

Khemani Distributors & Marketing Limited

(CIN: L74300GJ2011PLC063520) Registered Office: D/91-92, Laxminarayan Industrial Park, BRC Compound, Udhna, Bhestan, Surat - 394 210, Gujarat, India. Phone No. +91 97 3774 7888; Email: investors@khemanigroup.net, Website: www.khemanigroup.net

Open Offer for acquisition of upto 56,91,200 (Fifty Six Lakhs Ninety One Thousand and Two Hundred) Equity Shares of face value Rs. 5/- each of Khemani Distributors and Marketing Limited (the "Target Company") representing 24.77% of the total equity and Voting Share Capital of the Target Company from the Eligible Shareholders on behalf of Vijaykumar Khemani ("the Acquirer"), BSAS Infotech Limited ("PAC 1"), ONYX Partners ("PAC 2"), Vijaykumar Mangtaram Khemani HUF ("PAC 3") and Gryffin Advisory Services Private Limited ("PAC 4") (PAC 1, PAC 2, PAC 3 and PAC 4 are collectively referred to as "PACs") pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time ("SEBI SAST Regulations") (the "Open Offer" / "Offer").

This Post Offer Public Announcement ("Post Offer Advertisement") is being issued by Sundae Capital Advisors Private Limited, on behalf of Acquirer, in connection with the offer made by the Acquirer, in compliance with Regulation 18(12) of the SEBI SAST Regulations. This Post Offer Public Announcement should be read in continuation of, and in conjunction with: (a) the public announcement in connection with the Offer, made by the Managers to the Offer on behalf of the Acquirer to BSE on August 09, 2023 ("Public Announcement"); (b) Corrigendum to the Public Announcement dated August 17, 2023 (c) Detailed Public Statement published on August 18, 2023; (d) the Letter of Offer dated February 05, 2024 ("Letter of Offer"); and (e) the Offer Opening Public Announcement cum Corrigendum published on February 09, 2024 ("Offer Opening Public Announcement cum Corrigendum").

1.	Name of the Target Company	Khemani Distributors and Marketing Limited		
2.	Name of the Acquirers and PACs	Vijaykumar Khemani ("the Acquirer"), BSAS Infotech Limited ("PAC 1"), ONYX Partners ("PAC 2"), Vijaykumar Mangtaram Khemani HUF ("PAC 3") and Gryffin Advisory Services Private Limited ("PAC 4") (PAC 1, PAC 2, PAC 3 and PAC 4 are collectively referred to as "PACs")		
3.	Name of the Manager to the Offer	Sundae Capital Advisors Private Limited		
4.	Name of the Registrar to the Offer	Bigshare Services Private Limited		
5.	Offer Details:			
	a. Date of Opening of the Offer	February 12, 2024 (Monday)		
	b. Date of Closure of the Offer	February 26, 2024 (Monday)		
6.	Date of Payment of Consideration	March 05, 2024 (Tuesday)		
7.	Details of Acquisition	Proposed in the Offer Document		Actuals
7.1	Offer Price	Rs. 155.67 per equity share		Rs. 155.67 per equity share
7.2	Aggregate number of shares tendered	56,91,200		1,41,600
7.3	Aggregate number of shares accepted	56,91,200 (Assuming Full Acceptance in the Offer)		1,41,600
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	Rs. 88,59,49,104		Rs. 2,20,42,872
7.5	Shareholding of the Acquirer before Agreements / Public Announcement (No. & %)	59,10,000 25.72%		59,10,000 25.72%
7.6	Shares Acquired by way of Share Purchase Agreement 1 dated August 09, 2023			
	• Number	18,02,800		18,02,800*
	• % of Fully Diluted Equity Share Capital	7.85%		7.85%
7.7	Shares Acquired by way of Share Purchase Agreement 2 dated August 09, 2023			
	• Number	32,26,400		32,26,400*
	• % of Fully Diluted Equity Share Capital	14.04%		14.04%
7.8	Shares Acquired by way of Share Purchase Agreement 3 dated August 09, 2023			
	• Number	9,78,400		9,78,400*
	• % of Fully Diluted Equity Share Capital	4.26%		4.26%
7.9	Shares Acquired by way of Open Offer			
	• Number	56,91,200		1,41,600
	• % of Fully Diluted Equity Share Capital	24.77%		0.62%
7.10	Shares acquired after Detailed Public Statement			
	• Number of shares acquired	Nil		Nil
	• Price of the shares acquired	Nil		Nil
	• % of the shares acquired	Not Applicable		Not Applicable
7.11	Post offer shareholding of Acquirer			
	• Number	1,76,08,800		1,20,59,200
	• % of Fully Diluted Equity Share Capital	76.65%		52.49%
7.12	Pre & Post offer shareholding of Public Shareholders (other than Acquirer)	Pre-Offer	Post Offer	Pre-Offer
	• Number	56,91,200	Nil	56,91,200
	• % of Fully Diluted Equity Share Capital	24.77%	Not Applicable	24.16%

*Note:

1. The number of shares acquired is cumulative of the equity shares acquired through Share Purchase Agreement 1, Share Purchase Agreement 2 and Share Purchase Agreement 3 (hereinafter referred as "SPA 1", "SPA 2" and "SPA 3" and defined under the Letter of Offer dated February 05, 2024, which triggered the open offer and the shares validly tendered and acquired under the open offer process. The shares acquired through SPAs are credited in separate Demat Escrow Account(s) by the respective sellers in terms of the SPA 1, SPA 2 and SPA 3, which shall be transferred to the Acquirer upon fulfillment of necessary conditions of "closure of Agreement" and the time frame mentioned under the SPA 1, SPA 2 and SPA 3.

2. The shareholding of the Acquirer along with the PACs and other Promoter group before the Offer was 1,72,82,800 Equity shares representing 75.23% of the Equity share capital of the company and after the Offer is 1,74,24,400 Equity shares representing 75.84% of the Equity share capital.

The Acquirer accept full responsibility for the information contained in this Post Offer Advertisement and also for the fulfillment of obligations under SEBI SAST Regulations, in respect of this Offer.

Capitalised terms used but not defined in this Post Offer Advertisement shall have the same meanings assigned to such terms in the Public Announcement and / or Detailed Public Statement and / or Letter of Offer or its corrigendum. This Post Offer Advertisement is being issued in all newspapers in which the Detailed Public Statement has appeared.

Copy of this Post Offer Document will be available on the websites of SEBI (www.sebi.gov.in), BSE (www.bseindia.com) and the registered office of the Target Company.

ISSUED FOR AND ON BEHALF OF THE ACQUIRER BY THE MANAGER TO THE OFFER



Sundae Capital Advisors Private Limited
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Investor Grievance e-mail id: grievences.mb@sundaecapital.com
Website: www.sundaecapital.com
SEBI Regn. No.: INM000012494
Validity Period: Permanent
Contact Person: Anchal Lohia / Rajiv Sharma

for and on behalf of Acquirer and PACs

Sd/-
Vijaykumar Khemani

Sd/-
BSAS Infotech Limited
Represented by Vijaykumar Khemani, Director

Sd/-
Gryffin Advisory Services Private Limited
Represented by Shrawan Kumar Agarwal

Sd/-
ONYX Partners
Represented by Vijaykumar Khemani, Partner

Sd/-
Vijaykumar Mangtaram Khemani HUF
Represented by Vijaykumar Khemani, Karta

Place: Surat, Gujarat

Date: March 12, 2024