

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 THE OPEN OFFER (THE “OFFER”) MADE BY EFFEM HOLDINGS LIMITED (THE “ACQUIRER”) ALONG WITH MARS NEDERLAND BV, IN ITS CAPACITY AS THE PERSON ACTING IN CONCERT WITH THE ACQUIRER (THE “PAC”) FOR ACQUISITION OF UP TO 6,61,190 (SIX LAKH SIXTY ONE THOUSAND ONE HUNDRED AND NINETY) FULLY PAID-UP EQUITY SHARES WITH A FACE VALUE OF INR 10 (INDIAN RUPEES TEN) EACH, REPRESENTING APPROXIMATELY 25.77% (TWENTY FIVE POINT SEVENTY SEVEN PERCENT) OF THE TOTAL ISSUED AND FULLY PAID-UP EQUITY SHARE CAPITAL OF TASTY BITE EATABLES LIMITED (THE “TARGET COMPANY”) UNDER THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (THE “SEBI (SAST) REGULATIONS”)

Capitalized terms used but not defined herein shall have the meaning assigned to such terms in the Letter of Offer dated November 07, 2017.

A. Names of the parties involved

1.	Target Company (TC)	Tasty Bite Eatables Limited
2.	Acquirer(s)	Effem Holdings Limited
3.	Persons acting in concert with Acquirers (PAC(s))	Mars Nederland BV
4.	Manager to the Open Offer	Morgan Stanley India Company Private Limited
5.	Registrar to the Open Offer	Karvy Computershare Private Limited

B. Details of the Offer

The Offer was a mandatory open offer made under Regulation 3(1) read with Regulations 5(1), 4, 5(2) and other applicable provisions of the SEBI (SAST) Regulations pursuant to a direct and indirect acquisition of voting rights in, and indirect control, by the Acquirer over the Target Company under the terms of the Stock Purchase Agreement dated August 14, 2017, between the Acquirer, Kagome, ASG, the Offshore Parent Company and Mr. Ashok Vasudevan as the exclusive representative of the Offshore Parent Company’s stockholders, as amended.

The Acquirer had entered into the SPA to implement the Underlying Transaction, which entailed:

- (i) acquisition of 100% (one hundred percent) of the common stock of the Offshore Parent Company and which Offshore Parent Company indirectly held (through the Indian Parent Company) 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares of the Target Company (representing approximately 74.22% (seventy four point twenty two percent) of the Equity Share Capital), and 59,530 (fifty nine thousand five hundred and thirty) Preference Shares of the Target Company (representing 100% (one hundred percent) of the Preference Share Capital); and
- (ii) acquisition of 300 (three hundred) Equity Shares of the Target Company (representing approximately 0.01% (zero point zero one percent) of the Equity Share Capital) directly from Kagome.

The Underlying Transaction was completed on November 02, 2017 which resulted in the Acquirer acquiring:

- (i) indirectly 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares of the Target Company and directly 300 (three hundred) Equity Shares of the Target Company (collectively representing approximately 74.23% (seventy four point twenty three percent) of the Equity Share Capital, thereby resulting in an indirect control over the Target Company; and
- (ii) 59,530 (fifty nine thousand five hundred and thirty) Preference Shares of the Target Company (representing 100% (one hundred percent) of the Preference Share Capital).

The indirect acquisition under the SPA was deemed direct acquisition under Regulation 5(2) of the SEBI SAST Regulations. The Offer was not a conditional offer and there was no stipulation on any minimum level of acceptance. Further, the Offer was not a competing offer.

C. Activity Schedule

Sl. No	Activity	Due dates as specified in the SEBI SAST Regulations		Actual Dates
		Original schedule as per the DLOF	Revised schedule as per the Letter of Offer*	
1.	Date of the public announcement (PA)	August 14, 2017	August 14, 2017	August 14, 2017
2.	Date of publication of the Detailed Public Statement (DPS)	August 23, 2017	August 23, 2017	August 23, 2017
3.	Date of filing of draft letter of offer (LOF) with SEBI	August 31, 2017	August 31, 2017	August 31, 2017
4.	Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE)	August 31, 2017	August 31, 2017	August 31, 2017
5.	Date of receipt of SEBI comments	September 21, 2017	November 01, 2017	November 01, 2017
6.	Date of dispatch of LOF to the shareholders / custodian in case of Depository Receipts	October 3, 2017	November 10, 2017	November 10, 2017
7.	Dates of price revisions / offer revisions (if any)	October 4, 2017	November 13, 2017	November 13, 2017
8.	Date of publication of recommendation by the independent directors of the TC	October 5, 2017	November 14, 2017	November 14, 2017
9.	Date of issuing the offer opening advertisement	October 9, 2017	November 16, 2017	November 16, 2017
10.	Date of commencement of the tendering period	October 10, 2017	November 17, 2017	November 17, 2017

Sl. No	Activity	Due dates as specified in the SEBI SAST Regulations		Actual Dates
		Original schedule as per the DLOF	Revised schedule as per the Letter of Offer*	
11.	Date of expiry of the tendering period	October 25, 2017	November 30, 2017	November 30, 2017
12.	Date of making payments to shareholders / return of rejected shares	November 8, 2017	December 15, 2017	Not Applicable**

(*) SEBI Observation Letter received on 1 November 2017

(**) No Equity Shares were tendered by the Eligible Public Shareholders during the Tendering Period.

D. Details of the payment consideration in the open offer

Sl. No.	Item	Details
1.	Offer Price for fully paid shares of TC (Rs. per share)	Rs. 5,323.87
2.	Offer Price for partly paid shares of TC, if any	Not Applicable. There are no partly paid shares
3.	Offer Size (no. of shares x offer price per share)	Rs.352,00,89,605.30
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

(*) No Equity Shares were tendered by the Eligible Public Shareholders during the Tendering Period.

E. Details of market price of the shares of TC

- The Equity Shares of the Target Company are listed on NSE and BSE. During the 12 (twelve) calendar months period prior to the PA, the Equity Shares were frequently traded on BSE.

The Equity Shares began trading on NSE, on March 23, 2017. The details of volume of trading relative to the total outstanding shares of the Target Company, during the 12 (twelve) calendar months period prior to the PA are set out below:

Name of the Stock Exchange	Total number of Equity Shares traded during the preceding 12 calendar months prior to the month of PA ("A")	Total Number of Equity Shares listed ("B")	Trading turnover (as % of total number of listed Equity Shares) (A/B)
BSE	4,32,004	2,566,000	16.84%
NSE	2,02,602	2,566,000	7.90%

2. Details of market price of the Equity Shares of the Target Company on BSE and NSE:

Sl. No.	Particulars	Date	Closing Price INR per share	
			BSE*	NSE**
1.	1 trading day prior to the PA date	August 11, 2017	5,146.05	5,175.6
2.	On the date of PA	August 14, 2017	5,645.95	5,592.2
3.	On the date of commencement of the Tendering Period.	November 17, 2017	6,604.80	6,656.3
4.	On the date of expiry of the Tendering Period	November 30, 2017	6,452.70	6,469.9
5.	10 working days after the last date of the Tendering Period.	December 15, 2017	7,141.9	7,149.6
6.	Average market price during the Tendering Period (viz. Average of the volume weighted market prices for all the days)	November 17, 2017 to November 30, 2017	6,731.69	6,682

*(Source: www.bseindia.com)

** (Source: www.nseindia.com)

F. Details of escrow arrangements

1. Details of creation of Escrow Account, as under:

	Date(s) of creation	Amount	Form of escrow account
Escrow account	August 16, 2017	Rs. 120,00,00,000.00	Cash
	November 02, 2017*	Rs. 2,32,46,14,328.49	

(*) Additional amount deposited

2. Details of such part of Escrow Account, which is in the form of cash:

- Name of the Scheduled Commercial Bank where cash is deposited:
Citibank N.A. having its branch at FIFC, 11th Floor C-54 & C-55, G- Block Bandra Kurla Complex, Mumbai – 400051
- Indicate when, how and for what purpose the amount deposited in escrow account was released, as under:

Release of escrow account		
Purpose	Date	Amount (Rs. Lakhs)
Transfer to Special Escrow Account, if any	Not Applicable*	Not Applicable*
Amount released to Acquirer - Upon withdrawal of Offer - Any other purpose (to be clearly specified)(**) (&) - Other entities on forfeiture	Not Applicable	Not Applicable

(*) No shares were tendered during tendering period

(**) Apart from closure. Proposed to be released to the Acquirer on January 15, 2018.

3. For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details

For Bank Guarantee: Not Applicable

For Securities: Not Applicable

G. Details of response to the Offer

Equity Shares proposed to be acquired		Equity Shares tendered.		Response level (no of times)	Equity Shares accepted		Equity Shares rejected	
No	% to total diluted share capital of Target Company	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)
6,61,190	25.77%	0	0	0	0	0	0	Not Applicable

H. Payment of Consideration

Due date for paying for paying consideration to shareholders whose Equity Shares have been accepted	Actual date of payment of consideration	Reasons for delay beyond the due date
December 15, 2017	Not Applicable*	Not Applicable

* No Equity Shares were tendered by the Eligible Public Shareholders during the Tendering Period

- Details of special escrow account where it has been created for the purpose of payment to shareholders:

Offer Special Escrow Account titled ‘*TBEL Open Offer Special Escrow Account*’ with account number 21618039 was opened for transfer of funds to the Eligible Public Shareholders who tender their Equity Shares in the Offer. However, *no Equity Shares were tendered by the Eligible Public Shareholders during the Tendering Period.*

- Name of the concerned Bank:

Citibank N.A. having its branch at FIFC, 11th Floor C-54 & C-55, G- Block, Bandra Kurla Complex, Mumbai – 400051

- 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 (Rs lakhs)
Physical mode	Not Applicable	Not Applicable
Electronic mode (ECS/ direct transfer, etc.)	Not Applicable	Not Applicable

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

Sl. No.	Shareholding of Acquirer and PAC	No of Equity Shares	% of total share capital of Target Company as on closure of Tendering Period
1.	Shareholding before PA	Acquirer: Nil PAC: Nil	Acquirer: 0% PAC: 0%
2	Shares acquired by way of an agreement, if applicable	Acquirer: 300* PAC: Nil	Acquirer: 0.01%* PAC: Nil
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**	Acquirer: 300** PAC: Nil	Acquirer: 0.01%** PAC: 0%
4	Shares acquired in the Offer	Acquirer: Nil PAC: Nil	Acquirer: 0% PAC: 0%
5	Shares acquired during exempted 21-day period after offer (if applicable)	Acquirer: Nil PAC: Nil	Acquirer: 0% PAC: 0%
6.	Post - offer shareholding	Acquirer: 300* PAC: Nil	Acquirer: 0.01%* PAC: Nil

**Pursuant to the SPA, the Acquirer also indirectly acquired 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares representing approximately 74.22% (seventy four point twenty two percent) of the Equity Share Capital of the Target Company*

*** Acquired pursuant to the SPA, as set out in Sl. No. 2 of the table above*

J. Give further details, as under, regarding the acquisitions mentioned at points 3, 4 & 5 of the above table

1.	Name(s) of the entity who acquired the shares	Effem Holdings Limited
2.	Whether disclosure about the above entity(s) was given in the LOF as either Acquirer or PAC.	Yes
3.	No of shares acquired	300*
4.	Purchase price per share	INR 3,778.65
5.	Mode of acquisition	Cash
6.	Date of acquisition	November 02, 2017
7.	Name of the Seller in case identifiable	Kagome Co., Ltd.

**Pursuant to the SPA, the Acquirer also indirectly acquired 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares representing approximately 74.22% (seventy four point twenty two percent) of the Equity Share Capital of the Target Company.*

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

	Class of entities	Shareholding in the Target Company*			
		Pre- offer		Post offer (actuals)	
		No.	%	No.	%
1.	Acquirers	Nil	0%	300	0.01%
	PACs	Nil	0%	0%	0%
2.	Erstwhile Promoters (persons who cease to be promoters pursuant to the Offer)- Kagome Co., Ltd (a promoter group entity)	300	0.01%	Nil	0%
3.	Continuing Promoters (the Indian Parent Company i.e. Preferred Brands Foods (India) Private Limited)	19,04,510	74.22%	19,04,510	74.22%
4.	Sellers if not in 1 and 2	NA	NA	NA	NA
5.	Other Public Shareholders	6,61,190	25.77%	6,61,190	25.77%
TOTAL		25,66,000	100%	25,66,000	100%

**Pursuant to the SPA, the Acquirer indirectly acquired 19,04,510 (nineteen lakh four thousand five hundred and ten) Equity Shares held by Preferred Brands Foods (India) Private Limited, representing approximately 74.22% (seventy four point twenty two percent) of the Equity Share Capital of the Target Company.*

L. Details of Public Shareholding in TC

S. No.	Particulars	Details	
1.	State if the acquirer had declared upfront his intention to delist at the time of issuing the DPS	No	
2.	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	6,41,500 Equity Shares	25.00% of Equity Share Capital
3.	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the steps which will be taken in accordance with the disclosures given in the LOF	6,61,190 Equity Shares	25.77% of Equity Share Capital

M. Other relevant information, if any

Not Applicable

Signature of the Manager to the Offer

Name: Shashank More

Designation: Vice President

Date: 20 December 2017

Place: Mumbai
