

August 28, 2020

The Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Scrip Code: 513252**

Dear Sir / Madam,

**Sub: Post offer advertisement pertaining to the open offer for acquisition of up to 1,004,770 (one million four thousand seven hundred and seventy only) fully paid-up equity shares of face value of INR 10 (Indian Rupees ten only) each ("Equity Shares") of Jay Ushin Limited ("Target Company"), representing 26.00% (Twenty six percent) of the voting share capital, from the Public Shareholders of the Target Company, by Minebea Mitsumi Inc. ("Acquirer") together with U-Shin Ltd., as the person acting in concert with the Acquirer ("PAC") ("Open Offer")**

Pursuant to and in compliance with Regulations 3(1), 4, 5(1) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**"), the Acquirer together with the PAC is making the Open Offer for acquisition of up to 1,004,770 (one million four thousand seven hundred and seventy only) fully paid-up equity shares of face value of INR 10 (Indian Rupees ten only) each ("**Equity Shares**"), representing 26% (Twenty six percent) of the voting share capital of Jay Ushin Limited ("**Target Company**") as of the 10<sup>th</sup> working day from the closure of the tendering period for the Open Offer. Ambit Capital Private Limited is acting as the Manager to the Open Offer.

In this regard, in terms of Regulation 18(12) of the SEBI (SAST) Regulations, please find enclosed a copy of the post offer advertisement, dated August 27, 2020 ("**Post Offer Advertisement**"), which was published on August 28, 2020 in the Business Standard (English – All editions), the Business Standard (Hindi – All editions) and Navshakti (Marathi – Mumbai edition).

All capitalised terms not defined herein shall have the same meaning, as specified in the enclosed Post Offer Advertisement.

Yours faithfully  
For **Ambit Capital Private Limited**



Authorized Signatory  
Name: Vikas Khattar  
Designation: Managing Director & Head-ECM & FSG Coverage

# JAY USHIN LIMITED

REGISTERED OFFICE: G1-48, G T Kamal Road Industrial Area, Delhi - 110033  
TEL: +91 (11) 4314 7700; Fax: +91 (124) 4623 403

**OPEN OFFER FOR ACQUISITION OF UP TO 1,004,770 (ONE MILLION FOUR THOUSAND SEVEN HUNDRED AND SEVENTY ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 10 (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARES"), REPRESENTING 26% OF THE FULLY DILUTED VOTING EQUITY SHARE CAPITAL OF JAY USHIN LIMITED ("TARGET COMPANY") AT A PRICE OF INR 589.94 (INDIAN RUPEES FIVE HUNDRED AND EIGHTY NINE AND NINETY FOUR PAISE ONLY) PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY, BY MINEBEA MITSUMI INC. ("ACQUIRER") TOGETHER WITH U-SHIN LTD., AS THE PERSON ACTING IN CONCERT WITH THE ACQUIRER ("PAC") ("OFFER" / "OPEN OFFER").**

This post offer advertisement ("**Post Offer Advertisement**") is being issued by Ambit Capital Private Limited ("**Manager to the Offer**" or "**Manager**"), in respect of the Open Offer on behalf of the Acquirer and the PAC, pursuant to and in accordance with regulation 18(12) of the SEBI (SAST) Regulations. This Post Offer Advertisement should be read in continuation of, and in conjunction with:

- the Public Announcement dated May 20, 2020 ("**PA**");
- Detailed Public Statement that was published on May 28, 2020 ("**DPS**");
- the Letter of Offer dated July 20, 2020 along with Form of Acceptance cum Acknowledgement ("**LOF**"); and
- the offer opening public announcement and corrigendum published on July 30, 2020 ("**Offer Opening Public Announcement and Corrigendum**").

The DPS and the Offer Opening Public Announcement and Corrigendum were published in all editions of 'Business Standard' (English) and 'Business Standard' (Hindi) and the Mumbai edition of 'Navshakti' (Marathi). This Post Offer Advertisement is being published in all of the aforesaid newspapers.

Capitalized terms used but not defined in this Post Offer Advertisement shall have the meaning assigned to such terms in the LOF.

- Name of the Target Company:** Jay Ushin Limited
- Name of the Acquirer and the PAC:** Minebea Mitsumi Inc. (Acquirer)  
U-Shin Ltd. (PAC)
- Name of the Manager to the Offer:** Ambit Capital Private Limited
- Name of the Registrar to the Offer:** Link Intime India Private Limited
- Offer Details:**
  - Date of Opening of the Offer:** Friday, July 31, 2020
  - Date of Closure of the Offer:** Thursday, August 13, 2020
- Date of Payment of Consideration:** Friday, August 21, 2020
- Details of Acquisition:**

Sl. No	Particulars	Proposed in offer document	Actuals								
7.1	Offer Price (per Equity Share)	INR 589.94	INR 589.94								
7.2	Aggregate number of Equity Shares tendered in the Offer	1,004,770 <sup>(1)</sup>	1,920								
7.3	Aggregate number of Equity Shares accepted in the Offer	1,004,770 <sup>(1)</sup>	1,920								
7.4	Size of the Offer (Number of Equity Shares multiplied by Offer Price)	INR 592,754,013.80 <sup>(1)</sup>	INR 1,132,684.80								
7.5	Shareholding of the Acquirer and the PAC before agreements/public announcement <ul style="list-style-type: none"> <li>Number</li> <li>% of fully diluted voting share capital</li> </ul>	<b>Acquirer:</b> Nil (0%) <b>PAC:</b> 1,004,645 (26.00%) <b>Total:</b> 1,004,645 (26.00%)	<b>Acquirer:</b> Nil (0%) <b>PAC:</b> 1,004,645 (26.00%) <b>Total:</b> 1,004,645 (26.00%)								
7.6	Equity Shares acquired by way of agreements <ul style="list-style-type: none"> <li>Number</li> <li>% of fully diluted voting share capital</li> </ul>	Nil (0.00%)	Nil (0.00%)								
7.7	Equity Shares acquired by way of Open Offer <ul style="list-style-type: none"> <li>Number</li> <li>% of fully diluted voting share capital</li> </ul>	1,004,770 <sup>(1)</sup> (26.00%) <sup>(1)</sup>	1,920 (0.05%)								
7.8	Equity Shares acquired after Detailed Public Statement <ul style="list-style-type: none"> <li>Number of Equity Shares acquired</li> <li>Price of the Equity Shares acquired</li> <li>% of fully diluted voting share capital</li> </ul>	Nil Not Applicable (0.00%)	Nil Not Applicable (0.00%)								
7.9	Post Offer shareholding of the Acquirer and the PAC <ul style="list-style-type: none"> <li>Number</li> <li>% of fully diluted voting share capital</li> </ul>	<b>Acquirer:</b> 1,004,770 (26.00%) <sup>(1)</sup> <b>PAC:</b> 1,004,645 (26.00%) <b>Total:</b> 2,009,415 (52.00%) <sup>(1)</sup>	<b>Acquirer:</b> 1,920 (0.05%) <b>PAC:</b> 1,004,645 (26.00%) <b>Total:</b> 1,006,565 (26.05%)								
7.10	Pre & Post offer shareholding of the Public <ul style="list-style-type: none"> <li>Number</li> <li>% of fully diluted voting share capital</li> </ul>	<table border="1"> <thead> <tr> <th>Pre-Offer<sup>(2)</sup></th> <th>Post-Offer<sup>(1)</sup></th> </tr> </thead> <tbody> <tr> <td>1,688,749 (43.70%)</td> <td>683,979 (17.70%)</td> </tr> </tbody> </table>	Pre-Offer <sup>(2)</sup>	Post-Offer <sup>(1)</sup>	1,688,749 (43.70%)	683,979 (17.70%)	<table border="1"> <thead> <tr> <th>Pre-Offer<sup>(2)</sup></th> <th>Post-Offer</th> </tr> </thead> <tbody> <tr> <td>1,688,749 (43.70%)</td> <td>1,686,829 (43.65%)</td> </tr> </tbody> </table>	Pre-Offer <sup>(2)</sup>	Post-Offer	1,688,749 (43.70%)	1,686,829 (43.65%)
Pre-Offer <sup>(2)</sup>	Post-Offer <sup>(1)</sup>										
1,688,749 (43.70%)	683,979 (17.70%)										
Pre-Offer <sup>(2)</sup>	Post-Offer										
1,688,749 (43.70%)	1,686,829 (43.65%)										

(1) Assuming full acceptance in the Offer

(2) Based on the shareholding pattern of the Target Company as on June 30, 2020

## 8 Other information

8.1 The Acquirer, the PAC, and their respective directors, in their capacity as directors, accept full responsibility for the information contained in this Post Offer Advertisement and shall be jointly and severally responsible for the fulfillment of obligations under the SEBI (SAST) Regulations in respect of the Open Offer.

8.2 A copy of this Post Offer Advertisement is expected to be available on the websites of SEBI (<http://www.sebi.gov.in>), BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the registered office of the Target Company.

### Issued on behalf of the Acquirer and the PAC by the Manager to the Offer



**AMBIT CAPITAL PRIVATE LIMITED**  
Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013  
Tel: + 91 (22) 3043 3000; Fax: +91 (22) 3043 3100  
Contact Person: Gaurav Rana  
E-mail: jayushinopenoffer@ambit.co  
Website: www.ambit.co  
SEBI Registration Number: INM000012379  
Validity Period: Permanent Registration

### Registrar to the Offer



**LINK INTIME INDIA PRIVATE LIMITED**  
C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083  
Tel: + 91 (22) 4918 6170/6174/6200; Fax: + 91 (22) 4918 6195  
Contact Person: Sumeet Deshpande  
Email: jayushin.offer@linkintime.co.in  
Website: www.linkintime.co.in  
SEBI Registration No.: INR000004058

On behalf of Minebea Mitsumi Inc. (Acquirer)

On behalf of U-Shin Ltd. (PAC)

Sd/-  
Name: Shigeru Tsukada  
Authorised Signatory

Sd/-  
Name: Mitsuyuki Takahashi  
Authorised Signatory

Place : Tokyo, Japan  
Date : August 27, 2020