

PRE-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, AND CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

# TANFAC INDUSTRIES LIMITED

Registered Office: Plot No.14, SIPCOT Industrial Complex, Kudikadu, Cuddalore, Tamil Nadu - 607005  
Corporate Identification Number (CIN): L24117TN1972PLC006271, Tel: +91-4142-239001/239002; Website: www.tanfacs.com

OPEN OFFER FOR ACQUISITION OF UP TO 25,93,500 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("OFFER SHARES"), AT A PRICE OF ₹ 595 PER EQUITY SHARE, REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF TANFAC INDUSTRIES LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY ANUPAM RASAYAN INDIA LIMITED ("ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (THE "SEBI (SAST) REGULATIONS") (THE "OPEN OFFER"). NO PERSON IS ACTING IN CONCERT WITH THE ACQUIRER FOR THE PURPOSE OF THIS OPEN OFFER.

This advertisement and corrigendum to the Detailed Public Statement is being issued by Edelweiss Financial Services Limited, the manager to the Open Offer ("Manager"), for and on behalf of the Acquirer pursuant to and in accordance with Regulation 18(7) of the SEBI (SAST) Regulations in respect of the Open Offer ("Pre-Offer Advertisement cum Corrigendum").

This Pre-Offer Advertisement cum Corrigendum should be read in continuation of, and in conjunction with the:

- public announcement dated 1 February 2022 ("Public Announcement" or "PA");
- detailed public statement dated 7 February 2022 which was published on 8 February 2022 in the following newspapers: Financial Express (all editions), Jansatta (all editions), Makkal Kural (Chennai edition) and Navshakti (Mumbai edition) ("Detailed Public Statement" or "DPS");
- draft letter of offer dated 15 February 2022 ("DLoF"); and
- letter of offer dated 9 April 2022 ("Letter of Offer" or "LOF").

This Pre-Offer Advertisement cum Corrigendum is being published in all such newspapers in which the Detailed Public Statement was published.

For the purpose of this Pre-Offer Advertisement cum Corrigendum:

- "Identified Date" means 6 April 2022 (Wednesday), being the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period;
- "Public Shareholders" means all the equity shareholders of the Target Company, excluding: (i) the Acquirer; (ii) the existing members of the promoter and promoter group of the Target Company; (iii) the parties to the JVA, Share Purchase Agreement and the Amendment to the JVA; and (iv) the persons deemed to be acting in concert with the persons set out in (i) to (iii); and
- "Tendering Period" means the period commencing from 22 April 2022 (Friday) and closing on 6 May 2022 (Friday) (both days inclusive).

Capitalized terms used but not defined in this Pre-Offer Advertisement cum Corrigendum shall have the same meaning assigned to such terms in the Letter of Offer.

The Public Shareholders of the Target Company are requested to kindly note the following information related to the Open Offer:

- Offer Price:** The offer price is ₹ 595 per Equity Share. There has been no revision in the Offer Price. For further details relating to the Offer Price, please refer to paragraph 4 of Section VI(A) (Justification of Offer Price) of the Letter of Offer.
- Recommendation of the Committee of Independent Directors of the Target Company ("IDC"):** The recommendation of the IDC was approved on 15 April 2022 and published on 19 April 2022 read with the corrigendum published on 20 April 2022 in the same newspapers in which the Detailed Public Statement was published i.e., Financial Express (all editions), Jansatta (all editions), Makkal Kural (Chennai edition) and Navshakti (Mumbai edition). The relevant extract of the recommendation of the IDC is given below:

Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Mr. Sivaraman, IAS (RETD.) (Chairperson); Mr. V.T. Moorthy (Member); Dr. Shankar Narsimhan (Member); and Smt. R. Rajalakshmi (Member).
Recommendation on the Open Offer, as to whether the Open Offer is fair and reasonable	The IDC is of the opinion that, as on the date of the PA, the Offer Price of ₹ 595 per share offered by the Acquirer (a) is in accordance with the regulations prescribed under the SEBI (SAST) Regulations; and (b) appears to be fair and reasonable.
Summary of reasons to recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any, can be seen by the shareholder)	The IDC has perused the PA, DPS, DLoF and LoF issued on behalf of the Acquirer. Based on the review of the PA, DPS, DLoF, LoF, in regard to the Offer Price, the IDC is of the opinion that as on the date of the Public Announcement, the Offer Price of ₹ 595 offered by the Acquirer: (a) is in accordance with the regulations prescribed under the SEBI (SAST) Regulations; and (b) appears to be fair and reasonable. The members of IDC draw attention to the closing market price of the Equity Shares of the Target Company on the BSE Limited ("BSE") as on the date of this recommendation, i.e. 15 April 2022, being ₹ 611 per Equity Share, which is higher than the Offer Price. The shareholders of the Target Company are advised to independently evaluate the Open Offer and take an informed decision about tendering the Equity Shares held by them in the Open Offer.
Details of independent advisors, if any	None
Disclosure of voting pattern	The recommendations were unanimously approved by the members of IDC.

### 3. Other details of the Open Offer:

3.1 This Open Offer is a mandatory Open Offer made by the Acquirer in compliance with Regulation 4 and other applicable regulations of the SEBI (SAST) Regulations, pursuant to the execution of the Share Purchase Agreement and Amendment to the JVA to acquire and exercise joint control of and over the Target Company and to be classified as a promoter of the Target Company along with the Continuing Promoter in accordance with the provisions of the SEBI (LODR) Regulations following the completion of the Underlying Transaction.

3.2 The Open Offer is not a competing offer in terms of Regulation 20 of SEBI (SAST) Regulations. There was no competing offer to the Open Offer and the last date for making such competing offer has expired. The Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.

3.3 The electronic dispatch of the Letter of Offer was completed on 11 April 2022 and dispatch of physical copies of the Letter of Offer was completed on 13 April 2022. The LoF has been sent to the Public Shareholders as on the Identified Date (i.e., 6 April 2022) in accordance with Regulation 18(2) of the SEBI (SAST) Regulations. The Identified Date was relevant only for the purpose of determining the Public Shareholders to whom the LoF was to be sent. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in the Open Offer. A copy of the LoF (which includes Form of Acceptance-cum-acknowledgement) is expected to be available on the website of SEBI (www.sebi.gov.in) from which the Public Shareholders can download/print the same.

3.4 The Public Shareholders are requested to refer to Section VIII (Procedure for Acceptance and Settlement of the Open Offer) of the Letter of Offer in relation to, *inter alia*, the procedure for tendering their Equity Shares in the Open Offer and are also required to adhere to and follow the procedure outlined therein. A summary of the procedure for tendering Equity Shares in the Open Offer is as below:

- In case of Equity Shares held in physical form:** Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to approach their respective Selling 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 Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) 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 the Public Shareholder has undergone a change from the address registered in the "Register of Members" of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhaar card, (ii) voter identity card, or (iii) passport. The Public 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 SEBI (SAST) 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 Exchange shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'.
- In case of Equity Shares held in dematerialized form:** The Public Shareholders who are holding Equity Shares in electronic/dematerialized form and who desire to tender their Equity Shares in this Open Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Open Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period. Public Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement to the Registrar except in case of non-residents, unless required by their respective Selling Broker.
- In case of non-receipt of the Letter of Offer:** 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 tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchange before the closure of the Open Offer.

4. All Public Shareholders who desire to tender their Equity Shares under the Open Offer will have to intimate their respective Selling Brokers within the normal trading hours of the secondary market, during the Tendering Period. A separate Acquisition Window will be provided to facilitate placing of sell orders on the Stock Exchange. The Selling Broker will mark lien on the Equity Shares tendered in the Open Offer. The Buying Broker may also act as Selling Broker for Public Shareholders.

5. The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by the BSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations, SEBI circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015, as amended read along with SEBI circular CFD/DCR2/CIR/P/2016/131 dated 9 December 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated 13 August 2021, as amended, including any guidelines and circulars issued in relation to the same by the Stock Exchange, clearing corporations and SEBI ("Acquisition Window Circulars").

6. In accordance with Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was filed with SEBI on 15 February 2022. The final observations from SEBI were received under Regulation 16(4) of the SEBI (SAST) Regulations by way of SEBI's letter dated 1 April 2022 received by the Manager to the Offer on 4 April 2022 ("SEBI Observation Letter").

7. **Material Updates:** The comments specified in the SEBI Observation Letter and certain changes (occurring after the date of the Public Announcement) which may be material have been incorporated in the Letter of Offer. The Acquirer has completed the purchase of 24,89,802 Equity Shares of the Target Company from the Sellers in accordance with the terms and conditions under the SPA and in compliance with the SEBI (SAST) Regulations on 11 March 2022 and has accordingly acquired and exercises joint control of and over the Target Company and has become a

promoter of the Target Company with effect from 11 March 2022. In addition, simultaneously with the acquisition of 24,89,802 Equity Shares of the Target Company, the Acquirer has, in accordance with applicable law, including the SEBI (SAST) Regulations, appointed Mr. Afzal Harunbhai Malkani as a non-executive non-independent director on the board of directors of the Target Company with effect from 11 March 2022. Further, Mr. Jayant Vasant Dhobley has also resigned as a director of the Target Company with effect from 11 March 2022. Mr. Sendhil Kalyanasundaram Naathan continues as the Managing Director of the Target Company in the capacity of the nominee of the Acquirer with effect from 11 March 2022.

- Details regarding the status of statutory and other approvals:**
- As on date, the conditions precedent specified in the Share Purchase Agreement (as set out in paragraph 6(vi) of Section III(A) (Background to the Open Offer) of the Letter of Offer) have been satisfied.
- To the best of the knowledge of the Acquirer, there are no statutory or governmental approvals required for the consummation of the Transaction. However, if any other statutory or governmental approval(s) are required or become applicable 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 and the Underlying Transaction and the Open Offer would also be subject to such other statutory or other governmental approval(s).
- In case of delay in receipt of any other statutory approval that may be required by the Acquirer at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that such non-receipt was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time to the Acquirer for making payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations. Where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer.
- All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer. Further, if the holders of the Equity Shares, who are not persons resident in India, 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 holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
- The Acquirer shall complete all procedures relating to payment of consideration under this Open Offer within 10 Working Days from the date of closure of the Tendering Period of the Open Offer to those Public Shareholders whose Equity Shares are accepted in the Open Offer.
- Revised schedule of activities:**

Part VII (Tentative Schedule of Activity) of the Detailed Public Statement has been amended and the revised schedule of activities pertaining to the Open Offer is set out below:

No.	Name of Activity	Original Schedule of Activities (Date and Day) <sup>(4)</sup> (As disclosed in the DLoF)	Revised Schedule of Activities (Date and Day) <sup>(4)</sup>
1.	Issue of Public Announcement	Tuesday, 1 February 2022	Tuesday, 1 February 2022
2.	Publication of the DPS in Newspapers	Tuesday, 8 February 2022	Tuesday, 8 February 2022
3.	Last date for filing of the Draft Letter of Offer with SEBI	Tuesday, 15 February 2022	Tuesday, 15 February 2022
4.	Last date for public announcement for competing offer(s)	Wednesday, 2 March 2022	Wednesday, 2 March 2022 <sup>(1)</sup>
5.	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 Open Offer)	Wednesday, 9 March 2022	Monday, 4 April 2022 <sup>(2)</sup>
6.	Identified Date <sup>(3)</sup>	Friday, 11 March 2022	Wednesday, 6 April 2022
7.	Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Monday, 21 March 2022	Wednesday, 13 April 2022
8.	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 Open Offer	Thursday, 24 March 2022	Wednesday, 20 April 2022
9.	Last date for upward revision of the Offer Price and/or the Offer Size	Friday, 25 March 2022	Thursday, 21 April 2022
10.	Date of publication of Open Offer opening public announcement, in the Newspapers	Friday, 25 March 2022	Thursday, 21 April 2022
11.	Date of commencement of the Tendering Period	Monday, 28 March 2022	Friday, 22 April 2022
12.	Date of closure of the Tendering Period	Friday, 8 April 2022	Friday, 6 May 2022
13.	Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company	Wednesday, 26 April 2022	Monday, 23 May 2022
14.	Last date for publication of post Open Offer public announcement in the Newspapers	Wednesday, 4 May 2022	Monday, 30 May 2022
15.	Date by which the underlying transaction which triggered the Open Offer will be completed	-	The Acquirer has completed the purchase of 24,89,802 Equity Shares of the Target Company from the Sellers in accordance with the terms and conditions under the SPA and in compliance with the SEBI (SAST) Regulations on 11 March 2022 and has accordingly acquired and exercises joint control of and over the Target Company and has become a promoter of the Target Company with effect from 11 March 2022.

<sup>1</sup> There has been no competing offer.

<sup>2</sup> Actual date of receipt of SEBI's final observation on the DLoF.

<sup>3</sup> Date falling on the 10<sup>th</sup> Working Day prior to the commencement of the Tendering Period. 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 sent. All the Public Shareholders (registered or unregistered) are eligible to participate in this Open Offer at any time prior to the closure of the Tendering Period.

<sup>4</sup> The original schedule of activities were indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations). Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

10. The Acquirer and its directors accept full responsibility for the information contained in this Pre Offer Advertisement cum Corrigendum (other than such information as has been provided by or relating to and confirmed by the Target Company and/or the Sellers), and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer.

11. This Pre-Offer Advertisement cum Corrigendum would also be available on SEBI's website (www.sebi.gov.in).

### Issued on behalf of the Acquirer by the Manager



**Edelweiss Financial Services Limited**  
6th Floor, Edelweiss House, Off. C.S.T Road, Kalina, Mumbai - 400 098.  
Tel: +91 22 4009 4400, Fax: +91 22 4086 3610  
Email: tanfac.openoffer@edelweissfn.com  
Contact person: Lokesh Shah  
SEBI Registration Number: INM0000010650  
CIN: L99999MH1995PLC094641

### Registrar to the Open Offer



**Link Intime India Private Limited**  
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083  
Tel: +91 22 4918 6200, Fax: +91 22 4918 6195  
Website: www.linkintime.co.in  
Contact Person: Mr. Sumeet Deshpande  
Email: tanfac.offer@linkintime.co.in  
SEBI Registration Number: INR000004058  
CIN: U67190MH1999PTC118368

### Issued by the Manager to the Open Offer

For and on behalf of the Acquirer

Signed for and on behalf of Anupam Rasayan India Limited

Sd/-

Authorized Signatory

Place: Surat

Date: 20 April 2022