

TIMEX GROUP INDIA LIMITED

UNDER REGULATIONS 3(1), 4 AND 5(1) READ WITH REGULATIONS 13(4), 14(3) AND 15(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO

Open offer for acquisition of up to 25,304,900 fully paid up equity shares (“Offer Shares”) having a face value of INR 1 each (“Equity Share”), representing 25.07% of the Voting Share Capital (as defined below) of Timex Group India Limited (“Target Company”) (as on the tenth Working Day (as defined below) from the closure of the tendering period for the Offer (as defined below) from all the Public Shareholders (as defined below) of the Target Company by Timex Group Luxury Watches B.V., (“Acquirer”), together with BP Horological Investors, L.L.C. (“PAC 1”), BP Horological Holdings, L.L.C. (“PAC 2”) and Tanager Group B.V. (“PAC 3”) (collectively, “PACs”), as the persons acting in concert with the Acquirer (“Open Offer” or “Offer”).

(“As per SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI SAST Regulations”), the Open Offer under Regulation 3 and 4 shall be for at least 26% of the total share capital of a target company, as of the 10th Working Day (as defined below) prior to the closure of the Tendering Period (as defined below). However, the public shareholding of the Target Company is 25.07% as on the date hereof, and therefore, the Offer Shares represent 25.07% of the fully paid-up fully diluted voting Equity Share capital of the Target Company representing the entire public shareholding in the Target Company.)

This detailed public statement (“DPS”) is being issued by JM Financial Limited, the Manager to this Offer (“Manager”), for and on behalf of the Acquirer and the PACs in compliance with Regulation 3(1), Regulation 4 and Regulation 5(1) read with Regulation 13(4), Regulation 14(3), and Regulation 15(2) of the SEBI SAST Regulations, pursuant to the public announcement made on November 23, 2020 (“Public Announcement” or “PA”) to BSE Limited (“BSE”) and filed with the Securities and Exchange Board of India (“SEBI”) on November 23, 2020 and sent to the Target Company on November 23, 2020 as a soft copy, in terms of Regulation 14(2) of SEBI SAST Regulations.

For the purpose of this DPS:

- a) “Equity Share Capital” means INR 10,09,50,000 (Rupees ten crores nine lakhs and fifty thousand only) being the total paid-up equity share capital of the Target Company consisting of 10,09,50,000 (ten crores nine lakhs and fifty thousand) Equity Shares;
- b) “Offer Period” has the same meaning as ascribed to it in the SEBI SAST Regulations;
- c) “Public Shareholders” shall mean all the public shareholders of the Target Company, excluding the promoters, members of the promoter group of the Target Company, parties to the SPA (as defined below), Acquirer, the PACs, and any persons deemed to be acting in concert with any of the parties mentioned above, pursuant to and in compliance with the SEBI SAST Regulations;
- d) “Stock Exchange” means the BSE;
- e) “Tendering Period” means the period of 10 (ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the Letter of Offer;
- f) “Voting Share Capital” means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (tenth) Working Day from the closure of the Tendering Period of the Open Offer based on publicly available data; and
- g) “Working Day” has the same meaning as ascribed to it in the SEBI SAST Regulations.

ACQUIRER, PACs, SELLERS, TARGET COMPANY AND OFFER

(A) Details of the Timex Group Luxury Watches B. V. (“Acquirer”):

- 1. The Acquirer is Timex Group Luxury Watches B.V., a private company incorporated on November 6, 1989 under the laws of the Netherlands.
- 2. The Acquirer was established for the purpose of participating in, to finance, to conduct the management of administration of other business enterprises and in addition thereto the Acquirer is authorized to undertake business as per its objects section as stipulated in the articles of association of the Acquirer.
- 3. The Acquirer was incorporated as Timex Watches B.V.. The Acquirer’s name was changed to Timex Group Luxury Watches B.V. on December 12, 2007.
- 4. The registered office of the Acquirer is located at Herengracht 466, 1017CA, Amsterdam, the Netherlands. (Tel: 011-020-420-1000, Fax: 011-020-624-1007; Email: dpayne@timexgroup.com).
- 5. The issued and paid-up share capital of the Acquirer is EUR 18,200 comprising of 40 ordinary fully paid up shares of EUR 455 each.
- 6. The Acquirer belongs to the Timex group.
- 7. PAC 3 holds 100% of the issued share capital of Timex Nederland B.V. which holds 100% of the issued share capital of the Acquirer. Further details on PAC 3 and Timex Group are set out in paragraph (D). PAC 3 is controlled by PAC 2 on account of completion of the Underlying Transaction.
- 8. The shares of the Acquirer are not listed on any stock exchange in India or in any other jurisdiction.
- 9. The Acquirer currently holds 75,645,100 Equity Shares representing 74.93% of the Voting Share Capital of the Target Company. The Acquirer is classified as a promoter and is in control of the Target Company. David Thomas Payne (General Counsel of PAC 3 and director of Acquirer) serves as chairman and director of the Target Company.
- 10. Other than as mentioned in paragraph I(A)(9), as of the date of this DPS, Acquirer and the directors and key employees of the Acquirer do not have any relationship or interest in the Target Company.
- 11. The Acquirer has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (“SEBI Act”) or any other regulations made under the SEBI Act.
- 12. There is no requirement for the Acquirer under the Dutch Civil Code (“DCC”) to audit its financial statements or prepare and publish periodic interim accounts, as per Dutch law requirements, being the place of incorporation of the Acquirer.

(B) Details of PAC 1:

- 1. PAC 1 is BP Horological Investors, L.L.C., a limited liability company, incorporated on August 26, 2020 under the laws of the State of Delaware, USA, pursuant to the Delaware Limited Liability Company Act and subsequent amendments and re-enactment thereto.
- 2. PAC 1 was incorporated for the purpose of engaging in any lawful act or activity for which limited liability companies may be formed under the Delaware Limited Liability Company Act and to engage in any and all activities necessary or incidental thereto.
- 3. PAC 1 was incorporated as BP Horological Investors, L.L.C.. There has been no change in name of PAC 1 post incorporation.
- 4. The registered office of PAC 1 is located at c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808. (Tel: 617-210-8300, Fax: 617-451-7330).
- 5. The relationship between the Acquirer and PAC 1 has been explained in paragraph II of this DPS, in the context of the Underlying Transaction.
- 6. Name of the group: PAC 1 is an affiliate of The Baupost Group, L.L.C..
- 7. PAC 1 is a wholly owned subsidiary of BP Horological Group, L.L.C.. The Baupost Group, L.L.C. is the managing general partner of the limited partnerships indirectly invested in BP Horological Group, L.L.C.. The Baupost Group, L.L.C. indirectly exercises control over BP Horological Group, L.L.C.. The Baupost Group, L.L.C., a Delaware limited liability company, is registered with the Securities and Exchange Commission in the United States of America as an investment adviser pursuant to the Investment Advisers Act of 1940. Baupost Group, L.P. is a member of, and Baupost Group GP, L.L.C. is a non-member manager of, The Baupost Group, L.L.C.. Baupost Group Holdings, L.P. is a limited partner of, and Baupost Group GP2, L.L.C. is a general partner of, Baupost Group, L.P.. Seth A. Klarman is the managing member of Baupost Group GP, L.L.C. and indirectly controls PAC 1.
- 8. PAC 1 is a limited liability company and does not have any shares. Consequently, the shares of PAC 1 are not listed on any stock exchange in India or any other jurisdiction.
- 9. PAC 1 does not directly hold any shares in the Target Company, however please refer to paragraph II for details of the Underlying Transaction. Neither PAC 1, nor its managing member, BRP Partners II, Inc., or its key employees, have any relationship or interest in the Target Company except for the Underlying Transaction. Further, as per the applicable laws of the State of Delaware, USA, PAC 1 is not required to appoint any directors. Hence, there are no common directors on the board of PAC 1 and the Target Company.
- 10. PAC 1 has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 11. In accordance with the NPA (as defined below), PAC 1 has purchased and PAC 3 has sold and issued to PAC 1 Series A-1 Senior Secured Notes in an aggregate principal amount of USD 30,000,000 (US Dollars thirty million) on November 18, 2020, and Series A-2 Senior Secured Notes in an aggregate principal amount of USD 55,000,000 (US Dollars fifty five million) on December 21, 2020.
- 12. As PAC 1 was incorporated on August 26, 2020 and this being its first year of operations, no financial statements of PAC 1 are available as on date.

(C) Details of PAC 2:

- 1. PAC 2 is BP Horological Holdings, L.L.C., a limited liability company, incorporated on August 26, 2020 under the laws of the State of Delaware, USA, pursuant to the Delaware Limited Liability Company Act and subsequent amendments and re-enactment thereto.
- 2. PAC 2 was incorporated for the purpose of engaging in any lawful act or activity for which limited liability companies may be formed under the Delaware Limited Liability Company Act and to engage in any and all activities necessary or incidental thereto.
- 3. PAC 2 was incorporated as BP Horological Holdings, L.L.C.. There has been no change in name of PAC 2 post incorporation.
- 4. The registered office of PAC 2 is located at c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808. (Tel: 617-210-8300, Fax: 617-451-7330.)
- 5. The relationship between the Acquirer and PAC 2 has been explained in paragraph II of this DPS, in the context of the Underlying Transaction.
- 6. Name of the group: PAC 2 is an affiliate of The Baupost Group, L.L.C..
- 7. PAC 2 is a wholly owned subsidiary of BP Horological Group, L.L.C.. The Baupost Group, L.L.C. is the managing general partner of the limited partnerships indirectly invested in BP Horological Group, L.L.C.. The Baupost Group, L.L.C. indirectly exercises control over BP Horological Group, L.L.C.. The Baupost Group, L.L.C., a Delaware limited liability company, is registered with the Securities and Exchange Commission in the United States of America as an investment adviser pursuant to the Investment Advisers Act of 1940. Baupost Group, L.P. is a member of, and Baupost Group GP, L.L.C. is a non-member manager of, The Baupost Group, L.L.C.. Baupost Group Holdings, L.P. is a limited partner of, and Baupost Group GP2, L.L.C. is a general partner of, Baupost Group, L.P.. Seth A. Klarman is the managing member of Baupost Group GP, L.L.C. and indirectly controls PAC 2.
- 8. PAC 2 is a limited liability company and does not have any shares. Consequently, the shares of PAC 2 are not listed on any stock exchange in India or any other jurisdiction.

- 9. Upon completion of the Underlying Transaction, pursuant to the terms of the SPA (as defined below), PAC 2 has purchased 65% of the outstanding share capital of PAC 3 from the Sellers (as defined below). PAC 2 does not directly hold any shares in the Target Company but has indirectly acquired majority shareholding and control over the Target Company on account of completion of the Underlying Transaction on December 21, 2020. Neither PAC 2, nor its managing member, BRP Partners II, Inc., or key employees, have any relationship or interest in the Target Company except for the Underlying Transaction. Further, as per the applicable laws of the State of Delaware, USA, PAC 2 is not required to appoint any directors. Hence, there are no common directors on the board of PAC 2 and the Target Company.
- 10. PAC 2 has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 11. As PAC 2 was incorporated on August 26, 2020 and this being its first year of operations, no financial statements of PAC 2 are available as on date.

(D) Details of the PAC 3:

- 1. PAC 3 is Tanager Group B.V., a private company, incorporated on December 29, 1980 under the laws of the Netherlands.
- 2. PAC 3’s operations consist of the design, manufacture, marketing and distribution of watches primarily under the ‘TIMEX’, ‘GUESS?’, ‘NAUTICA’, ‘VERSACE’, ‘FERRAGAMO’, ‘TED BAKER’ and other trademarks. In addition, PAC 3 markets watch components and licenses the ‘TIMEX’ and other trademarks for use on various products and watch attachments.
- 3. PAC 3 was incorporated as Frederiksplein Holding B.V.. Its name was changed to Timex Group B.V. on November 29, 1993 and subsequently to Tanager Group B.V. as of December 3, 2019.
- 4. The registered office of PAC 3 is located at Herengracht 466, 1017CA, Amsterdam, the Netherlands (Tel: 011-020-420-1000, Fax: 011-020-624-1007 Email: dpayne@timexgroup.com).
- 5. The issued and paid-up share capital of the PAC 3 is USD 3,054.16 consisting of 305,416 ordinary shares of USD 0.01 each amounting to USD 3,054.16.
- 6. PAC 3 belongs to the Timex group. PAC 3 holds 100% of the issued share capital of Timex Nederland B.V. which holds 100% of the issued share capital of the Acquirer.
- 7. The Sellers (as defined below) collectively own 35% of the issued share capital of PAC 3, and PAC 2 holds 65% of the issued share capital and controls PAC 3 pursuant to the completion of the Underlying Transaction.
- 8. The shares of PAC 3 are not listed on any stock exchange in India or any other jurisdictions.
- 9. PAC 3 does not directly hold any shares in the Target Company. However, PAC 3 indirectly holds and controls the shares of the Acquirer, which holds 75,645,100 Equity Shares representing 74.93% of the Equity Share Capital of the Target Company. David Thomas Payne (General Counsel of PAC 3) serves as the chairman and director of the Target Company.
- 10. Other than as mentioned in paragraph I(D)(9) above, as of the date of this DPS, PAC 3 and the directors and key employees of PAC 3 do not have any relationship or interest in the Target Company.
- 11. PAC 3 has not been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 12. Certain financial information of PAC 3 derived from its audited consolidated financial statements as of and for the years ended December 31, 2019, 2018 and 2017, prepared in accordance with U.S. generally accepted accounting principles, audited by PAC 3’s auditor KPMG LLP, in accordance with auditing standards generally accepted in the United States of America, are as follows. Additionally, certain financial information of PAC 3 derived from its interim unaudited consolidated financial statements as of and for the nine months ending September 30, 2020, prepared in accordance with U.S. generally accepted accounting principles, reviewed by PAC 3’s auditor KPMG LLP in accordance with auditing standards generally accepted in the United States of America applicable to reviews of interim financial information, are as follows. The audit report covering the December 31, 2019 consolidated financial statements and the review report covering the September 30, 2020 consolidated financial statements contain an explanatory paragraph that states that due to the uncertainty that the company anticipates in maintaining sufficient liquidity to fund ongoing operations, substantial doubt exists about the company’s ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

(In millions unless otherwise stated)

Particulars	As at and for the nine months ended September 30, 2020		Financial year ended December 31, 2019		Financial year ended December 31, 2018		Financial year ended December 31, 2017	
	USD in ‘000	INR Mn ⁽²⁾⁽³⁾	USD in ‘000	INR Mn ⁽²⁾⁽³⁾	USD in ‘000	INR Mn ⁽²⁾⁽³⁾	USD in ‘000	INR Mn ⁽²⁾⁽³⁾
Net Sales	199,721	14,814	426,049	29,996	411,596	28,130	423,924	27,604
Net Loss	-36,135	-2,680	-14,917	-1,050	-45,298	-3,096	-52,162	-3,397
Comprehensive Loss	-35,348	-2,622	-15,998	-1,126	-43,366	-2,964	-50,316	-3,276
Basic Earnings/(loss) per share ⁽¹⁾	-	-	-	-	-	-	-	-
Diluted Earnings/(loss) per share ⁽¹⁾	-	-	-	-	-	-	-	-
Shareholders' equity	66,453	4,904	101,801	7,256	117,799	8,221	161,927	10,352

Note:

- (1) Not applicable.
- (2) The USD to INR conversion has been assumed at the rate of as follows:

The USD to INR conversion rates assumed for conversion of Net Sales, Net Loss, Comprehensive Loss are as follows (Source: www.fbi.org.in):

USD/INR Exchange Rate	As at and for the nine months ended September 30, 2020	Financial year ended December 31, 2019	Financial year ended December 31, 2018	Financial year ended December 31, 2017
Average rate for the year/period	74.17	70.41	68.34	65.12

The USD to INR conversion rates assumed for conversion of Shareholders’ equity are as follows (Source: www.fbi.org.in):

USD/INR Exchange Rate	As at and for the nine months ended September 30, 2020	Financial year ended December 31, 2019	Financial year ended December 31, 2018	Financial year ended December 31, 2017
Rate as on last day of the year	73.80	71.27	69.79	63.93

(3) The translation of the financial information into INR has not been reviewed or audited, respectively, by KPMG LLP.

(E) Target Company:

- 1. The Target Company i.e. Timex Group India Limited was incorporated as a public limited company in India on October 4, 1988 under the Companies Act, 1956 and is primarily engaged in the business of manufacturing and trading of watches and rendering of related after-sales services. The Company’s manufacturing facility is located at Baddi, Himachal Pradesh.
- 2. The registered office of the Target Company is situated at: E-10, Lower Ground Floor, Laipat Nagar-III, New Delhi-110024 (Tel: 011-41021297, Email id: investor.relations@timex.com, Contact person: Dhiraj Kumar Maggo, Website: www.timexindia.com). The corporate identification number of the Target Company is L33301DL1988PLC033434.
- 3. The Equity Shares of the Target Company are listed on BSE (Security ID: TIMEX, Security Code: 500414) (Source: BSE website). The ISIN of the Equity Shares of the Target Company is INE064A01026.
- 4. As on the date of the DPS, the total authorized share capital of the Target Company is INR 170,00,00,000 (Rupees One hundred and seventy crores only) consisting of 90,00,00,000 (ninety crores) Equity Shares of INR 1 each and 8,00,00,000 (eight crores) preference shares of INR 10 each. The issued, subscribed and paid-up Equity Share Capital of the Target Company is INR 10,09,50,000 (Rupees ten crores nine lakhs and fifty thousand only) consisting of 10,09,50,000 (ten crores nine lakhs and fifty thousand) Equity Shares. The issued, subscribed and paid-up preference share capital of the Target Company is INR 76,10,00,000 (Rupees seventy six crores and ten lakhs only) consisting of 7,61,00,000 (Seven crores and sixty one lakhs) preference shares. The Target Company does not have partly paid-up Equity Shares or warrants, fully convertible securities, partly convertible securities and employee stock options.
- 5. The Equity Share Capital of the Target Company was listed on the Stock Exchange on December 9, 1993. The Equity Shares are considered to be frequently traded in terms of Regulation 2(1)(i) of the SEBI SAST Regulations.
- 6. The key financial information of the Target Company based on its audited financial statements, audited by the Target Company’s Statutory Auditor Deloitte Haskins and Sells LLP, as at and for the 12 (twelve) month period ended March 31, 2018, March 31, 2019 and March 31, 2020 and unaudited financial statements, which have been subjected to limited review by the Target Company’s Statutory Auditor, Deloitte Haskins and Sells LLP for the interim period from April 1, 2020 until September 30, 2020, and as at September 30, 2020 are as follows:

Particulars	As at and for the half year ended September 30, 2020 (Unaudited financials subjected to limited review by auditors)	Financial year ended March 31, 2020	Financial year ended March 31, 2019	Financial year ended March 31, 2018
Total Revenue (₹ Millions)	373.7	2,522.9	2,419.0	2,101.5
Profit/(loss) after tax (₹ Millions)	(159.9)	(18.0)	74.6	75.2

Basic Earnings/(loss) per share (₹)	(2.01)*	(1.03)	(0.11)	0.75
Diluted Earnings/(loss) per share (₹)	(2.01)*	(1.03)	(0.11)	0.75
Net worth/ Shareholder Funds (₹ Millions)	46.4	206.8	224.8	152.8

Note: *- Not Annualized

(F) Details of the Offer:

- 1. This Open Offer is being made under Regulation 3(1), 4 and 5(1) of the SEBI SAST Regulations to all the Public Shareholders of the Target Company. This Offer is triggered pursuant to an indirect acquisition of the Equity Shares, voting rights and control of the Target Company by PAC 2. The thresholds specified under Regulation 5(2) of the SEBI SAST Regulations are not met.
- 2. This Offer is pursuant to a global acquisition resulting in an indirect acquisition of the Equity Shares of the Target Company under Regulation 5(1) of the SEBI SAST Regulations (Further details are provided in Part II below (Background to the Offer)).
- 3. This Offer is being made by the Acquirer to acquire up to 25,304,900 (Twenty five million three hundred and four thousand and nine hundred) Equity Shares of the Target Company, representing 25.07% (Twenty five point zero seven percent) of the Voting Share Capital of the Target Company (“Offer Size”) at a price of INR 24.54 per share (Indian Rupees twenty four and fifty four paise) (“Offer Price”), which includes a price per share of INR 24.26 and an enhancement of INR 0.28 per Equity Share (i.e. 10% per annum for the period between the date on which the Acquirer executed the SPA and the date of this DPS, in accordance with Regulation 8(12) of the SEBI SAST Regulations per Equity Share having face value of ₹ 1 each and aggregating to a total consideration of approximately INR 620,982,246 (Indian Rupees Six hundred and twenty million nine hundred and eighty two thousand two hundred and forty six only) (“Maximum Open Offer Consideration”).
- 4. The Offer Price has been arrived at in accordance with Regulation 8(3) of the SEBI SAST Regulations.
- 5. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations.
- 6. All the Equity Shares validly tendered by the Public Shareholders in this Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in this DPS and as will be set out in the letter of offer that will be issued in relation to this Offer (“Letter of Offer”).
- 7. As on the date of this DPS, there are no (i) partly paid-up Equity Shares; or (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures including employee stock options) issued by the Target Company.
- 8. The Public Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances and shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis. The Acquirer shall acquire the Equity Shares from the Public Shareholders who have validly tendered their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
- 9. As on the date of this DPS, to the best of the knowledge of the Acquirer and the PACs, there are no statutory approvals required by the Acquirer/PACs to complete this Open Offer. However, in case any statutory approvals are required by the Acquirer/PACs at a later date before closure of the Tendering Period, this Open Offer shall be subject to such statutory approvals and the Acquirer shall make the necessary applications for such statutory approvals. In the event that such statutory approvals are refused for any reason outside the reasonable control of the Acquirer, the Acquirer shall have the right to withdraw this Offer in terms of Regulation 23 of the SEBI SAST Regulations. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to BSE, SEBI and the Target Company at its registered office. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
- 10. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI SAST Regulations.
- 11. This Offer is not a competing offer in terms of Regulation 20 of the SEBI SAST Regulations.
- 12. If the holders of Equity Shares who are not persons resident in India (including non-resident Indian (“NRI”), overseas corporate body (“OCB”) and foreign institutional investors (“FIIs”) foreign portfolio investors (“FPIs”)) had required any approvals (including from the Reserve Bank of India (“RBI”), or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves its right to reject such Equity Shares tendered in this Offer.
- 13. The Manager to the Offer does not hold any Equity Shares of the Target Company as on the date of this DPS. The Manager to the Offer shall not deal, on their own account, in the Equity Shares of the Target Company during the Offer Period.

(G) Currently, the Acquirer and the PACs do not have any intention to dispose of or otherwise encumber any assets or investments of the Target Company, through sale, lease, encumbrance, reconstruction, restructuring or otherwise, other than (a) in the ordinary course of business, or (b) as already agreed, disclosed and/or publicly announced by the Target Company, or (c) on account of regulatory approvals or conditions, or compliance with any law that is or becomes binding on or applicable to the operations of the Target Company, for a period of 2 (two) years from the date of completion of this Open Offer. If the Acquirer intends to alienate any material asset of the Target Company within a period of 2 (two) years from the date of completion of this Open Offer, a special resolution of the shareholders of the Target Company or any of its subsidiaries, as applicable, in accordance with proviso to Regulation 25(2) of the SEBI SAST Regulations would be taken before undertaking any such alienation of any material assets.

(H) As per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR”), read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended (“SCRR”), the Target Company is required to maintain at least 25% (Twenty Five percent) public shareholding (“MPS”), as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer, in the event that the public shareholding of the Target Company falls below the MPS, the Acquirer and the PACs shall bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the SCRR, SEBI SAST Regulations and LODR pursuant to the methods prescribed by SEBI.

II. BACKGROUND TO THE OFFER

1. Underlying Transaction

- 1.1. This Offer is being made by the Acquirer and PACs in terms of Regulation 3(1), 4 and 5(1) of the SEBI SAST Regulations pursuant to the following:
- 1.2. PAC 2, along with BP Horological Group, L.L.C., entered into a stock purchase agreement with Eagleville Group B.V., Fred. Dessen & Company Limited and Petruvius Limited (collectively, “Sellers”), dated November 18, 2020 (“SPA”), pursuant to which PAC 2 acquired from the Sellers 65% (sixty five percent) of the issued share capital of PAC 3, comprising of 198,520 ordinary shares having a nominal value of USD 0.01 each, for an aggregate consideration of USD 15,000,000 (US Dollars fifteen million) payable in cash.
- 1.3. Simultaneously with the execution of the SPA, PAC 1 has entered into a senior secured note purchase agreement with PAC 3 (along with certain subsidiaries of PAC 3 acting as guarantors). Sellers and Wilmington Trust, National Association (as collateral agent), dated November 18, 2020 (“NPA”), pursuant to which, subject to the terms and conditions set out in the NPA, PAC 3 has issued and sold to PAC 1 on November 18, 2020 certain Series A-1 Senior Secured Notes, due November 15, 2021, in an aggregate principal amount of USD 30,000,000 (US Dollars thirty million) and PAC 3 has issued and sold to PAC 1 and Sellers on December 21, 2020 certain Series A-2 Senior Secured Notes in an aggregate principal amount of USD 55,000,000 (US Dollars fifty five million), and Series B Senior Secured Notes in an aggregate principal amount of USD 5,000,000 (US Dollars five million), respectively, due November 18, 2025 (“Notes”).
- 1.4. BP Horological Group, L.L.C., Sellers, PAC 2 and PAC 3 have executed a shareholders’ agreement on December 21, 2020 (“SHA”) in relation to the terms of the participation of PAC 2 and Sellers in PAC 3, their relationship as holders of shares in PAC 3, and the governance and management of PAC 3. The SHA sets out certain governance rights in relation to the subsidiaries of PAC 3, including the Acquirer and the Target Company. Pursuant to the SHA, PAC 2 has the right to appoint a majority of the members of the supervisory board of PAC 3, which entitles PAC 2 to control the supervisory board’s actions with respect to PAC 3 (subject to certain specific rights of the Sellers to consent to certain actions as described in the SHA). Further, any material actions taken by PAC 3 or its subsidiaries require the prior written approval of a majority in interest of the outstanding ordinary shares, which PAC 2 controls by virtue of holding 65% of the outstanding shares. In addition, certain identified corporate actions in the SHA require the prior written consent at the general meeting of PAC 3, which in effect is determined by PAC 2 by virtue of holding 65% of the outstanding shares of PAC 3.
- 1.5. PAC 3 holds 100% of the issued share capital of Timex Nederland B.V. which holds 100% of the issued share capital of the Acquirer. Acquirer directly holds 75,645,100 Equity Shares in the Target Company constituting 74.93% of the Voting Share Capital, and is disclosed as part of the promoter and promoter group of the Target Company. Thus, the completion of the transactions contemplated by the SPA and the NPA on December 21, 2020 (the “Underlying Transaction”) resulted in an indirect acquisition of the majority of the voting rights in and control over the Target Company.

(Contd.)

Company by PAC 2. The purchase consideration of USD 15,000,000 (*US Dollars five million*) for acquisition of 65% of the issued share capital of PAC 3 has been paid by PAC 2 in cash to the Sellers, with no portion of the purchase consideration being deferred. Pursuant to the SPA, the Sellers have provided certain representations and warranties and indemnities to PAC 2, which are customary for transactions of this nature.

- 1.6. Set out below are the details of the 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	Mode of payment (Cash/ securities)
		Number	% vis a vis total equity/ voting capital		
Indirect acquisition of the Target Company by PAC 2 pursuant to the Underlying Transaction. This indirect acquisition is not a deemed direct acquisition under Regulation 5(2) of the SEBI SAST Regulations.	Pursuant to the SPA, PAC 2 acquired 65% of the outstanding shares of PAC 3. By virtue of this acquisition, PAC 2 acquired control of PAC 3 as described hereinabove, which, <i>inter alia</i> , resulted in the indirect acquisition of the majority of voting rights in and control over the Target Company, by PAC 2.	• PAC 2 has not and will not directly acquire any Equity Shares of the Target Company. However, pursuant to the completion of the Underlying Transaction, PAC 2 acquired 65% of the issued share capital of PAC 3, consisting of ordinary shares of PAC 3, which indirectly owns 100% of the Acquirer. • The above, <i>inter alia</i> , results in the indirect acquisition of 75,645,100 Equity Shares in the Target Company by PAC 2 and constituting 74.93% of the Voting Share Capital.		Not applicable as this is an indirect acquisition. ⁽¹⁾	Not applicable as this is an indirect acquisition.
					Regulations 3(1), 4 and 5(1) of the SEBI SAST Regulations.

Note:

(1) PAC 2 has taken into account a per share price of INR 24.26 for the acquisition of the Target Company for the Underlying Transaction.

- 1.7. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations, and subject to the terms and conditions set out in this DPS and the Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI SAST Regulations.

- 1.8. The Acquirer and the PACs do not have any definite plans with respect to the Target Company as on the date of this DPS. PAC 1 and PAC 2 are affiliates of the Baupost Group, L.L.C.. The Baupost Group, L.L.C. and its affiliates believe they can use their operational expertise and financial strength to partner with the Target Company and its management team in pursuing a unique opportunity to drive innovation and growth in the watch industry.

III. SHAREHOLDING AND ACQUISITION DETAILS

1. The current and proposed shareholding of the Acquirer and the PACs in the Target Company and the details of their acquisition are as follows:

Details	Acquirer		PAC 1		PAC 2		PAC 3	
	No.	%	No.	%	No.	%	No.	%
Shareholding as on the PA date	75,645,100 Equity Shares 76,100,000 preference shares	74.93%	Nil	Nil	Nil	Nil	Nil	Nil
Shares acquired between the PA date and the DPS date	Nil	Nil	Nil	Nil	Please refer to note (2) below.	Nil	Please refer to note (3) below.	Nil
Post Offer shareholding calculated on the Voting Share Capital (assuming full acceptance in the Open Offer)	100,950,000	100%	Nil	Nil	Please refer to note (2) below.	Nil	Please refer to note (3) below.	Nil

Notes:

1) The Target Company has issued 76,100,000 non-convertible redeemable preference shares to the Acquirer that carry voting rights on default which occurred this year. The Acquirer has waived its right to exercise its voting rights under the default and will continue to waive the same until the closure of the Open Offer.

2) PAC 2 has not and will not directly acquire any Equity Shares of the Target Company through the Underlying Transaction. On account of completion of the Underlying Transaction, PAC 2 owns 65% of the issued share capital of PAC 3 and also controls PAC 3, which indirectly holds and controls shares of the Acquirer, which holds 75,645,100 Equity Shares representing 74.93% of the Voting Share Capital.

3) PAC 3 indirectly holds and controls shares of Acquirer, which holds 75,645,100 Equity Shares representing 74.93% of the Voting Share Capital of the Target Company and PAC 3 will continue to indirectly hold and control Acquirer in the same manner, which will continue to hold 75,645,100 Equity Shares representing 74.93% of the Voting Share Capital.

4) The dividend rate applicable on the outstanding preference shares is as follows:

Type	Date of Issue	Number of preference shares	Face Value (INR)	Dividend (%)
Non-cumulative Non-Convertible Redeemable Preference Shares	March 25, 2003	2,500,000	10	0.10%
Cumulative Non-Convertible Redeemable Preference Shares	March 27, 2004	15,700,000	10	13.88%
Cumulative Non-Convertible Redeemable Preference Shares	March 21, 2006	22,900,000	10	13.88%
Cumulative Non-Convertible Redeemable Preference Shares	February 16, 2017	35,000,000	10	5.00%

2. Apart from the shareholding mentioned above, the Acquirer, the PACs and their respective directors do not have any other shareholding in the Target Company as on the date of the Public Announcement and this DPS.

IV. OFFER PRICE

1. The Equity Shares of the Target Company are listed on the BSE only.
2. The traded turnover in the Equity Shares of the Target Company on BSE during the period November 1, 2019 to October 31, 2020 ("Twelve Month Period"), which period constitutes the twelve calendar months preceding the calendar month in which the PA is made, is given below:

Stock Exchange	Traded Turnover of Equity Shares of the Target Company during the Twelve Month Period (A)	Total Number of Equity Shares of the Target Company during the Twelve Month Period (B)	Traded turnover as % of total number of Equity Shares of the Target Company (A/B)
BSE	12,023,015	100,950,000	11.91%

Source: CA Certificate from R. Mehta & Associates dated December 28, 2020

3. Based on the above information, the Equity Shares of the Target Company are frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations.
4. This is an indirect acquisition of Target Company in terms of Regulations 5(1) of the SEBI SAST Regulations, and such indirect acquisition does not fall within the parameters prescribed under Regulation 5(2) of the SEBI SAST Regulations.
5. The Offer Price of INR 24.54 (*Indian Rupees Twenty Four and fifty four paise*) per Offer Share is justified in terms of Regulation 8(3) of the SEBI SAST Regulations, being the highest of the following parameters:

Sr. No.	Details	Price per share in INR
a.	The highest negotiated price per share of the Target Company under the agreement for any acquisition attracting the obligation to make a PA of this Offer	Not Applicable
b.	The volume-weighted average price paid or payable for any acquisition by the Acquirer or PACs during the fifty-two weeks immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain	Not Applicable
c.	The highest price paid or payable for any acquisition, whether by the Acquirer or the PACs, during the twenty-six weeks immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain	Not Applicable
d.	The highest price paid or payable for any acquisition, whether by the Acquirer or by the PACs between the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, and the date of the PA of this Offer	Not Applicable

e.	The volume-weighted average market price of the shares for a period of sixty trading days immediately preceding the earlier of, the date on which the primary acquisition is contracted, and the date on which the intention or the decision to make the primary acquisition is announced in the public domain, as traded on the BSE being the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, provided such shares are frequently traded	24.26
f.	The per Equity Share value computed under Regulation 8(5), if applicable	24.26 ⁽¹⁾ (2)
g.	Price at (f) above including interest in terms of Regulation 8(12) of the SEBI SAST Regulations	24.54 ⁽³⁾

Note:

(1) In terms of Regulation 8(5) of the SEBI SAST Regulations, an indirect acquisition where: (a) the proportionate net asset value of the target company, as a percentage of the consolidated net asset value of the entity or business being acquired; (b) the proportionate sales turnover of the target company, as a percentage of the consolidated sales turnover of the entity or business being acquired; or (c) the proportionate market capitalization of the target company, as a percentage of the enterprise value for the entity or business being acquired, is in excess of 15%, on the basis of the most recent audited annual financial statements, the acquirer is required to compute and disclose the per equity share value of the target company. As per certificate dated November 19, 2020 from R. Mehta & Associates, the proportionate market capitalization of the Target Company as a percentage of the enterprise value of the entity or business being acquired (i.e. PAC 3), is in excess of 15%.

(2) The Acquirer and PACs have taken into account a per share price of INR 24.26 for the acquisition of the Target Company for the Underlying Transaction. This has been arrived at on the basis of the volume-weighted average market price of the Equity Shares of the Target Company for a period of 60 trading days immediately preceding November 19, 2020, i.e., the date in India when the Acquirer executed definitive documents to acquire PAC 3.

(3) In accordance with regulation 8(12) of the SEBI SAST Regulations, the offer price is required to be enhanced by an amount determined at the rate of 10% per annum for the period between, the earlier of the date on which the primary acquisition is contracted or the date on which the intention or the decision to make the primary acquisition is announced in the public domain (being November 19, 2020 the date in India), and the date of the detailed public statement, provided such period is more than 5 Working Days. Accordingly, the price per Equity Share ascribed under (g) above, has been enhanced by INR 0.28 per Equity Share, at the rate of 10% per annum for the period between the date on which the Acquirer executed the SPA and the date of publication of this DPS.

Source: Certificate dated December 28, 2020 issued by R. Mehta & Associates, Chartered Accountants

6. In view of the parameters considered and presented in the table in paragraph 5 above, the Offer Price, under Regulation 8(2) of the SEBI SAST Regulations, is INR 24.54 per Equity Share, and the same has been certified by R. Mehta & Associates, vide their certificate dated December 28, 2020. Accordingly, the Offer Price is justified in terms of the SEBI SAST Regulations.

7. Since the date of the PA, there have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI SAST Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split, etc. where the record date for effecting such corporate actions falls within 3 (three) Working Days prior to the commencement of Tendering Period of the Offer.

8. As on the date of this DPS, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or size of the Open Offer, the Acquirer and the PACs shall comply with Regulation 18 of the SEBI SAST Regulations.

9. In terms of Regulations 18(4) and 18(5) of the SEBI SAST Regulations, the Acquirer is permitted to revise the Offer Price or the size of the Offer at any time prior to commencement of the last one Working Day before the commencement of the Tendering Period. In the event of such revision, the Acquirer and PACs shall (i) make corresponding increase to the escrow amount; (ii) make public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously notify to BSE, SEBI and the Target Company at its registered office of such revision.

10. If the Acquirer or the PACs acquire Equity Shares of the Target Company during the period of twenty-six weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers and the PACs shall pay the difference between the highest acquisition price and the Offer Price to each of the Public Shareholders whose Equity Shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI SAST Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form. Further, the Acquirer and the PACs shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

V. FINANCIAL ARRANGEMENTS

1. The total funding requirement for this Offer (i.e. the Maximum Open Offer Consideration) is INR 620,982,246 (*Indian Rupees Six hundred and twenty million nine hundred and eight two thousand two hundred and forty six only*) assuming full acceptance of this Offer.

2. The Acquirer has confirmed that it has adequate resources for fulfilling the payment obligations under this Open Offer in terms of Regulation 25(1) of the SEBI SAST Regulations and the Acquirer is able to implement this Open Offer.

3. R. Mehta & Associates, Chartered Accountants with Firm Registration No. ("FRN") **143992W** having its office at 206, Pacific Plaza, Garage Gally, Dadar (W), Mumbai-400028, by its certificate dated November 23, 2020, has certified that the Acquirer has made firm financial arrangements to meet its financial obligations under the Offer.

4. In accordance with Regulation 17(4) of the SEBI SAST Regulations, the Acquirer, the Manager to the Offer and JP Morgan & Chase Bank ("**Escrow Bank**") have entered into an Escrow Agreement dated December 21, 2020 ("**Escrow Agreement**"). Pursuant to the Escrow Agreement, the Acquirer has opened an escrow account under the name and title of "Timex Group Escrow Account" bearing account number 5622409984 ("**Escrow Account**") with the Escrow Bank and has made a cash deposit of INR 620,982,246 (*Indian Rupees six hundred and twenty million nine hundred and eight two thousand two hundred and forty six only*) in the Escrow Account in accordance with the Regulation 17(5) of the SEBI SAST Regulations. This cash deposit has been confirmed via a confirmation letter dated December 22, 2020 issued by the Escrow Bank.

5. The Manager to the Open Offer has been solely authorised by the Acquirer to operate and realise monies lying to the credit of the Escrow Account, in terms of the SEBI SAST Regulations.

6. Pursuant to the terms of the NPA, PAC 1 has purchased and PAC 3 has sold and issued to PAC 1 Series A-1 Senior Secured Notes in an aggregate principal amount of USD 30,000,000 (*US Dollars thirty million*) on November 18, 2020, and Series A-2 Senior Secured Notes in an aggregate principal amount of USD 55,000,000 (*US Dollars fifty five million*) on December 21, 2020. Further, PAC 1 and PAC 3 via their sole member and/or board resolutions dated November 19, 2020 and November 20, 2020 have resolved to provide financial assistance/support directly or indirectly by way of equity contribution, shareholder loans and/or similar instruments with such an amount in cash, as may be required by the Acquirer for meeting its obligations under the Open Offer. After considering the aforementioned, R. Mehta & Associates, by its certificate dated November 23, 2020, has certified that the Acquirer and the PACs, have made firm financial arrangements to meet its financial obligations under the Open Offer. Further, in accordance with the board resolution dated November 20, 2020, PAC 3 has infused an amount of USD 8,500,000 (*US Dollars eight million and five hundred thousand*) into the Acquirer on December 14, 2020. The Acquirer has also deposited the 100% of the Maximum Offer Consideration in to the Escrow Account as of December 22, 2020.

7. Based on the above, the Manager to the Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer along with PACs to implement the Offer in accordance with the SEBI SAST Regulations, and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Offer obligations.

8. In case of any upward revision in the Offer Price or the Offer Size, the cash in the Escrow Account, shall be increased by the Acquirer in terms of Regulation 17(2) of the SEBI SAST Regulations, prior to effecting such revision.

VI. STATUTORY AND OTHER APPROVALS

1. As on the date of this DPS, to the best knowledge of the Acquirer and the PACs, there are no statutory approvals required by the Acquirer and/or the PACs to complete this Open Offer. However, in case of any further statutory approvals being required by the Acquirer and/or the PACs, at a later date, this Open Offer shall be subject to such approvals and the Acquirer and/or the PACs shall make the necessary applications for such approvals.

2. In case of delay or non receipt of any statutory approvals required by the Acquirer and/or the PACs, as per Regulation 18(11) of the SEBI SAST Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer or PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders of the Target Company who validly tender their shares in the Offer at such rate as may be specified by SEBI. Where the statutory approvals extend to some but not all Public Shareholders of the Equity Shares, the Acquirer shall have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.

3. If Public Shareholders who are not persons resident in India (including NRIs, OCBs and FIIs/FPIs had required any approvals (including from the RBI, or any other regulatory body)) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for acquiring/holding the Equity Shares, in order to tender the Equity Shares held by them in this Open Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve their right to reject such Equity Shares tendered in this Open Offer.

4. The Acquirer and the PACs will have the right to withdraw this Open Offer in accordance with Regulation 23 of the SEBI SAST Regulations, in the event the statutory approvals if any, relating to this Open Offer are not received or are refused for any reason. In the event of withdrawal of this Open Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to the Stock Exchange, SEBI and the Target Company at its registered office.

VII. TENTATIVE SCHEDULE OF ACTIVITY

No.	Name of Activity	Schedule of Activities (Day and Date)*
1.	Issue of Public Announcement	November 23, 2020
2.	Date of completion of Underlying Transaction	Monday, December 21, 2020
3.	Publication of this DPS in newspapers	Tuesday, December 29, 2020

4.	Filing of the draft Letter of Offer with SEBI	Tuesday, January 05, 2021
5.	Last date for public announcement for competing offer(s)	Tuesday, January 19, 2021
6.	Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Wednesday, January 27, 2021
7.	Identified Date*	Friday, January 29, 2021
8.	Last date for dispatch of the Letter of Offer to the Shareholders of the Target Company whose names appear on the Register of Members on the Identified Date	Friday, February 05, 2021
9.	Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Shareholders of the Target Company for this Offer	Wednesday, February 10, 2021
10.	Last date for upward revision of the Offer Price and/or the Offer Size	Wednesday, February 10, 2021
11.	Date of publication of Offer opening public announcement, in the newspapers in which this DPS has been published	Thursday, February 11, 2021
12.	Date of commencement of the Tendering Period (" Offer Opening Date ")	Friday, February 12, 2021
13.	Date of closure of the Tendering Period (" Offer Closing Date ")	Friday, February 26, 2021
14.	Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Shareholders of the Target Company	Monday, March 15, 2021
15.	Last date for publication of post-Offer public announcement in the newspapers in which this DPS has been published	Monday, March 22, 2021
16.	Last date for filing the post Offer report with SEBI	Monday, March 22, 2021

*The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer will be dispatched. It is clarified that all Public Shareholders (registered or unregistered) of Equity Shares (except the Acquirer, the PACs, the persons deemed to be acting in concert with the Acquirer and the PACs, the parties to the Underlying Transaction and the persons deemed to be acting in concert with such parties) during the Tendering Period are eligible to participate in the Open Offer at any time before the Offer Closing Date, subject to Part VI (Statutory and Other Approvals) above.

* The above timelines are indicative (prepared on the basis of timelines provided under the SEBI SAST Regulations) and are subject to receipt of relevant approvals from various statutory/regulatory authorities and may have to be revised accordingly.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

1. Subject to Part VI (Statutory and Other Approvals) above, all the Public Shareholders of the Target Company, holding the Equity Shares in dematerialized form or physical form, registered or unregistered are eligible to participate in this Open Offer at any time during the period from the Offer Opening Date through the Offer Closing Date ("**Tendering Period**") for this Open Offer.

2. Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the 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 participate in this Open Offer (subject to Part VI (Statutory and Other Approvals) above and provided that they are not parties to the Underlying Transaction, or actual or deemed persons acting in concert with such parties).

3. The Acquirer is not a person resident in India under applicable Indian foreign exchange control regulations. The Acquirer is classified as a promoter of the Target Company and accordingly already in control over the Target Company at the time of acquiring the Offer Shares. Hence, the Acquirer is permitted to acquire the Equity Shares of the Target Company on the floor of the recognized stock exchanges in India, as per applicable Indian foreign exchange control regulations. Therefore, the Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by stock exchanges in the form of a separate window, as provided under the SEBI SAST Regulations and SEBI circulars CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, in each case as amended from time to time. Further details regarding the same, shall be available in the Letter of Offer to be dispatched to all the Public Shareholders.

4. BSE shall be the designated stock exchange ("**Designated Stock Exchange**") for the purpose of tendering Equity Shares in the Open Offer.

5. The Acquirer has appointed JM Financial Institutional Securities Limited ("**Buying Broker**") as their broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

Name: JM Financial Institutional Securities Limited

Address: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India

Contact Person: Ms Prachee Dhuri

Tel: +91 22 6630 3030

Fax: +91 22 6630 3330

6. Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("**Selling Broker**") within the normal trading hours of the secondary market, during the Tendering Period.

7. The Acquisition Window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized Equity Shares.

8. Procedure to be followed by Public Shareholders holding Equity Shares in physical form:

In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer/open offer/exit offer/delisting" dated February 20, 2020 and in light of the FAQs dated July 02, 2020, Public Shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI SAST Regulations. The procedure for tendering to be followed by Public Shareholders holding Equity Shares in the physical form shall be available in the Letter of Offer to be dispatched to all the Public Shareholders.

9. **The detailed procedure for tendering the shares in the Open Offer will be available in the Letter of Offer, which shall be available on SEBI's website (www.sebi.gov.in).**

IX. OTHER INFORMATION

1. The Acquirer, the PACs and their respective directors (*if applicable*), in their capacity as the directors, accept full responsibility for the information contained in the Public Announcement and this DPS (other than such information as has been obtained from public sources or provided or relating to and confirmed by the Target Company, which has not been independently verified by the Acquirer, the PACs and the Manager to the Offer), and undertake that they are aware of and shall be jointly and severally responsible for the fulfilment of obligations under the SEBI SAST Regulations in respect of this Open Offer.

2. The information pertaining to the Target Company contained in the PA or the DPS or the draft letter of offer or the Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company, as the case may be, or publicly available sources, which has not been independently verified by the Acquirer or the PACs or the Manager. The Acquirer, the PACs and the Manager do not accept any responsibility with respect to the information provided by the Target Company.

3. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.

4. In this DPS, all references to "**Re**," and "**Rs.**" and "**INR**" are references to the Indian Rupee(s).

5. USD/INR exchange rate has been taken as of December 27, 2019 (unless otherwise stated):

1 USD = INR 71.2214 (Source: www.fbiil.org.in).

6. This DPS and the Public Announcement would also be available on SEBI's website (www.sebi.gov.in).

7. The Acquirer has appointed JM Financial Limited as the Manager to the Open Offer, as per the details below:



JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India
Tel: +91 22 6630 3030/+91 22 6630 3262; Fax: +91 22 6630 3330
Email: timex.openoffer@jmfll.com
Contact person: Ms. Prachee Dhuri
SEBI Registration Number: INM000010361

8. The Acquirer has appointed Link Intime India Private Limited as the Registrar to the Offer, as per the details below:



LINK INTIME INDIA PRIVATE LIMITED

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India
Contact Person: Mr. Sumeet Deshpande
Tel: +91 22 4918 6200; **Fax:** +91 22 4918 6195
E-mail: timexgroup.offer@linkintime.co.in; **Website:** www.linkintime.co.in
SEBI Registration Number: INR000004058;
Validity Period: Permanent
CIN: U67190MH1999PTC118368

On behalf of Acquirer and the PACs

Timex Group Luxury Watches B.V. (Acquirer)

BP Horological Investors, L.L.C. (PAC 1)

BP Horological Holdings, L.L.C. (PAC 2)

Tanagar Group B.V. (PAC 3)

Place : Mumbai

Date : December 28, 2020