Lakh Forty-Seven Thousand Nine Hundred and Twenty-Five only) (**"Offer Consideration"**).

2.3. **Mode of payment (cash / security):** The Offer Price is payable in "Cash" in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

2.4. **Type of offer (Triggered offer, voluntary offer/ competing offer etc.):** This is a "**Triggered Offer**" under the Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

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

Details of underlying transaction						
Type of Transaction (Direct / Indirect)	**Mode of Transaction (Agreement / Allotment / Market Purchase)**	**Shares / Voting rights acquired / proposed to be acquired**		**Total Consideration for shares / Voting Rights (VR) acquired (Rs. in Lakh)**	**Mode of payment (Cash / Securities)**	**Regulation which has triggered**
		Number	**% vis-a-vis total Equity Share & Voting Capital***			
Direct Acquisition	Share Purchase Agreement# dated Friday, May 24, 2019 ("SPA")	45,899 Equity Shares (**"SPA Shares"**)	72.32%	Rs. 1,594.99 Lakh	Cash	Regulation 3(1) and 4 of the SEBI (SAST) Regulations

#For further details please refer "Details of Selling Shareholder" at para 5 of this Public Announcement.

4. Acquirer / PAC:

Details	**Acquirer**	**PAC**	**Total**
Name of Acquirer	Salzer Electronics Limited	-	1
Residential Address of the Acquirer	Samichettipalayam, Jothipuram Post, Coimbatore – 641047, Tamilnadu, India.	-	-
Name(s) of persons in control/promoters of Acquirer/ where Acquirer is company	Mr. R. Doraiswamy – Promoter and Managing Director Mr. D. Rajeshkumar – Promoter, Joint Managing Director & Chief Financial Officer	-	-
Name of the Group, if any, to which the Acquirer belongs to	The Acquirer belongs to Salzer Group of Companies	NA	-
Pre-Transaction shareholding - Number of Equity Shares - % of total share capital and total voting capital	0 0.00%	NA	**0** **0.00%**
Proposed shareholding after the acquisition of Equity Shares which triggered the Open Offer - Number of Equity Shares - % of total share capital and total voting capital	45,899 72.32%	NA	**45,899** **72.32%**

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Any other interest in the Target Company	No, Except as disclosed in the SPA	NA	-

5. Details of Selling Shareholders

Name of the Promoters / Sellers	Part of the Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the selling shareholder			
		Pre-Transaction		Post-Transaction	
		Number	%	Number	%
2015 Grover Family Trust (acting through its trustee Universal Trustees Private Limited)	Yes	45,899	72.32%	0	0.00
Total		**45,899**	**72.32%**	**0**	**0.00**

6. Details of the Target Company

6.1. **Name:** Kaycee Industries Limited

6.2. **CIN of the Target Company:** L70102MH1942PLC006482

6.3. **Registered Office:** The registered office of the Target Company is situated at Old Kamani Chambers, 32-Ramjibhai, Kamani Marg, Ballard Estate, Mumbai-400001, Maharashtra, India.

6.4. **Corporate Office:** The corporate office of the Target Company is situated at 70 Lake Road, Bhandup (West) Mumbai 400 078, Maharashtra, India.

6.5. **Exchange where Equity Shares of the Target Company is listed:** The Equity Shares of the Target Company are listed on BSE Limited, Mumbai, Maharashtra ("**BSE**") only with Security Code and Security ID as "504084" and "KAYCEEI" respectively. The Equity Shares of the Target Company are frequently traded on BSE in terms of the SEBI (SAST) Regulations. The ISIN of Equity Shares of the Target Company is INE813G01015.

7. Other details

7.1. The PA is made in compliance with Regulation 13(1) of the SEBI (SAST) Regulations.

7.2. The details of the Offer would be published in the newspapers vide a Detailed Public Statement ("**DPS**") on or before May 31, 2019 in compliance with Regulation 13(4) of the SEBI (SAST) Regulations.

7.3. The Acquirer is aware of and shall comply with the obligations under the SEBI (SAST) Regulations and have adequate financial resources to meet the Offer obligations.

7.4. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.

7.5. This PA is expected to be available on the websites of SEBI (www.sebi.gov.in) and BSE (www.bseindia.com).

7.6. The Acquirer is responsible for ensuring compliance with the SEBI (SAST) Regulations and the obligations as stated under the SEBI (SAST) Regulations. All information contained in this PA is true and correct.

SYSTEMATIX CORPORATE SERVICES LIMITED MUMBAI

Issued by Manager to the Offer on behalf of the Acquirer

SYSTEMATIX GROUP™ Investments Re-defined	***Systematix Corporate Services Limited*** ***SEBI Registration No. INM 000004224*** *The Capital, A-Wing, 6th Floor, No. 603-606,* *Plot No. C-70, G-Block, Bandra-Kurla Complex (BKC),* *Bandra (East), Mumbai 400 051, Maharashtra, India.* ***Telephone*** *+91-22-6704 8000;* ***Facsimile*** *+91-22-6704 8022* ***Email:*** *ecm@systematixgroup.in* ***Website:*** *www.systematixgroup.in* ***Contact Person:*** *Mr. Amit Kumar*

For and on behalf of the Acquirer

Sd/-
Authorised Signatory

Name: S. Baskarasubramanian
Designation: Director (Corporate Affairs) & Company Secretary
(DIN: 00003152 & FCS: 4605)

Place: Coimbatore
Date: May 24, 2019.

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