

ADVERTISEMENT UNDER REGULATION 18(7) IN TERMS OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS), REGULATION, 2011 AS AMEND FOR OFFER OPENING PUBLIC ANNOUNCEMENT AND CORRIGENDUM TO THE DETAILS PUBLIC STATEMENTS WITH RESPECT TO THE OPEN OFFER TO THE SHAREHOLDERS OF LYKIS LIMITED (HEREINAFTER REFERRED TO AS “LYKIS” OR THE “TARGET COMPANY”) (CIN: L74999WB1984PLC038064)

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This Advertisement (“**Pre-offer PA**”) is being issued by CapitalSquare Advisors Private Limited (Manager to the Offer), for and on behalf of Nadir Umedali Dhrolia pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 in respect of the open offer to acquire 67,81,305 Equity shares of ₹10.00 each representing 35.00% of Issued, Subscribed and Paid up Capital of the Target Company.

This Pre-Offer PA is to be read in conjunction with the (a) Public Announcement (“**PA**”) dated June 22, 2020; (b) Detailed Public Statement (“**DPS**”) which was published on June 29, 2020 in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions), Mumbai Lakshadeep (Marathi) (Mumbai Edition) and Duranta Barata (Bengali) (Kolkata Edition).

- 1) The Committee of Independent Directors (IDC) of the Target Company has opined that the Offer price of ₹20.00 (Rupees Twenty only) is fair and reasonable in accordance with SEBI (SAST) Regulation. The IDC’s recommendation was published on August 11, 2020 in the same newspapers in which the DPS was published, as mentioned above.
- 2) This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. No competitive Offer has been made.
- 3) The Letter of Offer (LoO) was dispatched on August 06, 2020 to the Public Shareholders whose name appears as on the Identified Date i.e. July 30, 2020.
- 4) Please note that a copy of Letter of Offer is also available on website of SEBI at www.sebi.gov.in, Target Company (www.lykis.in), Registrar to the Offer (www.rdinfotech.org), Manager to the Offer (www.capitalsquare.in) and BSE (www.bseindia.com).
- 5) An Eligible Shareholder including non-resident shareholder may participate in the Open Offer by approaching their broker by providing his/her/its application in writing on a plain paper, signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held, Client ID number, DP Name, DP ID, beneficiary account number, number of Equity Shares tendered in the Offer, delivery instruction slip duly executed and enclosing documents such as statutory approval(s), if any.

Equity Shares held in physical form:

- a. In case the shares are held in physical form.

As per SEBI vide circular no. SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020. SEBI has granted one time relaxations from strict enforcement of certain regulations of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Buy-back of securities) Regulations, 2018 pertaining to open offers and buy-back through tender offers opening upto July 31, 2020. Hence those shareholders who are holding shares in physical form are now eligible to tender their shares for open offer process as per Instructions given below: -

- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to approach the Stock Broker along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder's PAN Card, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of Eligible Shareholder has undergone a change from the address registered in the Register of Shareholders of the Company, the

shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

- Based on these documents, the Stock Broker shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer using the acquisition window of the Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the Stock Exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number of Equity Shares tendered etc.
 - The Stock Broker/Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the registrar to the Open offer i.e. R&D Infotech Private Limited (“Registrar”) (at the address mentioned at above) within 2 (two) days of bidding by the Stock Broker. The envelope should be super scribed as “ _____ Limited - Open Offer 2020”. One copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.
 - Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Open offer shall be subject to verification as per the Takeover Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'.
 - In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Open offer before Open Offer Closing Date.
- b. In case the shares are held in demat form.
- An eligible shareholder may participate in this Offer by approaching their Selling Broker and tender their shares in open offer as per the procedure as mentioned in the Letter of Offer along with other details.
- c. Procedure for Tendering the Shares in case of Non-Receipt of the Letter of Offer.
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
 - In case of Non- Receipt of the Letter of Offer, the shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all the shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares Tendered and other relevant documents as mentioned in the Letter of Offer. Such shareholders have to ensure that their order is entered in the electronic platform of BSE through the Selling Broker which will be made available by BSE before the closure of the Tendering Period.
- 6) The Open Offer will be implemented by the Acquirer through the Stock Exchange mechanism made available by BSE Limited in the form of a separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016. For further details, the Public Shareholders are requested to refer to Part VIII titled “Procedure for Acceptance and Settlement of the Offer” on page 16 of the LoO.
- 7) All Observations received from SEBI vide letter dated July 28, 2020 duly in terms of Regulation 16(4) of the SEBI (SAST) Regulation upon submission of Draft Letter of Offer are duly incorporated in the Letter of Offer.
- 8) **Material updates since the date of the Public Announcement:**
There have been no other material updates in relation to the Open Offer since the date of the Public Announcement, save as otherwise disclosed in the DPS and the LoO.
- 9) Equity shares once tendered through the Form of Acceptance or through other valid modes in the Offer cannot be withdrawn by the shareholders in terms of Regulation 18(9) of the SEBI (SAST) Regulations, 2011.
- 10) To the best of Knowledge of the Acquirer, no statutory approvals are required by them to complete this offer. However, in case of any statutory approvals being required at a later date, this offer will be subject to such approvals.

- 11) The Schedule of Activities has been revised and the necessary changes have been incorporated in the LoO at all the relevant places. The Revised Schedule of Activities is in compliance with the applicable provisions of SEBI (SAST) Regulations, 2011 and the same is as under:

Activities	Original Schedule		Revised Schedule	
	Date	Day	Date	Day
Date of the PA	June 22, 2020	Monday	June 22, 2020	Monday
Publication of Detailed Public Statement in newspapers	June 29, 2020	Monday	June 29, 2020	Monday
Last date of filing of the Draft Letter of Offer with the SEBI	July 06, 2020	Monday	July 06, 2020	Monday
Last date of a Competing Offer	July 20, 2020	Monday	July 20, 2020	Monday
Identified Date*	July 29, 2020	Wednesday	July 30, 2020	Thursday
Date by which the Letter of Offer will be dispatched to the shareholders	August 05, 2020	Wednesday	August 06, 2020	Thursday
Last date by which Board of the Target shall give its recommendation	August 10, 2020	Monday	August 11, 2020	Tuesday
Last date for revising the Offer Price / Offer Size	August 11, 2020	Tuesday	August 12, 2020	Wednesday
Offer Opening Public Announcement	August 11, 2020	Tuesday	August 12, 2020	Wednesday
Date of commencement of tendering period (Open Date)	August 12, 2020	Wednesday	August 13, 2020	Thursday
Date of closing of tendering period (Close Date)	August 25, 2020	Tuesday	August 26, 2020	Wednesday
Date by which all requirement including payment of consideration would be completed	September 08, 2020	Tuesday	September 09, 2020	Wednesday

#There has been no competing offer as of the date of this LoO.

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and the parties to the SPA) are eligible to participate in the Offer any time before the Closure of the Offer.

- The Acquirer accepts full responsibility for the information contained in this announcement and also for the fulfillment of their obligations laid down in the SEBI SAST Regulations.
- A copy of this Offer Opening Public Announcement shall also be available on the SEBI website at www.sebi.gov.in.
- The capitalized terms used in this Pre-Offer PA have the meaning assigned to them in the LoO, unless otherwise specified.

Issued by the Manager to the Offer



MANAGER TO THE OFFER:
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Contact Person: Mr. Tanmoy Banerjee
SEBI Registration No: INM000012219

Date: August 11, 2020
Place: Mumbai

On behalf of Acquirer
Sd/-
Nadir Umedali Dhrolia