

## PRE OFFER PUBLIC ANNOUNCEMENT

**CONSTRONICS INFRA LIMITED**

Corporate Identification Number (CIN): L45100TN1992PLC022948  
Registered Office: No.3/2, Third Floor, Narasimmapuram, Sai Baba Colony, Mylapore,  
Chennai, Tamil Nadu – 600 004. Contact No: 044 – 4858 9999;  
Website: [www.constronicsinfra.com](http://www.constronicsinfra.com) Email ID: [info@constronicsinfra.com](mailto:info@constronicsinfra.com)

OPEN OFFER FOR ACQUISITION OF 28,85,000 (TWENTY EIGHT LAKHS EIGHTY FIVE THOUSAND ONLY) FULLY PAID UP EQUITY SHARES OF RS. 10/- EACH FROM THE SHAREHOLDERS OF CONSTRONICS INFRA LIMITED ("CIL" / "TARGET COMPANY") BY MR. J. VISHNU VARDHAN (ACQUIRER) PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3(1) & 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS").

This Advertisement ("Pre Offer Public Announcement") is being issued by Aryaman Financial Services Limited, the Manager to the Offer ("Manager"), on behalf of the Acquirer, in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations, 2011") in respect of Open Offer ("Offer") to acquire 28,85,000 (Twenty Eight Lakhs Eighty Five Thousand Only) Equity Shares of Rs. 10/- each, being constituting 40.02% of the Target Company on a fully diluted basis at a price of Rs. 5.70/- (Rupees Five and Seventy Paise Only) ("Offer Price"). This Pre Offer Public Announcement is to be read with Public Announcement dated February 22, 2021 ("PA") along with the Detailed Public Statement ("DPS") published on March 01, 2021 in Business Standard (English – All Editions), Business Standard (Hindi – All Editions), Makkal Kural (Tamil – Chennai Edition) and Mumbai Lakshadeep (Marathi – Mumbai Edition) with respect to the aforementioned Offer.

- (1) The Offer Price is Rs. 5.70/- (Rupees Five and Seventy Paise Only) per fully paid-up Equity Share. The Offer price will be paid in Cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulation, 2011 and subject to terms and conditions mentioned in PA, the DPS and Letter of Offer. There has been no revision in the Offer Price.
- (2) Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommends that the Offer Price of Rs. 5.70/- is fair and reasonable. The recommendation of IDC was published on April 01, 2021 (Thursday) in the same newspapers where the DPS was published.
- (3) This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. There has been no competitive bid to this Offer.
- (4) The Letter of Offer dated March 23, 2021 ("LOF") has been dispatched on March 26 2021 to all the eligible Shareholders of the Target Company whose names appeared in the Register of Members on March 19, 2021, the Identified Date.
- (5) Please note that a copy of the Letter of Offer will also be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)).
- (6) Public Shareholders are required to refer to the Section titled "Procedure for Acceptance and Settlement of the Offer" at page 13 of the Letter of Offer in relation to inter alia, the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein. A summary of procedure for tendering Equity Shares in the Open Offer is set out below:

**a) In case the Equity Shares are in dematerialized form:**

Public Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective Selling Brokers by giving the details of Equity Shares they intend to tender under the Offer and as per the procedure specified in paragraph 8.12 of the Letter of Offer.

**b) In case the Equity Shares are in physical form:**

Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through their respective Selling Broker by providing the relevant information and documents as mentioned in paragraph 8.13 of the Letter of Offer along with Form SH-4.

**c) In case of non-receipt of the LOF:**

Public Shareholders may (i) download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) and can apply by using the same; or (ii) obtain a physical copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares. Alternatively, such Public Shareholders can download the soft copy of the LOF from the SEBI's website [www.sebi.gov.in](http://www.sebi.gov.in) as well as from the Manager to the Offer website [www.afsl.co.in](http://www.afsl.co.in). Alternatively, in case of non-receipt of the LOF, Public Shareholders holding the Equity Shares may participate in the Open Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares being tendered and other relevant documents as mentioned in the LOF. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the Offer Closing Date.

**Public Shareholders have to ensure that their order is entered in the electronic platform of BSE which will be made available BSE before the closure of the Tendering Period.**

- (7) In terms of Regulation 16(1) of SEBI (SAST) Regulations, 2011, the Draft Letter of Offer had been submitted to SEBI on March 08, 2021. SEBI vide its letter dated March 17, 2021, bearing reference no. SEBI/HO/CFD/DCR-1/OW/P/2021/6298/1, has issued its comments on the Draft Letter of Offer in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011 and the observations have been duly incorporated in the Letter of Offer.
- (8) There have been no other material changes in relation to the Offer, since the date of the PA, save as otherwise disclosed in the DPS and the Letter of Offer.
- (9) As on the date of this advertisement, there are no statutory approvals required to acquire the equity shares tendered pursuant to this Open Offer. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer.

**(10) Schedule of Activities:**

Major Activities	Original Schedule (Date & Day)	Revised Schedule (Date & Day)
Public Announcement	February 22, 2021 (Monday)	February 22, 2021 (Monday)
Publication of Detailed Public Statement	March 01, 2021 (Monday)	March 01, 2021 (Monday)
Filing of Draft Letter of Offer with SEBI	March 08, 2021 (Monday)	March 08, 2021 (Monday)
Last Date for a Competitive Bid*	March 23, 2021 (Tuesday)	March 23, 2021 (Tuesday)
Receipt of Comments from SEBI on Draft Letter of Offer	March 31, 2021 (Wednesday)	March 17, 2021 (Wednesday)
Identified Date**	April 05, 2021 (Monday)	March 19, 2021 (Friday)
Date by which Letter of Offer be posted to the Shareholder	April 12, 2021 (Monday)	March 26, 2021 (Friday)
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	April 19, 2021 (Monday)	April 01, 2021 (Thursday)
Last Day of Revision of Offer Price / Share	April 20, 2021 (Tuesday)	April 05, 2021 (Monday)
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	April 20, 2021 (Tuesday)	April 05, 2021 (Monday)
Date of Opening of the Offer	April 22, 2021 (Thursday)	April 06, 2021 (Tuesday)
Date of Closing of the Offer	May 05, 2021 (Wednesday)	April 22, 2021 (Thursday)
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	May 20, 2021 (Thursday)	May 06, 2021 (Thursday)

\*There has been no competing offer in this offer

\*\* 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 owner (registered or unregistered) of Equity Shares of the Target Company (except Acquirer, person acting in concert with Acquirer and Sellers of the Target Company) are eligible to participate in the offer any time before the closure of the Offer.

The terms not defined herein will have the same meaning as defined in the PA, DPS and the Letter of Offer. All other terms and conditions of the Offer shall remain unchanged. The Acquirer accept the responsibility for the information contained in this Advertisement and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. This Advertisement will also be available on the website of SEBI i.e. [www.sebi.gov.in](http://www.sebi.gov.in).

**THIS ANNOUNCEMENT IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER**



**ARYAMAN FINANCIAL SERVICES LIMITED**

(CIN No.: L74899DL1994PLC059009)

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Email: [info@afsl.co.in](mailto:info@afsl.co.in) Contact Person: Mr. Deepak Biyani

Place: Mumbai  
Date: April 05, 2021

Surjeet Comm.